

FORM 51-102F3
Material Change Report

Item 1. Name and Address of Company

*Carlyle Commodities Corp. (the "Company")
620 – 1111 Melville Street,
Vancouver, BC V6E 3V6*

Item 2. Date of Material Change

December 15, 2020

Item 3. News Release

The news release was issued on December 15, 2020 through Newsfile Corp.

Item 4. Summary of Material Change

The Company announced that it has amended the terms of an aggregate of 15,827,000 warrants issued by the Company in connection with its non-brokered private placement which closed in three tranches on March 27, 2020, April 29, 2020, and May 15, 2020.

Item 5.1 Full Description of Material Change

See Schedule "A" attached hereto.

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

December 18, 2020



620 – 1111 Melville Street, Vancouver, BC V6E 3V6

News Release

Carlyle Announces Warrant Amendment

December 15th, 2020

CSE:CCC | FSE:1OZ | OTC:DLRYF

CARLYLE COMMODITIES CORP. (CSE:CCC, FSE:1OZ, OTC:DLRYF) (“Carlyle” or the “Company”) is pleased to announce that it has amended (the “**Amendment**”) the terms of an aggregate of 15,827,000 warrants (each, a “**Warrant**”) issued by the Company in connection with its non-brokered private placement which closed in three tranches on March 27, 2020, April 29, 2020, and May 15, 2020.

Pursuant to the terms of the Amendment, the terms of the Warrants have been amended in order to include an acceleration provision whereby the Company, at any time after the respective date of issue of the Warrants, can accelerate the expiry date of the Warrants in the event the daily trading price of the Shares equals or exceeds \$0.40 on the Canadian Securities Exchange (“**CSE**”) (or such other exchange on which the Company’s common shares may be traded) for 10 consecutive trading days by giving notice via news release to the holders thereof and, in such case, the Warrants will expire on the 30th day after the date on which the news release was disseminated.

For more information on the Warrants, please see the Company’s news releases dated March 27, 2020, April 30, 2020, and May 15, 2020 available under the Company’s profile on SEDAR at www.sedar.com.

About Carlyle

Carlyle is a mineral exploration company focused on the acquisition, exploration and development of mineral resource properties. The Company has an option to earn a 100% interest in the Cecilia Gold-Silver Project located in the State of Sonora, Mexico. Carlyle formed a strategic partnership with Hunter Dickinson Inc. (“**HDI**”) and has formed a 50-50 joint venture with HDI affiliate United Mineral Services Ltd. on the Mack Project and has an option to earn a 50% interest in the Jake project, both located in B.C. Carlyle also holds an option to earn a 100% interest in the promising Sunset property located in the Vancouver Mining Division near Pemberton, B.C. Carlyle is based in Vancouver, B.C., and is listed on the Canadian Securities Exchange (“**CSE**”) under the symbol “CCC”.

ON BEHALF OF THE BOARD OF DIRECTORS OF

CARLYLE COMMODITIES CORP.

"Morgan Good"

Morgan Good
Chief Executive Officer

For more information regarding this news release, please contact:

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Neither the CSE nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.