

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

April 23, 2021

Item 3. News Release

The news release was issued on April 23, 2021 through Newsfile Corp.

Item 4. Summary of Material Change

The Company announced that it had issued an aggregate of 588,994 common shares in the capital of the Company to two consultants currently engaged by the Company.

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

April 26, 2021



CARLYLE COMMODITIES

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

News Release

CARLYLE ANNOUNCES SHARE ISSUANCES TO CONSULTANTS

April 23, 2021

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

CARLYLE COMMODITIES CORP. (CSE:CCC, FSE:1OZA, OTC:DLRYF) (“Carlyle” or the “Company”) announces that it has issued an aggregate of 588,994 common shares in the capital of the Company (each, a “Share”) to two consultants currently engaged by the Company, as follows:

Date of Issue	No. of Shares	Deemed Price per Share
February 9, 2021	136,363	\$0.11
March 8, 2021	200,000	\$0.075
April 6, 2021	200,000	\$0.075
April 23, 2021	52,631	\$0.1425
Total:	588,994	

Each consultant has been engaged by the Company for a 6 month term, with the Shares being issued in payment for the services rendered by the consultant at a price per Share equal to the lowest permitted price by the applicable policies of the Canadian Securities Exchange. Accordingly, the Shares were issued pursuant to the prospectus exemption provided under Section 2.24 of National Instrument 45-106 – *Prospectus Exemptions*.

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 owns 100% of the Newton Gold Project in the Clinton Mining Division of B.C., as well has formed a strategic partnership with HDI (The Hunter Dickinson Group) and has formed a 50-50 joint venture with HDI affiliate United Mineral Services Ltd. on the Mack Project located in 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.