

**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

January 2, 2025

3. PRESS RELEASE

The press release was issued on January 2, 2025 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 Management.

5. FULL DISCLOSURE OF MATERIAL CHANGE

Full Description of Material Change

Vancouver, British Columbia, January 2, 2025 – **TERRA CLEAN ENERGY CORP.** (“**Terra**” or the “**Company**”) (**CSE: TCEC, OTCQB: TCEFF, FSE: C900**), is pleased to announce the appointment of Greg Cameron as President and Chief Executive Officer and C. Trevor Perkins as Vice President, Exploration of the Company effective immediately. The appointment of Mr. Cameron follows the resignation of Alex Klenman as President and Chief Executive Officer, with Mr. Klenman continuing to serve as a member of the Board of Directors of the Company.

Mr. Cameron has extensive experience and knowledge in business development, strategy, acquisitions and divestitures as well as corporate restructurings. He is a former Senior Investment Banker and held senior positions 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 over two decades of high-level experience in the capital markets, serving on numerous public and private company boards from startups to seasoned public companies. “I’m excited to lead Terra and begin an aggressive development plan of the South Falcon uranium deposit.” said Mr. Cameron, CEO. “We believe strongly that our upcoming exploration program will allow us to increase both the size and grade of the current deposit. With renewed optimism in the uranium sector and fresh capital to deploy we believe the timing is right to create a lot of value.”

Mr. Perkins is a Professional Geologist with wide-ranging experience in planning and executing mineral exploration programs and managing exploration teams. He brings a proven track record in uranium exploration that includes significant results. During his three-decade career, Trevor has

fulfilled roles as Exploration Manager, UEX Corporation, Vice President, Exploration, Cameco Mongolia, District Geologist – Europe and Asia, Cameco Corporation, Senior Geologist, Rio Tinto Senior Project Geologist, Cameco Australia, and Project Geologist, Cameco Corporation in the Athabasca Basin, Saskatchewan. As Project Geologist for the McArthur River project, he led a team that discovered the McArthur River North Extension zones and as Senior Project Geologist for Cameco Australia, led a team that discovered the Angulari Uranium Deposit. Most recently Mr. Perkins was a technical advisor for the company and is currently the Vice President, Exploration for Azincourt Energy Corp. “I am very excited to move into this new role with Terra Clean Energy,” commented Mr. Perkins, Vice President, Exploration. “This is an exciting time for the company. I am eager to move forward with our South Falcon East Project and look for opportunities to expand our exploration portfolio”.

The Company also announces an award of 2,075,000 restricted share units (each, an "RSU") pursuant to its Omnibus Incentive Plan to directors, officers and consultants of the Company. Each RSU entitles the recipient to receive one common share of the Company on vesting. The RSUs vest on the date that is one year from the date of grant. The grant of RSUs remains subject to the receipt of all regulatory approvals, including the approval of the Canadian Securities Exchange.

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.

“Greg Cameron”

Greg Cameron, CEO

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:

Greg Cameron
Chief Executive Officer
Tel: 416-277-6174

9. DATE OF REPORT

DATED this 2nd day of January, 2025.