

**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 14, 2025

**3. PRESS RELEASE**

The press release was issued on January 14, 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 Change of Auditor

**5. FULL DISCLOSURE OF MATERIAL CHANGE**

**Full Description of Material Change**

Vancouver, British Columbia, January 14, 2025 – **TERRA CLEAN ENERGY CORP.** (“**Terra**” or the “**Company**”) (CSE: TCEC, OTCQB: TCEFF, FSE: C9O0), announced that, at the request of the Company, Manning Elliott LLP, Chartered Professional Accountants (the “Former Auditor”) has resigned as auditor of the Company, and that Crowe MacKay LLP, Chartered Accountants (the “Successor Auditor”) has been appointed as the Company’s Successor Auditor.

The resignation of the Former Auditor and the appointment of the Successor Auditor has been approved by the audit committee and confirmed by the board of directors of the Company. There were no reportable events (as defined in National Instrument 51-102 Continuous Disclosure Obligations) and there were no reservations in the Former Auditor’s audit reports for any financial period during which the Former Auditor were the Company’s auditor.

**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 14<sup>th</sup> day of January, 2025.