

**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**

July 23, 2024

**3. PRESS RELEASE**

The press release was issued on July 23, 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 announces private placement and option grant.

**5. FULL DISCLOSURE OF MATERIAL CHANGE**

**Full Description of Material Change**

Vancouver, British Columbia, July 23, 2024 – TISDALE CLEAN ENERGY CORP. (the “Company” or “Tisdale”) (CSE: TCEC, OTCQB: TCEFF, FSE: T1KC), announces it will offer (the “**Offering**”), by way of non-brokered private placement, up to 6,666,667 units (each, a “**Unit**”) at a price of \$0.075 per Unit for gross proceeds of up to \$500,000. Each Unit will consist of one common share of the Company and one share purchase warrant exercisable at a price of \$0.15 for a period of thirty-six months. The proceeds from the Offering will be used for general working capital purposes.

In connection with completion of the Offering, the Company may pay finders’ fees to eligible third parties that have assisted in introducing subscribers to the Offering. All securities issued in connection with the Offering will be subject to restrictions on resale for a period of four-months-and-one-day in accordance with applicable securities laws. Completion of the Offering remains subject to any required regulatory approvals.

The Company also announces that it has granted 1,750,000 incentive stock options (the “**Options**”) to certain directors, officers and consultants to the Company. The Options vest immediately and are exercisable at a price of \$0.12 until July 23, 2029.

**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, which holds a 6.96M pound inferred uranium resource within the Fraser Lakes B uranium/thorium deposit, located in the Athabasca Basin region, Saskatchewan, Canada.

**ON BEHALF OF THE BOARD OF TISDALE CLEAN ENERGY CORP.**

*“Alex Klenman”*

Alex Klenman, Chief Executive Officer

***For further information please contact:***

Alex Klenman, CEO

Tel: 604-970-4330

[info@tisdalecleanenergy.com](mailto:info@tisdalecleanenergy.com)

**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 23<sup>rd</sup> day of July, 2024.