MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE AND NINE MONTHS ENDED NOVEMBER 30, 2022

FORWARD LOOKING STATEMENTS

The Company's Financial Statements and this accompanying Management's Discussion and Analysis ("MD&A") contain statements that constitute "forward-looking statements" within the meaning of National Instrument 51-102, Continuous Disclosure Obligations of the Canadian Securities Administrators. Forward-looking statements often, but not always, are identified by the use of words such as "seek", "anticipate", "believe", "plan", "estimate", "expect", "targeting" and "intend" and statements that an event or result "may", "will", "should", "could", or "might" occur or be achieved and other similar expressions. Forward-looking statements in this MD&A include statements regarding the Company's future exploration plans and expenditures, the satisfaction of rights and performance of obligations under agreements to which the Company is a part, the ability of the Company to hire and retain employees and consultants and estimated administrative assessment and other expenses. The forward-looking statements that are contained in this MD&A involve a number of risks and uncertainties. As a consequence, actual results might differ materially from results forecast or suggested in these forward-looking statements. Some of these risks and uncertainties are identified under the heading "Risks Related to the Company's Business" in this MD&A. Additional information regarding these factors and other important factors that could cause results to differ materially may be referred to as part of particular forward-looking statements. The forward-looking statements are qualified in their entirety by reference to the important factors discussed under the heading "Risks Related to the Company's Business" and to those that may be discussed as part of particular forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Factors that could cause the actual results to differ include market prices, exploration success, continued availability of capital and financing, inability to obtain required regulatory approvals and general market conditions. These statements are based on a number of assumptions, including assumptions regarding general market conditions, the timing and receipt of regulatory approvals, the ability of the Company and other relevant parties to satisfy regulatory requirements, the availability of financing for proposed transactions and programs on reasonable terms and the ability of third-party service providers to deliver services in a timely manner. Forward-looking statements contained herein are made as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

INTRODUCTION

This MD&A prepared as of January 30, 2023, reviews the financial condition and results of operations of Carlyle Commodities Corp. ("Carlyle" or the "Company") for the three and nine months ended November 30, 2022 and all other material events up to the date of this report. The following discussion should be read in conjunction with the Company's condensed consolidated interim financial statements for the three and nine months ended November 30, 2022 and annual audited consolidated financial statements and related notes for the year ended February 28, 2022.

The financial data included in the discussion provided in this report has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of condensed consolidated interim financial statements, including IAS 34, *Interim Financial Reporting* and interpretations of the IFRS Interpretations Committee ("IFRIC").

The Company's certifying officers are responsible for ensuring that the consolidated financial statements and MD&A do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made. The Company's officers certify that the consolidated interim financial statements and MD&A fairly present, in all material respects, the financial condition, results of operations and cash flows, of the Company as the date hereof.

DESCRIPTION AND OVERVIEW OF BUSINESS

Carlyle Commodities Corp, ("CCC", or the "Company") was incorporated on October 18, 2017 under the Business Corporations Act of British Columbia. The Company's head and registered office address is 5803 – 1151 West Georgia Street, Vancouver, BC. The Company's common shares began trading on the CSE on October 24, 2018, under the symbol "DLRY". On February 18, 2020, the Company changed its name to Carlyle Commodities Corp and continued trading under the symbol "CCC". The Company's consolidated financial statements include the financial statements of the following subsidiaries:

Expressed in Canadian Dollars except otherwise noted

Company	Place of Incorporation	Effective Interest
BC Vanadium Corp. ("**BCVC**")	British Columbia	100%
WEM Western Energy Metals Ltd. ("**WEM**")	British Columbia	100%
ISAAC Mining Corp. ("**IMC**")	British Columbia	100%
OWL Lake Resources Ltd. ("**OWL**")	Ontario	100%

The principal business of the Company is the exploration and evaluation of mineral property interests. The success of the Company will be dependent on obtaining the necessary financing to evaluate and pursue these opportunities.

These condensed consolidated interim financial statements have been prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The Company's ability to continue in the normal course of operations is dependent on its ability to raise equity financing or through the sale of its investments at amounts favorable to the Company. This indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. These condensed consolidated interim financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

On January 20, 2022, the Company filed a petition and supporting affidavits with the Supreme Court of British Columbia (the "Petition") in connection with the Company's Notice of Work and Reclamation Program permit application (the "Permit Application") for a five-year, area-based permit to conduct exploration activities on its 100% Newton Project located in the Clinton Mining Division of the Province of British Columbia (the "Newton Project") held through its wholly-owned subsidiary Isaac Newton Mining Corp. On June 2, 2022, the British Columbia Ministry of Energy, Mines and Low Carbon Innovation (the "Ministry") awarded the Company the permit to conduct exploration activities.

On June 14, 2022, the Company completed an updated National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101") pit constrained inferred mineral resource calculation. The updated resource calculation utilizes optimized pit shell constraints to fulfill the requirement for "reasonable prospects for eventual economic extraction".

The number of shares and per share amounts for the current and comparative figures in this MD&A have been adjusted to reflect the changes resulting from a 10 for 1 share consolidation which took effect on September 6, 2022.

The Company closed a non-brokered private placement by issuing 14,674,998 units (each, a "Unit") at a price of $0.15 per Unit for gross proceeds of $2,201,250 as follows:

- 6,918,332 Units on October 21, 2022
- 2,810,000 Units on October 31, 2022
- 4,946,666 Units on November 10, 2022

Each unit consists of one common share of the Company and one-half of a share purchase warrant. Each full share purchase warrant is exercisable for one common share of the Company at a price of $0.30 for a period of three years following the closing of each tranche of the private placement. The warrants are subject to an acceleration provision whereby in the event the common shares have a closing price on the CSE of $0.50 or greater per common share of the Company for a period of 10 consecutive trading days at any time from the date of issuance, the Company may accelerate the expiry date of warrants. In connection with the offering, the Company paid an aggregate of $81,460 in finders' fees and incurred an additional $15,498 in other closing costs, and issued 631,055 finders' warrants valued at $109,273.

Finders' fees of $56,282, 631,066 finders' warrants with a fair value of $75,500 and additional closing costs of $10,708 were allocated to common shares. See Note 6 for more details on share purchase warrants and finders' warrants.

The net proceeds from the non-brokered private placement will be used for general working capital needs, and planning and implementation of the exploration program at the Newton Project.

On November 14, 2022, the Company granted 1,750,000 incentive stock options to executives, directors and consultants of the Company for the purchase of up to 1,750,000 common shares of the Company. Each incentive stock option vested immediately and exercisable for a period of five years at an exercise price of $0.215 per common share.

On December 16, 2022, the Company granted 325,000 incentive stock options to a consultant of the Company for the purchase of up to 325,000 common shares of the Company. Each incentive stock option vested immediately and exercisable for a period of five years at an exercise price of $0.25 per common share.

The Company closed a non-brokered private placement by issuing 1,000,000 flow-through units (each, a "FT Unit") at a price of $0.25 per FT Unit for gross proceeds of $250,000 as follows:

- 800,000 FT Units on December 28, 2022
- 200,000 FT Units on December 29, 2022

Each FT unit is comprised of one flow-through common share of the Company and one-half of a share purchase warrant. Each full share purchase warrant is exercisable for one non-flow-through common share of the Company at a price of $0.375 for a period of 18 months following the closing of each tranche of the private placement. The warrants are subject to an acceleration provision whereby in the event the common shares have a closing price on the CSE of $0.50 or greater per common share of the Company for a period of 10 consecutive trading days at any time from the date of issuance, the Company may accelerate the expiry date of warrants. In connection with the offering, the Company paid an aggregate of $12,600 in finders' fees and issued 50,400 finders' warrants.

On December 2, 2022 and January 4, 2023, the Company issued 128,983 and 78,606 common shares of the Company to settle certain trade payables.

On January 11, 2023, the Company issued 475,000 common shares and collected $113,500 for exercise of the following incentive stock options:

- 150,000 incentive stock options at an exercise price of $0.22
- 325,000 incentive stock options at an exercise price of $0.25

On January 12, 2023, the Company granted 1,000,000 incentive stock options to a consultant of the Company for the purchase of up to 1,000,000 common shares of the Company. Each incentive stock option vested immediately and exercisable for a period of five years at an exercise price of $0.31 per common share.

EXPLORATION AND EVALUATION ASSETS

Sunset Mining Property, British Columbia

On June 23, 2022, the Company terminated the Sunset Property option agreement.

Cecilia Gold-Silver Property, State of Sonora

On May 16, 2022, the Company terminated the Cecilia option agreement and cancelled unvested 200,000 special warrants previously issued to Riverside pursuant to the terms of the option agreement.

Isaac Mining Corp amalgamation agreement, British Columbia

On December 16, 2020, the Company entered into an amalgamation agreement (the "Agreement") with Isaac Mining Corp. ("IMC"), a private British Columbia corporation, and 1269597 B.C. Ltd. ("NewCo"), a wholly-owned subsidiary of the Company.

Incorporated in September of 2020, IMC is a private British Columbia mineral exploration corporation which owns 100% of the Newton Gold Project (the "Newton Gold Project" or the "Project") located in the Clinton Mining Division of the Province of British Columbia.

Pursuant to the Agreement, the Company acquired all of the issued and outstanding IMC Shares by way of a "three-cornered" amalgamation (the "Amalgamation") whereby NewCo and IMC amalgamated pursuant to the provisions of the Business Corporations Act (British Columbia) to form one corporation, which continued under the name "Isaac Newton Mining Corp.", a wholly owned subsidiary of the Company. Accordingly, each of the common shares of IMC (each, an "IMC Share") were cancelled and, in consideration for such IMC Shares, each IMC shareholder (collectively, the "IMC Shareholders") received one common share in the capital of the Company for every IMC Share held by such shareholder. An aggregate of 2,056,210 common shares of the Company were issued to the IMC Shareholders in exchange for their respective IMC Shares as well as an aggregate of 953,100 warrants in replacement of IMC warrants.

Expressed in Canadian Dollars except otherwise noted

The warrants are exercisable at an exercise price of $5 per common share for a period of 3 years from the date of issuance. The value of $1,192,874 was determined using the Black Scholes option pricing model using the following assumptions: exercise price: $5, expected life: 3 years, volatility: 161.58% and discount rate: 0.24%.

In connection with the Transaction, the Company has entered into a termination agreement (the "Termination Agreement") with Amarc and Agra Ventures Ltd. (formerly Newton Gold Corp.) ("Agra") pursuant to which the Company agreed to purchase for cancellation a residual 5% net profit interest royalty (the "NPI Royalty") on the Newton Gold Project held by Agra. In consideration for the acquisition and termination of the NPI Royalty, the Company agreed to issue Agra non-transferrable warrants to purchase 20,000 at an exercise price of $5 per common share for a period of 3 years from the date of issuance. The value of $25,031 was determined using the Black Scholes option pricing model using the following assumptions: exercise price: $5, expected life: 3 years, volatility: 161.58% and discount rate: 0.24%.

The Company has determined that the transaction does not meet the definition of a business combination and treated the amalgamation as an asset acquisition.

Purchase price consideration		
Value of 2,056,210 common shares issued at $2.50	$	5,140,525
Fair value of 953,100 warrants issued		1,192,874
Fair value of 20,000 warrants issued to Agra		25,031
		6,358,430
Assets and liabilities acquired		
Cash	$	1,097,078
Receivables		669,350
Newton Gold Project		4,592,330
Trade payables and accrued liabilities		(328)
Total purchase price allocated	**$**	**6,358,430**

The Company deposited $40,000 with the Ministry of Energy, Mines and Low Carbon Innovation (the "Ministry") during the year ended February 28, 2022 as part of the exploration permit application requirement.

On January 12, 2023, the Company commenced Phase 1 diamond drill program at the Newton Gold Project to test numerous high priority targets with aims of increasing both tonnage and ounces at the Company's current NI 43-101 resource calculation. The initial focus will test several zones of felsic volcanic host rock that are outside of the current pit-constrained resource calculation with the intention of discovering new zones of mineralization.

OWL Lake Resources Ltd amalgamation agreement, Ontario

On June 14, 2021, the Company entered into an amalgamation agreement (the "Agreement") with OWL Lake Resources Ltd. ("OWL"), a private British Columbia corporation, and 1305339 B.C. Ltd. ("NewCo"), a wholly-owned subsidiary of the Company.

Incorporated in October of 2018, OWL is a private British Columbia mineral exploration corporation which owns 100% of the Owl Lake Property (the "Owl Lake Property" or the "Property") located in the Hemlo-Schreiber Greenstone Belt in the Thunder Bay South Mining Division in the Province of Ontario.

Pursuant to the Agreement, the Company acquired all of the issued and outstanding OWL Shares by way of a "three-cornered" amalgamation (the "Amalgamation") whereby NewCo and OWL amalgamated pursuant to the provisions of the Business Corporations Act (British Columbia) to form one corporation, which continued under the name "OWL Lake Mining Corp.", a wholly owned subsidiary of the Company. Accordingly, each of the common shares of OWL (each, an "OWL Share") were cancelled and, in consideration for such OWL Shares, each OWL shareholder (collectively, the "OWL Shareholders") received one common share in the capital of the Company for every three and a half of OWL Share held by such shareholder. An aggregate of 1,371,427 common shares of the Company were issued to the OWL Shareholders in exchange for their respective OWL Shares.
The Company has determined that the transaction does not meet the definition of a business combination and treated the amalgamation as an asset acquisition.

Expressed in Canadian Dollars except otherwise noted

In connection with the Transaction, the Company paid a finder's fee to Triview Capital Ltd., a private Calgary corporation, by issuing 93,571 common shares. As the acquired entity did not constitute a business and majority of net assets acquired was cash, the finder's fee was classified as share issuance cost.

Purchase price consideration		
Value of 1,371,427 common shares issued at $1.30	$	1,782,855
Assets and liabilities acquired		
Cash	$	872,494
Owl Lake Property		43,061
Trade payables and accrued liabilities		(54,334)
Transaction cost		921,634
Total purchase price allocated	**$**	**1,782,855**

As of February 28, 2022, the Company has determined it will not pursue exploration and evaluation of the OWL Lake Property and estimated its recoverable amount to be $nil. Therefore, the company recognized a write-off of $43,061 in the consolidated statement of loss and comprehensive loss.

Expressed in Canadian Dollars except otherwise noted

A continuity of the Company's exploration and evaluation assets is as follows:

	Sunset	Mack	Cecilia	Star / Porcher	Blackie / Peneece	Newton	Owl Lake	Total
Acquisition costs:								
Balance, February 28, 2021	**$ 65,000**	**$ 25,822**	**$ 540,000**	**$ -**	**$ -**	**$ 4,632,993**	**$ -**	**$ 5,263,815**
Additions	-	-	112,500	-	-	-	43,061	155,561
Write-off	(65,000)	(25,822)	(652,500)	-	-	-	(43,061)	(786,383)
Balance, February 28, 2022 and November 30, 2022	**-**	**-**	**-**	**-**	**-**	**4,632,993**	**-**	**4,632,993**
Exploration costs:								
Balance, February 28, 2021	**103,495**	**429,106**	**608,521**	**-**	**-**	**-**	**-**	**1,141,122**
Field Personnel	-	-	24,870	-	-	-	-	24,870
Sampling	-	-	44,404	-	-	-	-	44,404
Geological consulting	-	-	30,440	-	-	75,260	-	105,700
Supplies and other	-	-	2,076	-	-	-	-	2,076
Travel and meals	-	-	7,896	-	-	-	-	7,896
Permitting	-	-	-	-	-	48,223	-	48,222
Project management	-	-	13,636	-	-	-	-	13,636
Write-off	(103,495)	(429,106)	(731,843)	-	-	-	-	(1,264,444)
Balance, February 28, 2022	**-**	**-**	**-**	**-**	**-**	**123,483**	**-**	**123,483**
Permitting	-	-	-	-	-	62,698	-	62,698
Targeting, planning and logistics	-	-	-	-	-	36,364	-	36,364
Management fee	-	-	-	-	-	838	-	838
Balance, November 30, 2022	**-**	**-**	**-**	**-**	**-**	**223,383**	**-**	**223,383**
Balance, February 28, 2021	**$ 168,495**	**$ 454,928**	**$ 1,148,521**	**$ -**	**$ -**	**$ 4,632,993**	**$ -**	**$ 6,404,937**
Balance, February 28, 2022	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ 4,756,476**	**$ -**	**$ 4,756,476**
Balance, November 30, 2022	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ 4,856,376**	**$ -**	**$ 4,856,376**

Expressed in Canadian Dollars except otherwise noted

SUMMARY OF QUARTERLY RESULTS

	November 30, 2022	August 31, 2022	May 31, 2022	February 28, 2022
Total assets	$ 6,183,412	$ 4,886,197	$ 4,946,304	$ 5,025,900
Shareholders' equity	6,028,228	4,635,109	4,795,432	4,826,822
Revenue	-	-	-	-
Loss and comprehensive loss	(1,073,414)	(190,323)	(76,303)	(3,095,471)
Basic and diluted loss per share	(0.09)	(0.03)	(0.01)	(0.46)

	November 30, 2021	August 31, 2021	May 31, 2021	February 28, 2021
Total Assets	$ 8,345,397	$ 8,528,357	$ 6,770,217	$ 7,086,079
Shareholders' equity	8,118,686	8,338,359	6,581,012	6,890,536
Revenue	-	-	-	-
Loss and comprehensive loss	(256,673)	(376,886)	(538,010)	(1,308,822)
Basic and diluted loss per share	(0.04)	(0.06)	(0.11)	(0.31)

RESULTS OF OPERATIONS

The three months ended November 30, 2022 and 2021

	Three Months Ended November 30, 2022	2021	Variance $	Percentage
General and administrative expenses				
Bank and interest charges	$ 3,150	$ 924	2,226	241%
Consulting fees	335,100	97,500	237,600	244%
Depreciation	204	266	(62)	(23%)
Investor relations	49,684	5,226	44,458	851%
Management fees	178,031	60,557	117,474	194%
Office costs	26,307	27,477	(1,170)	(4%)
Professional fees	33,925	40,558	(6,633)	(16%)
Share-based payments	362,250	-	362,250	100%
Transfer agent and filing fees	46,846	4,518	42,328	937%
Travel and entertainment	37,919	12,647	25,272	200%
Total general and administrative expenses	$ (1,073,416)	$ (249,673)	(823,743)	330%
Other income (expenses)				
Gain (loss) on settlement of trade payables	$ -	$ (7,000)	7,000	(100%)
Other income	2	-	2	100%
Loss and comprehensive loss for the period	**$ (1,073,414)**	**$ (256,673)**	**(816,741)**	**318%**

The notable changes between comparable periods are as follows:

Consulting fees – the increase in fees is due to engagement of various consultants who are assisting the Company with corporate strategy, corporate advisory, the planning and preparation of the exploration program and other general and administrative activities.

Investor relations – the increase is due engagement of the professional firm that aided the Company in forming and implementing content marketing strategy.

Management fees – the increase is primarily attributable to increased management activities in current period in comparison to the same period in prior year.

Expressed in Canadian Dollars except otherwise noted

Transfer agent and filing fees – the increase is primarily due to the application fees and other costs incurred to register on the OTCQB (The Venture Market).

Share-based payments – no stock options vested in the comparative period. The Company granted 1,750,000 incentive stock options in November 2022 which vested immediately, the corresponding share-based payments expense was recognized in the condensed consolidated interim financial statements for the three and nine months ended November 30, 2022. More information on the incentive stock options is disclosed in "*Description and Overview of Business*" section of this MD&A.

The nine months ended November 30, 2022 and 2021

	Nine Months Ended November 30, 2022	2021	Variance $	Percentage
General and administrative expenses				
Bank and interest charges	$ 4,027	$ 2,967	1,060	36%
Consulting fees	392,600	527,901	(135,301)	(26%)
Depreciation	655	853	(198)	(23%)
Investor relations	52,785	170,015	(117,230)	(69%)
Management fees	311,039	185,997	125,042	67%
Office costs	78,875	82,918	(4,043)	(5%)
Professional fees	76,693	66,398	10,295	16%
Share-based payments	362,250	50,605	311,645	616%
Transfer agent and filing fees	56,528	20,452	36,076	176%
Travel and entertainment	57,054	33,511	23,543	70%
Total general and administrative expenses	$ (1,392,506)	$ (1,141,617)	(250,889)	22%
Other income (expenses)				
Gain (loss) on settlement of trade payables	$ 52,412	$ (45,792)	98,204	(214%)
Other income	44	15,840	(15,796)	(100%)
Loss and comprehensive loss for the period	**$ (1,340,050)**	**$ (1,171,569)**	**(168,481)**	**14%**

The notable changes between comparable periods are as follows:

Consulting fees – the Company engaged more consultants with higher fees in the comparative period than in the nine months ended November 30, 2022, hence the costs dropped.

Investor relations fees – decreased due to lesser focus on raising the Company's profile in the equity markets during the current period.

Management fees – the increase is primarily attributable to increased management activities in current period in comparison to the same period in prior year.

Transfer agent and filing fees – the increase is primarily due to the application fees and other costs incurred to register on the OTCQB (The Venture Market).

Professional fees and travel and entertainment – the increase of costs are attributable to the efforts of raising capital in the nine months ended November 30, 2022.

Share-based payments – a fewer number of stock options vested in the comparative period. The Company granted 1,750,000 incentive stock options in November 2022 which vested immediately, the corresponding share-based payments expense was recognized in the condensed consolidated interim financial statements for the three and nine months ended November 30, 2022. More information on the incentive stock options is disclosed in "*Description and Overview of Business*" section of this MD&A.

Gain (loss) on settlement of trade payables – the balance generally reflects an accounting outcome of settlement of trade payable through the issuance of Company's common shares. The Company recognized gain in Q2'2023 as the fair value of common shares issued to settle trade payables was less than the carrying value of trade payables settled. In the comparative period, the fair value of common shares issued to settle trade payables was greater; therefore, the Company recognized a loss from settlement.

Other income – the comparative period is primarily comprised of rental income from sublease of office space. The corporate office was not subleased in Q2'2023.

LIQUIDITY AND CAPITAL RESOURCES

The Company has not generated any cash flow from operations. Carlyle's financial success relies on management's ability find economically recoverable reserves in its exploration and evaluation asset.

In order to finance the acquisition of assets or a business and corporate overhead, the Company will be dependent on investor sentiment remaining positive towards the junior companies, and towards Carlyle Commodities Corp., in particular, so that funds can be raised through the sale of the Company's securities. Many factors have an influence on investor sentiment, including a positive climate from investors to support junior exploration companies, a company's track record and the experience and calibre of a company's management. There is no certainty that equity funding will be available at the times and in the amounts required to fund the Company's activities. Note 1 of the Company's condensed consolidated interim financial statements for the three and nine months ended November 30, 2022 further discusses the going concern issue. The financial statements do not include any adjustments that might result from these uncertainties.

The Company plans on funding its continued activities through equity financings. It is anticipated as general sentiment towards junior exploration companies remains positive, the Company can raise the necessary capital to secure and finance the acquisition of assets or a business. Debt financing has not been used to fund asset and business acquisitions; the Company has no current plans to use such financing. There are no other sources of financing that have been arranged by the Company. The Company's working capital as of November 30, 2022 was $1,128,725 compared to a working capital of $26,565 as of February 28, 2022.

Cash and Financial Conditions

The Company had a cash balance of $984,607 as of November 30, 2022 compared to a cash balance of $134,535 as of February 28, 2022.

Operating activities: The Company used $1,185,909 in operations for the nine months ended November 30, 2022 (the nine months ended November 30, 2021 - $795,283).

Investing activities: The Company used $70,335 in investing activities for the nine months ended November 30, 2022 (the nine months ended November 30, 2021 – generated $692,797) as a result of exploration and evaluation expenditures of $75,375 in relation to planning and permitting activities, offset by collection of $5,040 of loan receivable. The comparative period's cash inflow is primarily due to cash of $872,494 received on acquisition of OWL Lake Resources, offset by $139,697 spent on exploration and evaluation activities and the cash deposit of $40,000 paid to the Ministry of Mines.

Financing activities: The Company generated $2,106,316 from financing activities for the nine months ended November 30, 2022 (the nine months ended November 30, 2021– generated $235,815) as a result of closing a non-brokered private placement described in "*Description and Overview of Business*" section of this MD&A. The comparative period's cash inflow is attributable to proceeds from stock option exercises and repayment of advances from related parties.

SECURITIES OUTSTANDING

As of the date of this MD&A the Company has 23,386,950 common shares, 11,074,765 share purchase warrants, and 3,010,970 stock options outstanding.

OUTLOOK

Expressed in Canadian Dollars except otherwise noted

It is anticipated that in the continued and foreseeable future, Carlyle will rely on the equity markets to meet its financing needs. Should cash flow build through its business operations, the Company will be in a position to finance other initiatives from cash flow.

Without continued external funding to pursue and finance any business opportunities, there is substantial doubt as to the Company's ability to operate as a going concern. Although Carlyle has been successful in raising funds to date, there can be no assurance that additional funding will be available in the future.
Management and the Board of Directors continuously review and examine business proposals for the Company and conduct their due diligence in respect of the same.

The net proceeds from the most recently completed non-brokered private placement will be used for general working capital needs, and planning and implementation of the exploration program at the Newton Project.

OFF-BALANCE SHEET ARRANGEMENTS

At the date of this report, the Company had no off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

Key management personnel compensation
Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company defines key management personnel as being the directors and key officers.

The compensation awarded to key management personnel is as follows:

	Three months ended November 30, 2022	Three months ended November 30, 2021	Nine months ended November 30, 2022	Nine months ended November 30, 2021
Management fees	$ 158,031	$ 48,000	$ 269,031	$ 155,440
Consulting fees	7,500	15,000	22,500	45,000
Share-based payments	144,900	-	144,900	-
Total compensation	**$ 310,431**	**$ 63,000**	**$ 436,431**	**$ 200,440**

Due to related parties
As of November 30, 2022, $39,698 (February 28, 2022, $123,822) was included in trade payables and accrued liabilities for fees owed to related parties. As of November 30, 2022, the Company prepaid $15,750 for management fees billed by CEO.

During the year ended February 28, 2022, the Company advanced a loan of $50,000 to an officer of the Company. The loan is non-interest bearing and is due on September 1, 2023.

During the year ended February 28, 2022, the Company advanced a loan of $5,040 to a legal entity with a director in common. The loan is non-interest bearing and repayable within 12 months from the commencement date. The loan was fully repaid in June 2022.

On June 29, 2022, the Company entered into a loan agreement with a related entity. The loan principal amount of $75,000 bears no interest and is due in one year. The Company repaid the loan in full in October 2022.

During the three and nine months ended November 30, 2022, Carlyle engaged a legal entity controlled by a director and executive of the Company to perform exploration and evaluation activities, the total cost of $58,329 was partially capitalized to exploration and evaluation assets and partially expensed in the condensed consolidated interim statements of loss and comprehensive loss.

PROPOSED TRANSACTIONS

There are currently no proposed asset or business acquisitions or dispositions, other than those disclosed in this MD&A and the Company's consolidated financial statements.

CRITICAL ACCOUNTING ESTIMATES

Carlyle Commodities Corp. prepares its financial statements in accordance with International Financial Reporting Standard ("IFRS") and requires management to make estimates and assumptions which affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period.

Estimates and assumption where there is significant risk of material adjustments to assets and liabilities in future accounting period include the recoverability of the carry value of the exploration and evaluation assets, the measurements for financial instrument, the measurement of share-based payments and the recoverability of deferred tax assets.

RECENT ACCOUNTING PRONOUNCEMENTS

The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the preparation of the Company's annual financial statements for the year ended February 28, 2022.

FINANCIAL INSTRUMENTS AND RELATED RISKS

Fair values

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs in the valuation techniques as follows:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

The carrying values of cash, restricted cash, receivables, loans receivable, trade payables and accrued liabilities approximate their fair values due to the immediate or short-term nature of these instruments. There has been no significant change in credit and market interest rates since the date of its receipt.

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instruments. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Change in assumptions could significantly affect the estimates.

The following table summarizes the classification of the Company's financial instruments under IFRS 9:

Financial assets	
Cash	Amortized cost
Restricted cash	Amortized cost
Receivables	Amortized cost
Loans receivable	Amortized cost
Financial liabilities	
Trade payables and accrued liabilities	Amortized cost

Capital and Risk Management

The Company's objective and polices for managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Company manages its capital structure and makes changes based on economic conditions, risks that impact the operations and future significant capital investment opportunities. In order to maintain or adjust its capital structure, the Company may issue new equity instruments or raise additional debt financing.

The Company is exposed to a variety of financial risks by virtue of its activities: market risk, interest rate risk, liquidity risk and foreign currency risk. The Board of Directors has overall responsibility for the determination of the Company's capital and risk management objectives and policies while retaining ultimate responsibility for them. The Company's overall capital and risk management program has not changed throughout the period. It focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on financial performance. Risk management is carried out by the executive team under policies approved by the Board of Directors. The executive team identifies and evaluates financial risks in close cooperation with the Board of Directors.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's interest-bearing debt instrument has a fixed interest rate and is not subject to interest rate cash flow risk. As of November 30, 2022, the Company is not exposed to significant interest rate risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company generally relies on external financing or key management to provide sufficient liquidity to meet budgeted operating requirements. The following table sets forth details of the payment profile of financial liabilities based on their undiscounted cash flows:

	Total carrying amount	Contractual cash flows	Less than 1 year	1 to 5 years	More than 5 years
Trade payables and accrued liabilities	$ 155,184	$ 155,184	$ 155,184	$ -	$ -
Total	**$ 155,184**	**$ 155,184**	**$ 155,184**	**$ -**	**$ -**

Taking into consideration the Company's current cash position, volatile equity markets, global uncertainty in the capital markets and increasing cost pressures, the Company is continuing to review its needs to seek financing opportunities in accordance to its capital risk management strategy.

Foreign currency risk
Foreign currency risk is defined as the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The majority of purchases are transacted in the Canadian dollar. Management believes the foreign exchange risk derived from current conversions is not significant and therefore does not hedge its foreign exchange risk.

ADDITIONAL SOURCES OF INFORMATION

Additional information relating to Carlyle Commodities Corp. can be found on the SEDAR website at www.sedar.com.