

**FORM 51-102F3**  
**Material Change Report**

**Item 1. Name and Address of Company**

*Carlyle Commodities Corp. (the “Company”)  
1500 – 409 Granville St.  
Vancouver, BC V6C 1T2*

**Item 2. Date of Material Change**

*March 24, 2023*

**Item 3. News Release**

*The news release was issued on March 24, 2023 through Newsfile Corp.*

**Item 4. Summary of Material Change**

*The Company announced that it has entered into a marketing and market awareness agreement (the “Marketing Agreement”) with the CanaCom Group (“CanaCom”), pursuant to which CanaCom agreed to provide digital content, marketing, and media distribution services to the Company. Pursuant to the terms of the Marketing Agreement, such marketing services are to be provided over a 12-month period, commencing on March 2, 2023, for a fee of \$100,000, plus applicable taxes. CanaCom is a full-service marketing agency based in Toronto, Ontario. The Company further announced that it has approved the issuance of 50,000 stock options to a consultant of the Company for the purchase of up to 50,000 common shares 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 \$0.135 per share.*

**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**

*March 31, 2023*



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

## News Release

# CARLYLE HIRES MARKETING AND AWARENESS GROUP AND ISSUES STOCK OPTIONS

March 24, 2023

CSE:CCC | FSE:BJ4 | OTCQB:CCCFF

**CARLYLE COMMODITIES CORP. (CSE:CCC, FSE:BJ4, OTCQB:CCCFF)** (“Carlyle” or the “Company”) is pleased to announce that it has entered into a marketing and market awareness agreement (the “**Marketing Agreement**”) with the CanaCom Group (“**CanaCom**”), pursuant to which CanaCom agreed to provide digital content, marketing, and media distribution services to the Company. Pursuant to the terms of the Marketing Agreement, such marketing services are to be provided over a 12-month period, commencing on March 2, 2023, for a fee of \$100,000, plus applicable taxes. CanaCom is a full-service marketing agency based in Toronto, Ontario. CanaCom provides digital marketing awareness via advertising through its fully owned platform theDeepDive.ca, which includes both video and written content coverage of Canadian small-cap stories. CanaCom is an arm's length service provider to the Company. CanaCom has its principal place of business at 1836 Scarth Street, Regina, SK S4P 3G3. They can be contacted at [jay@thedeepdive.ca](mailto:jay@thedeepdive.ca) or by telephone at (306) 993-4791.

### Issuance of Stock Options

The Company further announces that it has approved the issuance of 50,000 stock options to a consultant of the Company for the purchase of up to 50,000 common shares 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 \$0.135 per share.

### 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 Project in the Clinton Mining Division of B.C. and is listed on the Canadian Securities Exchange (“**CSE**”) under the symbol “**CCC**”.

### ON BEHALF OF THE BOARD OF DIRECTORS OF

#### CARLYLE COMMODITIES CORP.

*“Morgan Good”*

Morgan Good

President and Chief Executive Officer

**For more information regarding this news release, please contact:**

Morgan Good, CEO and Director

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***Cautionary Note Regarding Forward-Looking Statements***

*This news release contains forward-looking information which is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ from those projected in the forward-looking statements. Forward looking statements in this news release include, but are not limited to, statements regarding the expected services to be provided by CanaCom under the Marketing Agreement and the expected results and impact of such services. Such forward-looking statements are based on a number of assumptions of management, including, without limitation, that the Company's cost and timing expectations are accurate, that CanaCom will provide the services set out in the Marketing Agreement, that the Company will achieve the expected results from the Marketing Agreement, and that the Company will pursue its business plans as expected. The forward-looking statements in this news release are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. Risks that could change or prevent these statements from coming to fruition include, but are not limited to, unanticipated costs; that the Marketing Agreement will be terminated prematurely or that the Company will not achieve the results expected from the Marketing Agreement; general business, economic and social uncertainties; and changes in legislation or regulations impacting the Company. Readers are cautioned that forward-looking statements are not guarantees of future performance or events and, accordingly, are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty of such statements. These forward-looking statements are made as of the date of this news release and, unless required by applicable law, the Company assumes no obligation to update these forward-looking statements.*

*Neither the CSE nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release).*