

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

February 19, 2021

Item 3. News Release

The news release was issued on February 19, 2021 through Newsfile Corp.

Item 4. Summary of Material Change

The Company granted an aggregate of 2,790,000 stock options to directors and consultants of the Company for the purchase of up to 2,790,000 Shares, pursuant to the Company’s Stock Option Plan.

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

February 22, 2021



CARLYLE COMMODITIES

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

News Release

CARLYLE ANNOUNCES GRANT OF STOCK OPTIONS

February 19, 2021

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

CARLYLE COMMODITIES CORP. (CSE:CCC, FSE:1OZA, OTC:DLRYF) (“Carlyle” or the “Company”) is pleased to announce it has granted an aggregate of 2,790,000 stock options (collectively, the “Options”) to directors and consultants of the Company for the purchase of up to 2,790,000 Shares, pursuant to the Company’s Stock Option Plan. The Options are exercisable for a period of 5 years at an exercise price of \$0.14 per Share. All of the Options vested on the date of grant.

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 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., as well owns 100% of the Newton Gold Project in the Clinton Mining Division of B.C. The Company 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).