

**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**

*August 11, 2023*

**Item 3. News Release**

*The news release was issued on August 11, 2023 through Newsfile Corp.*

**Item 4. Summary of Material Change**

*The Company announced that it intends to complete a non-brokered private placement (the "Offering") of up to 12,000,000 units ("Units") at a price of \$0.085 per Unit for aggregate gross proceeds of up to \$1,020,000. Each Unit will consist of one common share in capital of the company (a "Common Share") and one common share purchase warrant (a "Warrant"). Each Warrant will entitle the holder thereof to purchase one Common Share at a price of \$0.15 per Common Share for a period of 36 months from the date of issuance.*

**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**

*August 18, 2023*

SCHEDULE "A"



# CARLYLE COMMODITIES

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

## News Release

### CARLYLE ANNOUNCES PRIVATE PLACEMENT OF UP TO \$1,020,000

August 11, 2023

CSE:CCC | FSE:BJ4 | OTCQB:CCCF

**CARLYLE COMMODITIES CORP. (CSE:CCC, FSE:BJ4, OTCQB:CCCF)** ("**Carlyle**" or the "**Company**") is pleased to announce it intends to complete a non-brokered private placement (the "**Offering**") of up to 12,000,000 units ("**Units**") at a price of \$0.085 per Unit for aggregate gross proceeds of up to \$1,020,000.

Each Unit will consist of one common share in capital of the corporation (a "**Common Share**") and one common share purchase warrant (a "**Warrant**"). Each Warrant will entitle the holder thereof to purchase one Common Share at a price of \$0.15 per Common Share for a period of 36 months from the date of issuance.

The securities offered pursuant to the Offering will be subject to a statutory hold period of four months and a day from the date of issuance. The Company may pay a finder's fee on a portion of the gross proceeds of the Offering. The Offering remains subject to regulatory approval and the approval of the Canadian Securities Exchange ("**CSE**").

The Company intends to use the net proceeds of the Offering for advancement of its Newton Project and for general working capital.

#### **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 BC and is listed on the CSE under the ticker "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  
President and Chief Executive Officer

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

Morgan Good, CEO and Director  
T: 604-715-4751  
E: [morgan@carlylecommodities.com](mailto:morgan@carlylecommodities.com)

W: [www.carlylecommodities.com](http://www.carlylecommodities.com)

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

*This release includes certain statements and information that may constitute forward-looking information within the meaning of applicable Canadian securities laws. Forward-looking statements relate to future events or future performance and reflect the expectations or beliefs of management of the Company regarding future events. Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as "intends" or "anticipates", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would" or "occur". This information and these statements, referred to herein as "forward-looking statements", are not historical facts, are made as of the date of this news release and include without limitation, statements regarding the terms of the Offering, the anticipated closing date of the Offering and the anticipated use of proceeds of the Offering. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this news release. Readers are cautioned that the foregoing list of factors is not exhaustive.*

*In making the forward-looking statements in this news release, the Company has applied certain material assumptions, including without limitation, that the Company will complete the Offering in the anticipated timeframe and use the proceeds of the Offering as currently anticipated.*

*These forward-looking statements involve numerous risks and uncertainties and actual results might differ materially from results suggested in any forward-looking statements. These risks and uncertainties include, among other things, that the Company will not receive the required regulatory approvals or approval from the CSE in connection with the Offering, that the Offering will not close on the anticipated date and that the Company will not use the proceeds of the Offering as currently anticipated.*

*Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such 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 and forward-looking information. Readers are cautioned that reliance on such information may not be appropriate for other purposes. The Company does not undertake to update any forward-looking statement, forward-looking information or financial out-look that are incorporated by reference herein, except in accordance with applicable securities laws. We seek safe harbor.*