

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 14, 2022

Item 3. News Release

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

Item 4. Summary of Material Change

The Company announced that it has granted an aggregate of 1,750,000 stock options (collectively, the “Options”) to certain officers, directors and consultants of the Company for the purchase of up to 1,750,000 Shares, pursuant to the Company’s Stock Option Plan. The Options are exercisable for a period of 5 years at an exercise price of \$0.215 per Share and vest on the date of grant.

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