

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

1. NAME AND ADDRESS OF COMPANY

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

2. DATE OF MATERIAL CHANGE

November 25, 2024

3. PRESS RELEASE

The press release was issued on November 25, 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

Terra Clean Energy announces changes to the Board of Directors, Share Consolidation.

5. FULL DISCLOSURE OF MATERIAL CHANGE

Full Description of Material Change

Vancouver, British Columbia, November 25, 2024 – **TERRA CLEAN ENERGY CORP.** (“**Terra**” or the “**Company**”) (**CSE: TCEC, OTCQB: TCEFF, FSE: T1KC**), is pleased to announce that Greg Cameron and Tony Wonnacott have been appointed to the board of directors of the Company.

Messrs. Cameron and Wonnacott fill vacancies created by Andrew Brown and Mark Ferguson, each of which have resigned from their roles with the Company. The board of directors would like to thank Messrs. Brown and Ferguson for their service to the Company and wish them well in their future endeavors.

Mr. Cameron brings extensive capital markets experience in business development, strategy, acquisitions and divestitures as well as corporate restructurings. He was a former Senior Investment Banker at leading Canadian and International Investment Banks including Canaccord Genuity, Orion Securities and Macquarie. He currently is the Managing Director of Colby Capital Limited, a private merchant bank in Toronto. Mr. Cameron has spent the past two decades serving on numerous public and private company boards from startups to seasoned public companies, having helped raise hundreds of millions in financings.

Mr. Wonnacott is a corporate securities lawyer based in Toronto, Ontario with over 25 years of experience. He is a member of the Law Society of Upper Canada and holds a B.Comm. (cum laude) from Saint Mary’s University and an LL.B. from Dalhousie University. He began his career at a major Toronto law firm in the banking and securities field before moving to work as a legal consultant for a number of companies, primarily in the mining and resource industry. As a consultant,

officer and director of several of these companies, Mr. Wonnacott has been involved with the successful listings of private companies, the outright sale of a company for approximately \$750 million and capital raisings in excess of \$1 billion.

“I’m pleased to welcome Greg and Tony to the board, their track records are impressive,” said Alex Klenman, CEO. “Their commitment to creating value for shareholders is evident, and their appointments to our board represent a significant step forward for the Company. We have a generational opportunity in uranium, and they recognize the unique proposition Terra presents. Their additions greatly strengthen our leadership team and position the Company for success as we move into 2025,” continued Mr. Klenman.

Greg Cameron added “I’m excited to join the board of Terra and assist in the recapitalization of the Company to better position it for the future. It’s an exciting time in the uranium market and I feel Terra is a unique opportunity to invest in a micro- cap company that has a historical resource in a good jurisdiction. “

Consolidation and Financing

The Company also announces that intends to conduct a financing (the “**Financing**”) on a private placement basis. The terms for the Financing have not yet been determined and the Company will issue a further news release once finalized. The Company anticipates the Financing will result in the issuance of more than one hundred percent of the current outstanding share capital of the Company. As a result, the Company will be required to obtain shareholder approval for the Financing in accordance with the policies of the Canadian Securities Exchange. The Company intends to obtain such approval through the written consent of the holders of the majority of its outstanding common shares.

In preparation for the Financing, the Company intends to consolidate (the “**Consolidation**”) its common share capital on a four-for-one basis. The Company currently has 39,689,744 common shares outstanding. Following completion of the Consolidation, and prior to completion of the Financing, the Company will have approximately 9,922,436 common shares outstanding.

No fractional shares will be issued under the Consolidation. The holdings of any shareholder who would otherwise be entitled to receive a fractional share as a result of the Consolidation shall be rounded to the nearest whole number and no cash consideration will be paid in respect of fractional shares. The Company will provide further information regarding the effective date of the Consolidation once it becomes available. Completion of the Consolidation is not conditional upon completion of the Financing, and there can be no guarantee that either will proceed. Completion of the Consolidation remains subject to regulatory approval.

Qualified Person

The technical information in this news release has been prepared in accordance with the Canadian regulatory requirements set out in National Instrument 43-101 and reviewed on behalf of the company by C. Trevor Perkins, P.Geo., a Consulting Geologist for the Company, and a Qualified Person as defined by National Instrument 43-101.

About Terra Clean Energy Corp.

Terra Clean Energy (formerly Tisdale Clean Energy Corp) is a Canadian-based uranium exploration and development company. The Company is currently developing the South Falcon East uranium project, which holds a historical 6.96M pound inferred uranium resource within the Fraser Lakes B uranium/thorium deposit, located in the Athabasca Basin region, Saskatchewan, Canada.

The historical resource is described in the Technical Report on the South Falcon East Property, filed on sedarplus.ca on February 9, 2023. The Company is not treating the resource as current and has not completed sufficient work to classify the resource as a current mineral resource. While the Company is not treating the historical resource as current, it does believe the work conducted is reliable and the information may be of assistance to readers.

ON BEHALF OF THE BOARD OF TERRA CLEAN ENERGY CORP.

“Alex Klenman”

Alex Klenman, Chief Executive Officer

For further information please contact:

Alex Klenman, CEO

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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 25th day of November, 2024.