

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. NAME AND ADDRESS OF COMPANY

Tisdale Clean Energy Corp.
Suite 2200, 885 West Georgia Street
Vancouver, BC
V6C 3E8

2. DATE OF MATERIAL CHANGE

February 29, 2024

3. PRESS RELEASE

The press release was issued on February 29, 2024 and was disseminated through the facilities of a recognized newswire services. A copy of the press release was filed on SEDAR.

4. SUMMARY OF MATERIAL CHANGE

Tisdale Clean Energy closes additional private placement.

5. FULL DISCLOSURE OF MATERIAL CHANGE

Full Description of Material Change

Vancouver, British Columbia, February 29, 2024 – TISDALE CLEAN ENERGY CORP. (the “Company” or “Tisdale”) (CSE: TCEC, OTCQB: TCEFF, FSE: T1KC), is pleased to announce that it has closed a further non-brokered private placement (the “Offering”) and has issued 2,179,500 units (each, a “Unit”) at a price of \$0.18 per Unit for gross proceeds of \$392,310. Each “Unit” issued in the Offering consists of one common share of the Company and one share purchase warrant exercisable at a price of \$0.30 until February 28, 2026.

In connection with completion of the Offering, the Company paid \$20,720 and issued 115,115 share purchase warrants (each, a “Brokers Warrant”) to certain arms-length brokerage firms who assisted in introducing subscribers to the Offering. Each Brokers Warrant is exercisable at a price of \$0.30 until February 28, 2026. All securities issued in connection with closing of the Offering are subject to restrictions on resale until June 30, 2024, in accordance with applicable securities laws.

The proceeds from the Offering will be used for general working capital purposes and for carrying out exploration programs at the South Falcon East uranium project.

About Tisdale Clean Energy Corp.

Tisdale Clean Energy is a Canadian-based uranium exploration and development company. The Company is currently developing the South Falcon East uranium project, a 12,770 hectare project located in the Athabasca Basin region, Saskatchewan, Canada, which contains the Fraser Lakes B uranium/thorium deposit.

For further information, contact Alex Klenman at info@tisdalecleanenergy.com or 604.970.4330

ON BEHALF OF THE BOARD OF TISDALE CLEAN ENERGY CORP.

“Alex Klenman”

Alex Klenman, Chief Executive Officer

6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

7. OMITTED INFORMATION

No information has been intentionally omitted from this form.

8. EXECUTIVE OFFICER

The name and business number of an officer of the Company through whom an executive officer who is knowledgeable about the material change and this report may be contacted is:

Alex Klenman
Chief Executive Officer
Tel: 604-970-4330

9. DATE OF REPORT

DATED this 29th day of February, 2024.