

**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 14, 2022*

**Item 3. News Release**

*The news release was issued on April 14, 2022 through Newsfile Corp.*

**Item 4. Summary of Material Change**

*The Company announced that it has agreed to issue an aggregate of 546,500 common shares (each, a “Share”) at a deemed price of \$0.05 per Share to certain directors of the Company and a certain consultant of the Company as full and final payment of debt in the aggregate amount of \$27,325, to settle certain amounts owed by the Company for unpaid consulting services.*

**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 19, 2022*



620 – 1111 Melville Street, Vancouver, British Columbia V6E 2V6

## News Release

### CARLYLE ANNOUNCES ISSUANCE OF SHARES FOR DEBT

April 14, 2022

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

**CARLYLE COMMODITIES CORP. (CSE:CCC, FSE:1OZA, OTC:DLRYF)** (“Carlyle” or the “Company”) announces that it has agreed to issue an aggregate of 546,500 common shares (each, a “Share”) at a deemed price of \$0.05 per Share to certain directors of the Company (the “Insiders”) and a certain consultant of the Company as full and final payment of debt in the aggregate amount of \$27,325 (the “Debt Settlement”), to settle certain amounts owed by the Company for unpaid consulting services.

Accordingly, the portion of the Debt Settlement with the Insiders constituted a “related party transaction” within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). The issuance of the Shares to the Insiders was exempt from the valuation requirement of MI 61-101 by the virtue of the exemption contained in section 5.5(b) as the Company’s Shares are not listed on a specified market and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in Section 5.7(1)(a) as the value of the Shares issued under the Debt Settlement did not exceed 25% of the Company’s market capitalization.

All securities issued in connection with the Debt Settlement will be subject to a statutory hold period expiring four months and one day after the date of issuance (the “Issuance Date”), as set out in National Instrument 45-102 – *Resale of Securities*.

#### About Carlyle

Carlyle is a mineral exploration company focused on the acquisition, exploration, and development of mineral resource properties. Carlyle owns 100% of the Newton Gold Project in the Clinton Mining Division of B.C. The Company has an option to earn a 100% interest in the Cecilia Gold-Silver Project located in the State of Sonora, Mexico. 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.*