

**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**

December 23, 2024

**3. PRESS RELEASE**

The press release was issued on December 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**

Terra Clean Energy signs Exploration Agreement with the English River First Nation and receives drilling permits for the South Falcon East Project.

**5. FULL DISCLOSURE OF MATERIAL CHANGE**

**Full Description of Material Change**

Vancouver, British Columbia, December 23, 2024 – **TERRA CLEAN ENERGY CORP.** (“**Terra**” or the “**Company**”) (**CSE: TCEC, OTCQB: TCEFF, FSE: T1KC**), is pleased to announce the execution of an Exploration Agreement with the English River First Nation. This agreement strengthens their relationship and allows for access to the ancestral lands of The English River First Nation on which the South Falcon East Property lies.

Terra would also like to announce that the Company has received the required permits from the Saskatchewan Ministry of Environment to conduct its winter exploration program on the South Falcon East Property. These permits allow access to the project lands for a period of three years to conduct exploration activities including, but not limited to, geophysical surveys and diamond drilling. The South Falcon East Project lies 18 km outside the edge of the Athabasca Basin, approximately 50 km east of the Key Lake uranium mill and former mine (Figure 1), approximately 7 km north of the powerline servicing the Key Lake operation. Terra Clean Energy Corp entered into an option agreement with SkyHarbour Resources Ltd. in October of 2022, whereby the company can earn up to a 75% interest in the South Falcon East Property.

The winter 2025 drilling program is currently in the final planning and scheduling phase. While the Fraser Lakes B uranium deposit will remain a primary focus of early efforts on the property, the Company has ample additional drill-ready targets along the Way Lake conductor at South Falcon East. This includes the T-Bone Lake area, just north of Fraser Lakes B. The upcoming field program is anticipated to commence in late January to early February and will be executed by Terralogic

Exploration Inc. under the supervision of Laura Tennent, Project Manager with TerraLogic Exploration and C. Trevor Perkins, consulting geologist for Terra Clean Energy Corp. The expected budget for this program is anticipated to be \$1.5 million.

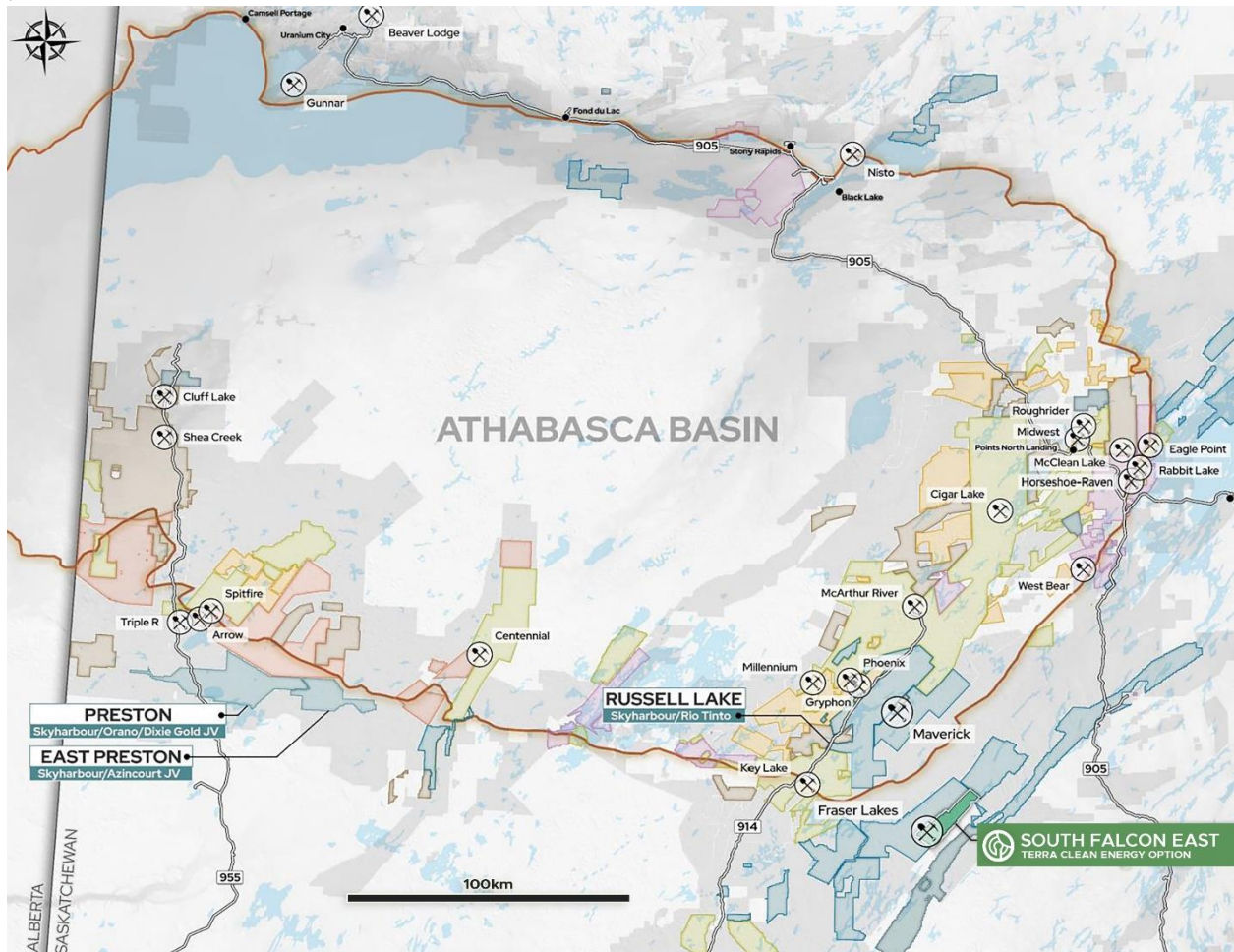
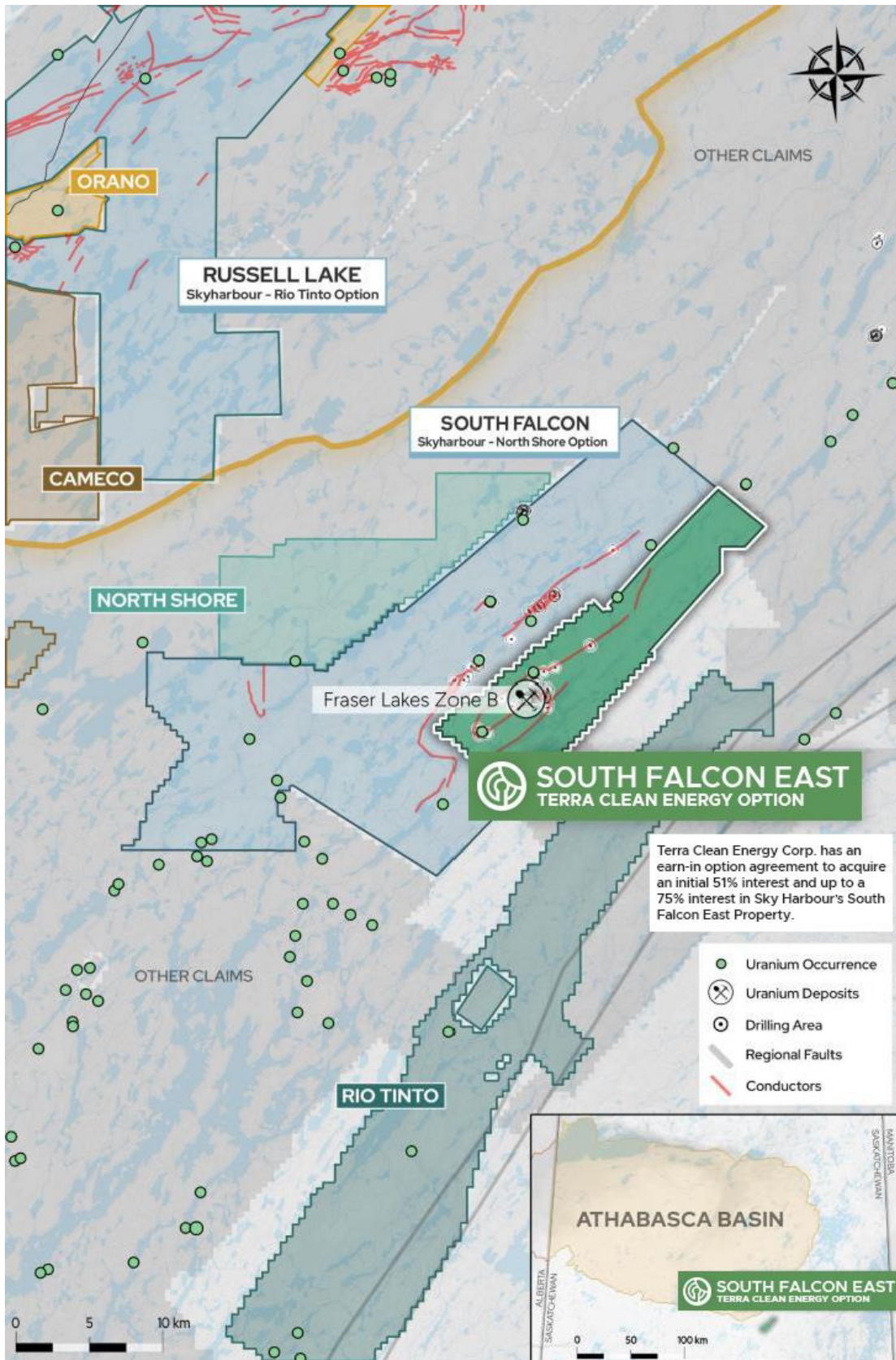


Figure 1: South Falcon East project, SE Athabasca Basin, Saskatchewan



*Figure 2: Fraser Lakes B Uranium Deposit, South Falcon East project, Saskatchewan*

### **About English River First Nation**

As ‘people of the river’ (Des Nēdhē’iné), English River First Nation is dedicated to the stewardship of the land and the education of future generations. ERFN is guided by the knowledge of their Elders, the traditions of their ancestors, and the ambitions of their future generations, while being a respected partner in relations with industries, governments, and organizations.

English River First Nation’s two home reserves are located at the Wapatuanak and La Plonge Reserves in Northern Saskatchewan. English River First Nation’s Ancestral Territory spans 75,000 square km of North Central Saskatchewan and contains nineteen different reserves belonging to the Nation of English River. Learn more at <https://erfn.net>

### **About the South Falcon East Project**

The South Falcon East Project is a uranium exploration project in the southeast Athabasca Basin and represents a portion of Skyharbour Resources Ltd.’s existing South Falcon Project. The project covers approximately 12,464 hectares and lies 18 kilometers outside the Athabasca Basin, approximately 50 kilometers east of the Key Lake Mine.

The South Falcon East Project contains the Fraser Lakes B Uranium/Thorium Deposit with a historic mineral resource\* of 6.9 Mlbs U<sub>3</sub>O<sub>8</sub> inferred at a grade of 0.03% U<sub>3</sub>O<sub>8</sub> and 5.3 Mlbs ThO<sub>2</sub> inferred at a grade of 0.023 % ThO<sub>2</sub>. Uranium and thorium mineralization discovered to date is shallow pegmatite hosted mineralization associated with well-developed EM conductors. The property is highly prospective for high-grade basement-hosted unconformity-related uranium mineralization and additional pegmatite-hosted uranium mineralization.

### **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 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 TERRA 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 December, 2024.