

**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 7, 2025

3. PRESS RELEASE

The press release was issued on January 7, 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 Completes Debt Settlement.

5. FULL DISCLOSURE OF MATERIAL CHANGE

Full Description of Material Change

Vancouver, British Columbia, January 7, 2025 – **TERRA CLEAN ENERGY CORP.** (“**Terra**” or the “**Company**”) (**CSE: TCEC, OTCQB: TCEFF, FSE: C900**), is pleased to announce that further to its press release on December 30, 2024, it has completed a settlement agreement (the “**Debt Settlement**”) with Terralogic Exploration Inc. (“**Terralogic**”), pursuant to which the Company has settled approximately \$240,000 in debt: (a) through the issuance of 600,000 common shares of the Company; and (b) completing a drill program with Terralogic as General Contractor by June 30, 2025, of no less than \$1,000,000 (the “**Drill Program**”). In the event that the Company has not completed the Drill Program by June 30, 2025, it shall issue Terralogic that number of common shares of the Company equal in value to \$120,000 (based on a 10-day volume weighted average price).

The Debt Settlement remain subject to the receipt of all regulatory approvals, including the approval of the Canadian Securities Exchange.

All securities issued in connection with Debt Settlement are subject to a four month plus one day hold period from the date of issuance in accordance with applicable securities laws.

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 7th day of January, 2025.