

**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 31, 2024

**3. PRESS RELEASE**

The press release was issued on July 31, 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 private placement.

**5. FULL DISCLOSURE OF MATERIAL CHANGE**

**Full Description of Material Change**

Vancouver, British Columbia, July 31, 2024 – **TISDALE CLEAN ENERGY CORP.** (the “Company” or “Tisdale”) (CSE: TCEC, OTCQB: TCEFF, FSE: T1KC), announces it has closed its non-brokered private placement (the “**Offering**”) and has issued 5,654,666 units (each, a “**Unit**”) at a price of \$0.075 per Unit for gross proceeds of \$424,100 Each Unit consists of one common share of the Company and one share purchase warrant (each, a “**Warrant**”) exercisable at a price of \$0.15 until July 31, 2027. The proceeds from the Offering will be used for general working capital purposes.

In connection with completion of the Offering, the Company paid \$17,625 and issued 175,000 Warrants to certain arms-length brokerage firms that assisted in introducing subscribers to the Offering. All securities issued in connection with the Offering are subject to restrictions on resale until December 1, 2024, in accordance with applicable securities laws.

**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 31<sup>st</sup> day of July, 2024.