

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

November 10, 2022

Item 3. News Release

The news release was issued on November 10, 2022 through Newsfile Corp.

Item 4. Summary of Material Change

The Company announced, further to its news releases dated October 21, 2022 and October 31, 2022, it increased the size of its previously announced unit offering from \$1,500,000 to approximately \$2,200,000 (the “Offering”) and, in connection therewith, closed a third and final tranche (the “Final Tranche”) consisting of 4,946,666 units (each, a “Unit”) of the Company for gross aggregate proceeds of \$742,000.

Each Unit consists of one common share in the capital of the Company (each, a “Share”) and one-half of one Share purchase warrant (each, a “Warrant”), with each full Warrant entitling the holder thereof to purchase one additional Share (each, a “Warrant Share”) at a price of \$0.30 per Warrant Share for a period of thirty-six months following issuance. The Warrants are subject to an acceleration provision (the “Acceleration Provision”) whereby in the event the Shares have a closing price on the CSE (as defined below) (or such other exchange on which the Shares may be traded at such time) of \$0.50 or greater per Share for a period of ten (10) consecutive trading days at any time from the date of issuance, the Company may accelerate the expiry date of the Warrants by giving notice to the holders thereof (by disseminating a news release advising of the acceleration of the expiry date of the Warrants) and, in such case, the Warrants will expire on the thirtieth day after the date of such notice.

Collectively, the aggregate proceeds of the first (the “First Tranche”), second (the “Second Tranche”), and Final Tranche are approximately \$2,201,250 and are anticipated to be used for exploration advancement of the Company’s Flagship Newton Project in British Columbia, and general working capital.

Fees of \$30,120 and 200,800 finder’s warrants (each, a “Finder’s Warrant”) were paid in connection with the Final Tranche in accordance with the policies of the CSE and applicable securities laws. Collectively with the 298,266 Finder’s Warrants and 132,000 Finder’s Warrants issued respectively in connection with the First Tranche and the Second Tranche, the Company has issued an aggregate of 631,066 Finder’s Warrants under the Offering, with each Finder’s Warrant entitling the holder thereof to purchase one Share (each, a “Finder’s Warrant Share”) at an exercise price of \$0.15 per Finder’s Warrant Share for a period of thirty-six months following issuance.

All securities issued in connection with the Final Tranche are subject to a statutory hold period expiring four months and one day after the date of issuance, as set out in National Instrument 45-102 – Resale of Securities.

None of the securities sold in connection with the Offering will be registered under the United States Securities Act of 1933, as amended, and no such securities may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

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

November 17, 2022