

**FORM 51-102F3**  
**Material Change Report**

**Item 1. Name and Address of Company**

*Carlyle Commodities Corp. (the “Company”)  
4302 – 1151 West Georgia Street  
Vancouver, BC V6E 0B3*

**Item 2. Date of Material Change**

*May 15, 2020*

**Item 3. News Release**

*The news release was issued on May 15, 2020 through Canada Stockwatch.*

**Item 4. Summary of Material Change**

*The Company announced that, further to its news releases dated March 27, 2020 and April 30, 2020, it has completed the third and final tranche of its non-brokered private placement consisting of the issuance of up to 16,000,000 units (each, a “Unit”) at a price of \$0.075 per Unit for gross aggregate proceeds of up to \$1,200,000 (the “Offering”), pursuant to which the Company issued 4,532,000 Units for total gross aggregate proceeds of approximately \$339,900. The Company has raised total aggregate proceeds of \$1,187,024.99 from the closings of the three tranches of the Offering.*

*Each Unit consists of one common share in the capital of the Company (each, a “Share”) and one Share purchase warrant (each, a “Warrant”), with each Warrant entitling the holder thereof to purchase one additional Share (each, a “Warrant Share”) at a price of \$0.20 per Warrant Share for a period of sixty months following issuance.*

*The aggregate proceeds of the Offering will be used for the advancement of the Company’s exploration assets and general working capital. An aggregate of \$65,304 in cash commissions has been paid to eligible finders in connection with the closings of the first, second and third tranches of the Offering.*

*None of the securities sold in connection with the Offering will be registered under the United States Securities Act of 1933, as amended, and no such securities may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.*

***Shares for Debt***

*The Company also announces that it has agreed to issue an aggregate of 932,291 Shares at a deemed price of \$0.12 per Share to directors of the Company (the “Insiders”) as full and final payment of debt in the aggregate amount of \$111,875 (the “Debt Settlement”), which debt was for certain expenses and unpaid remuneration for services performed by the Insiders.*

Accordingly, the Debt Settlement constituted a “related party transaction” within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The issuance of the Shares to the Insiders, however, was exempt from the valuation requirement of MI 61-101 by the virtue of the exemption contained in section 5.5(b) as the Company’s Shares are not listed on a specified market and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in Section 5.7(1)(a) as the value of the Shares issued under the Debt Settlement did not exceed 25% of the Company’s market capitalization.

All securities issued in connection with the Offering and the Debt Settlement will be subject to a statutory hold period expiring four months and one day after the date of issuance (the “**Issuance Date**”), as set out in National Instrument 45-102 – Resale of Securities. In addition, all Shares issued in connection with the Offering will be subject to voluntary escrow, pursuant to which 35% of the Shares will be released four months and one day from the Issuance Date, 35% of the Shares will be released seven months and one day from the Issuance Date, and the remaining 30% of the Shares will be released ten months and one day from the Issuance Date.

#### **Stock Option Grant**

The Company also granted an aggregate of 1,600,000 stock options (collectively, the “**Options**”) to directors, officers and consultants of the Company for the purchase of up to 1,600,000 Shares, pursuant to the Company’s Stock Option Plan. The Options are exercisable for a period of 5 years at an exercise price of \$0.15 per Share. All of the Options vested on the date of grant.

#### **Item 5.1 Full Description of Material Change**

*See Item 4 herein.*

#### **Item 5.2 Disclosure for Restructuring Transactions**

*Not applicable.*

#### **Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102**

*This Report is not being filed on a confidential basis.*

#### **Item 7. Omitted Information**

*None.*

#### **Item 8. Executive Officer**

*Morgan Good, Chief Executive Officer, 604-715-4751*

#### **Item 9. Date of Report**

*May 19, 2020*