

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

July 30, 2021

Item 3. News Release

The news release was issued on July 30, 2021 through Newsfile Corp.

Item 4. Summary of Material Change

The Company announced that it has entered into an amending agreement to amend the terms of its option agreement to earn a 100% interest in the Sunset mineral property, located in the Vancouver Mining Division, B.C., and announced it has entered into a consultant agreement with an independent consultant to provide the Company general corporate development activities for an initial 6-month term.

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

August 03, 2021



620 – 1111 Melville Street, Vancouver, British Columbia V6E 3V6

News Release

CARLYLE ANNOUNCES AMENDMENT TO SUNSET PROPERTY OPTION AGREEMENT AND ENTERS INTO CONSULTING AGREEMENT

July 30, 2021

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

CARLYLE COMMODITIES CORP. (CSE:CCC, FSE:1OZA, OTC:DLRYF) (“Carlyle” or the “Company”) announces that it has entered into an amending agreement (the “**Amending Agreement**”) to amend the terms of its option agreement dated November 7, 2018, as amended on May 9, 2018, May 25, 2018, June 25, 2018 and April 24, 2020 (collectively, the “**Option Agreement**”), whereby the Company has an option to earn a 100% interest in the Sunset mineral property, located in the Vancouver Mining Division, B.C.

The Company has entered into the Amending Agreement to amend the terms of the Option Agreement, pursuant to which the Company has an option to earn a 100% interest in the Sunset mineral property, located in the Vancouver Mining Division, B.C. Under the terms of the Amending Agreement, the Company has extended the second and third scheduled payments of exploration expenditures respectively to December 31, 2021 (as to \$200,000) and December 31, 2022 (as to \$700,000). A copy of the Amending Agreement has been filed under Carlyle’s profile on [SEDAR](#).

Consulting Agreement

On July 5, 2021, the Company entered into a consultant agreement (the “**Consulting Agreement**”) with an independent consultant (the “**Consultant**”) pursuant to the Consultant agreed to provide the Company general corporate development activities (“**Services**”) for an initial 6-month term (the “**Term**”). As consideration for the Services provided by the Consultant, Carlyle shall issue common shares (each, a “**Share**”) to the Consultant at a price per Share equal to the lowest permitted price by the applicable policies of the Canadian Securities Exchange (“**CSE**”) at the end of each month of the Term for the services rendered that month. Accordingly, the Shares are to be 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 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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The Canadian Securities Exchange (operated by CNSX Markets Inc.) has neither approved nor disapproved of the contents of this press release.