

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

October 16, 2023

Item 3. News Release

The news release was issued on October 16, 2023 through Newsfile Corp.

Item 4. Summary of Material Change

The Company announced that it has retained MarketSmart Communications Inc. (“MarketSmart”) to provide investor relations services for the Company. The investor relations agreement (the “Agreement”) has a term of twelve (12) months (the “Term”) and was entered into on October 16, 2023. Pursuant to the terms of the Agreement, Carlyle has agreed to pay MarketSmart a cash fee of \$7,500 per month, plus applicable taxes, for the duration of the Term as well as issue MarketSmart stock options pursuant to the Company’s stock option plan.

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

October 20, 2023



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

News Release

CARLYLE ENGAGES MARKETSMART COMMUNICATIONS FOR INVESTOR RELATIONS

October 16, 2023

CSE:CCC | FSE:BJ4 | OTCQB:CCCF

CARLYLE COMMODITIES CORP. (CSE:CCC, FSE:BJ4, OTCQB:CCCF) (“Carlyle” or the “Company”) is pleased to announce that it has retained MarketSmart Communications Inc. (“**MarketSmart**”) to provide investor relations services for the Company. The investor relations agreement (the “**Agreement**”) has a term of twelve (12) months (the “**Term**”) and was entered into on October 16, 2023. Pursuant to the terms of the Agreement, Carlyle has agreed to pay MarketSmart a cash fee of \$7,500 per month, plus applicable taxes, for the duration of the Term as well as issue MarketSmart stock options pursuant to the Company’s stock option plan.

MarketSmart is a Vancouver, British Columbia-based corporate communications service provider, built over the last two decades, who benefit from a deep industry knowledge in venture capital and small cap investing. MarketSmart brings a variety of small to mid-cap opportunities for investing pioneers who are continually seeking new endeavours in venture capital investing. MarketSmart was established in 2002 and has worked with many Canadian Securities Exchange (“**CSE**”) listed companies in assisting them in developing their corporate profile within the investment community. MarketSmart is committed to providing value and outstanding service.

The services to be provided by MarketSmart under the Agreement will include shareholder and investor communication services, disseminating the Company’s news releases and disclosing all pertinent information related to the Company to MarketSmart’s investor database. MarketSmart will also post all corporate information related to the Company on MarketSmart’s website (www.marketsmart.ca) and social media feeds, provide the Company with the opportunity to broaden its national and international reach and raise capital by way of introductions to brokerage houses and other investors, and offer industry specific financial and media interviews. The services provided will be facilitated by numerous digital venues such as programmatic digital marketing, social media marketing on Twitter, Facebook, Instagram, email marketing, direct one on one communications, and content creation.

MarketSmart’s principal place of business and contact information is as follows:

614 – 409 Granville Street
Vancouver, British Columbia, V6C 1T2, Canada
Attn: Adrian Sydenham, President
Telephone: (604) 261-4466
Email: adrian@marketsmart.ca

Mr. Sydenham will be responsible for the provision of the services noted above.

President Adrian Sydenham of MarketSmart, stated: *“MarketSmart is excited to help broaden the investor audience for Carlyle Commodities. The gold market is turning around and an advanced property such as Carlyle's Newton, with similarities to Blackwater on the same regional trend, is a compelling opportunity. We look forward to working with Morgan and his team as they prepare for the next round of drilling.”*

Carlyle's Chief Executive Officer Morgan Good, commented: *“Carlyle is thrilled with the addition of MarketSmart to its growing team. Their experience and knowledge in the resource sector combined with a deep network of sophisticated small-cap junior mining investors offers an excellent opportunity to enhance the Company's shareholder base.”*

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 B.C. and is listed on the CSE under the symbol “CCC”, on the OTCQB Market under the ticker “CCCF”, and 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

W: www.carlylecommodities.com

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 MarketSmart under the Agreement and the expected results and impact of such services, including the opportunity of the Company to enhance its shareholder base. 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 MarketSmart will provide the services set out in the Agreement, that the Company will achieve the expected results from the 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 Agreement will be terminated prematurely or that the Company will not achieve the results expected from the 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 Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.