



**CARLYLE COMMODITIES CORP.**

4302-1151 W Georgia Street  
Vancouver, BC V6E 0B3  
Phone: (604) 715-4751

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of the shareholders of Carlyle Commodities Corp. (the “**Company**”) will be held at **6<sup>th</sup> Floor, Unit 620, 1111 Melville Street, Vancouver, British Columbia**, on **Wednesday, December 30, 2020** at the hour of 10:00 a.m. (Vancouver time), for the following purposes:

1. To receive the audited consolidated financial statements of the Company, together with the auditor’s report thereon, for the fiscal year ended February 28, 2019 and February 28, 2020;
2. To set the number of directors at three;
3. To elect directors for the ensuing year;
4. To appoint Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, as the auditors of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration to be paid to the auditors; and
5. To ratify and approve the Company’s existing Stock Option Plan as more particularly described in the Company’s Management Information Circular dated November 25, 2020 accompanying this Notice of Meeting.
6. To transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

**COVID-19 Plan: This year, to proactively deal with the unprecedented public health impact of the Coronavirus (COVID-19) and in order to mitigate potential risks to the health and safety of its shareholders, employees, communities and other stakeholders, the Company is encouraging shareholders to vote by proxy in advance of the meeting rather than attending in person.**

An Information Circular and Form of Proxy accompany this Notice. The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this Notice.

Registered shareholders as at the close of business on November 23, 2020 are entitled to notice of and vote at the Meeting in person or by proxy. Registered shareholders who are unable to attend the Meeting, or any adjournment(s) or postponement(s) thereof, in person, are requested to read, complete, sign and return or follow the instructions to vote on the internet the Form of Proxy accompanying this Notice in accordance with the instructions set out in the form of Proxy and in the Information Circular accompanying this Notice. Beneficial shareholders who received the form of Proxy accompanying this Notice through an intermediary must deliver the Proxy in accordance with the instructions given by such intermediary.

DATED in Vancouver, British Columbia, this 25<sup>th</sup> day of November, 2020.

BY ORDER OF THE BOARD OF  
CARLYLE COMMODITIES CORP.

*“Morgan Good”*

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**Morgan Good**  
President and CEO