

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

May 12, 2023

Item 3. News Release

The news release was issued on May 12, 2023 through Newsfile Corp.

Item 4. Summary of Material Change

The Company announced that it has issued an aggregate of 343,325 common shares in the capital of the Company to two consultants engaged by the Company.

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

May 18, 2023

SCHEDULE "A"



1500 – 409 Granville Street, Vancouver, British Columbia V6C 1T2

News Release

CARLYLE ANNOUNCES SHARE ISSUANCES TO CONSULTANTS

May 12, 2023

CSE:CCC | FSE:BJ4 | OTCQB:CCCF

CARLYLE COMMODITIES CORP. (CSE:CCC, FSE:BJ4, OTCQB:CCCF) (“Carlyle” or the “Company”) announces that it has issued an aggregate of 343,325 common shares in the capital of the Company (each, a “Share”) to two consultants engaged by the Company, as follows:

Date of Issue	No. of Shares	Deemed Price per Share
January 4, 2023	47,407	\$0.169
February 7, 2023	37,426	\$0.214
March 9, 2023	63,333	\$0.15
April 10, 2023	93,826	\$0.101
May 12, 2023	101,333	\$0.094
Total:	343,325	

The Shares being issued are payment for the services rendered by the consultants at a price per Share equal to the lowest permitted price by the applicable policies of the Canadian Securities Exchange. Accordingly, the Shares were issued pursuant to the prospectus exemption provided under Section 2.24 of National Instrument 45-106 – *Prospectus Exemptions*. 302,511 Shares of the total issued have a hold period of four months and a day from issuance.

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 CSE under the symbol “CCC”, on the OTCQB Market under the ticker CCCF, and on the Frankfurt Exchange under the ticker BJ4.

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:

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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).