

FORM 51-102F3
Material Change Report

Item 1. Name and Address of Company

*Carlyle Commodities Corp. (the “Company”)
5803 – 1151 West Georgia Street
Vancouver, BC V6E 0B3*

Item 2. Date of Material Change

September 6, 2022

Item 3. News Release

The news release was issued on September 1, 2022 through Newsfile Corp.

Item 4. Summary of Material Change

The Company announced that it intends to consolidate the common shares of the Company (each, a “Share”) on the basis of ten (10) pre-consolidation Shares for one (1) post-consolidation Share (the “Consolidation”). The Consolidation became effective at the opening of the market on September 6, 2022 with the Company’s trading symbol remaining “CCC”. The new CUSIP number is 14307R200.

Prior to the Consolidation, a total of 70,293,436 Shares were issued and outstanding. Upon the Consolidation becoming effective, a total of 7,029,343 Shares, subject to adjustments for rounding, were issued and outstanding. There is no maximum number of authorized Shares. Odyssey Trust Company will mail out a Letter of Transmittal to the shareholders of record on September 7, 2022 providing instructions on exchanging pre-Consolidation share certificates for post-Consolidation share certificates. Shareholders are encouraged to send their share certificates, together with their Letter of Transmittal, to Odyssey Trust Company in accordance with the instructions in the Letter of Transmittal.

Item 5.1 Full Description of Material Change

See Item 4 herein.

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

September 6, 2022