

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

January 27, 2023

Item 3. News Release

The news release was issued on January 27, 2023 through Newsfile Corp.

Item 4. Summary of Material Change

The Company announced that it has appointed Mr. Andrew Brown as its new Corporate Secretary and approved the issuance of 150,000 stock options to consultants of the Company for the purchase of up to 150,000 common shares (each, a “Share”). The Company also announced that it has retained Omni8 Media Communications Inc. (“Omni8”) to provide certain investor relations services to the Company and develop its international market awareness for a four (4) month period (the “Term”). Pursuant to the terms of the independent consultant agreement (the “Agreement”), the Company has agreed to pay Omni8 an aggregate of \$60,000, to be paid as follows: \$15,000 in cash and \$15,000 payable in Shares upon entry into of the Agreement by Omni8 and \$10,000 payable in Shares for each of the final three months of the Term which will commence following the completion of the second month of the 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

February 2, 2023



5803 – 1151 West Georgia Street, Vancouver, British Columbia V6E 0B3

News Release

CARLYLE APPOINTS CORPORATE SECRETARY, ISSUES STOCK OPTIONS, AND ANNOUNCES INVESTOR RELATIONS AGREEMENT

January 27, 2023

CSE:CCC | FSE:BJ4 | OTC:DLRYF

CARLYLE COMMODITIES CORP. (CSE:CCC, FSE:BJ4, OTC:DLRYF) (“Carlyle” or the “Company”) is pleased to announce the appointment of Mr. Andrew Brown as its new Corporate Secretary. Mr. Brown joins the Company from Ardent Corporate Services Inc., a full-service corporate secretarial firm that provides corporate secretarial and corporate governance services for public and private companies including go-public transactions, private placements, SEDI, SEDAR, and regulatory reporting. Mr. Brown has over 13 years of experience working in the public markets and has served as Corporate Secretary for multiple publicly traded companies on the TSX Venture Exchange and the Canadian Securities Exchange (the “CSE”).

Furthermore, Carlyle would like to announce the resignation of its current Corporate Secretary, Damien Good. The Company thanks Ms. Good for her many efforts and support and wishes her all the best in her future endeavours.

Issuance of Stock Options

The Company has approved the issuance of 150,000 stock options (each, an “**Option**”) to consultants of the Company for the purchase of up to 150,000 common shares (each, a “**Share**”) in the capital of the Company pursuant to the Company’s Stock Option Plan. Each Option vested immediately and is exercisable for a period of five (5) years at an exercise price of \$0.325 per Share.

Carlyle Engages Investor Relations Digital Marketing Agency

The Company is also pleased to announce that it has retained Omni8 Media Communications Inc. (“**Omni8**”) to provide certain investor relations services to the Company and develop its international market awareness. The term of the Agreement (as defined below) is for a four (4) month period (the “**Term**”) and terminates May 27, 2023. Pursuant to the terms of the independent consultant agreement (the “**Agreement**”), Carlyle has agreed to pay Omni8 an aggregate of \$60,000, to be paid as follows: \$15,000 in cash and \$15,000 payable in Shares upon entry into of the Agreement by Omni8 and \$10,000 payable in Shares for each of the final three months of the Term which will commence following the completion of the second month of the Term. All Shares issuable under the Agreement will be issued at a price per Share equal to the lowest permitted price by the CSE, subject to applicable securities laws and the policies of the CSE

Omni8 is a content focused digital marketing agency that strives to think outside the box. Omni8 are experts in branding, messaging, digital marketing, and content creation. Omni8's founders have spent over 16 years working in the Canadian capital markets and possess the ability to combine the art of public company communications with the science of digital marketing. Omni8's principals have worked with dozens of companies in varied industries in investor relations, corporate communications, public relations, corporate and business development, and M&A.

The services will include helping Carlyle develop a corporate marketing strategy and provide marketing and public relations advisory services, help coordinate marketing, news flow and events, making introductions to Omni8's network of media contacts, internet and social media marketers and other such providers as well as to assist with various other public relations efforts.

The services provided will be facilitated by way of digital venues such as programmatic digital marketing, social media marketing on Twitter, Facebook, Instagram, Reddit, discord, select television broadcast and radio advertising, email marketing, influencer outreach and placement of related marketing content on public websites such as financialgambits.com and others to be determined.

Omni8's contact information is as follows: 200-1281 W Georgia St, Vancouver, BC V6E 3J7, Canada, attention: Ryan Johnson, phone: 604.726.4498, and email: info@omni8media.com. Mr. Johnson will be responsible for the facilitation of the services noted above.

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 BC. 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:

Morgan Good, CEO and Director

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W: www.carlylecommodities.com

The Canadian Securities Exchange (operated by CNSX Markets Inc.) has neither approved nor disapproved of the contents of this press release.