



CARLYLE COMMODITIES CORP.

*#5803 – 1151 West Georgia Street
Vancouver, BC, V6E 0B3
Telephone: (604) 715-4751*

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the shareholders of Carlyle Commodities Corp. (the “**Company**”) will be held via teleconference only, on **Friday, December 29, 2023**, at the hour of 10:00 a.m. (Vancouver time), for the following purposes:

1. To receive the audited consolidated financial statements of the Company, together with the auditor’s report thereon, for the fiscal year ended February 28, 2023;
2. To set the number of directors at three (3);
3. To elect Morgan Good, Jeremy Hanson, and Leighton Bocking as directors of the Company;
4. To appoint Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, as the auditors of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration to be paid to the auditors; and
5. To transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

An Information Circular and Form of Proxy accompany this Notice. The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this Notice.

Registered shareholders as at the close of business on November 21, 2023 are entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

The Company will not be providing a physical location for shareholders to attend the Meeting in person. Shareholders will be able to attend the Meeting remotely via teleconference only, at 10:00 a.m. (Vancouver Time) on December 29, 2023, by following the instructions below. Please note that shareholders will not be able to vote at the Meeting via the teleconference meeting. As always, the Company encourages shareholders to vote prior to the Meeting. Shareholders are encouraged to vote on the matters before the Meeting by proxy and to join the Meeting by teleconference.

For teleconference access, please refer to the following link and dial-in instructions:

Link: <https://zoom.us/j/92344075451?pwd=V2lybjllR0lFR3J2Ry84dm9lUzJlQT09>

Meeting ID: 923 4407 5451

Password: 351034

<p>One tap mobile</p> <p>+15873281099,,92344075451#,,,,*351034# Canada +16473744685,,92344075451#,,,,*351034# Canada</p>	<p>Dial by your location</p> <p>+1 587 328 1099 Canada +1 647 374 4685 Canada +1 647 558 0588 Canada +1 778 907 2071 Canada +1 780 666 0144 Canada +1 204 272 7920 Canada +1 438 809 7799 Canada +1 669 900 9128 US (San Jose) • +1 253 215 8782 US (Tacoma) • +1 301 715 8592 US (Washington DC) • +1 312 626 6799 US (Chicago) • +1 346 248 7799 US (Houston) • +1 646 558 8656 US (New York)</p> <p>Meeting ID: 923 4407 5451 Passcode: 351034</p> <p>Find your local number: https://zoom.us/j/92344075451</p>
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Registered shareholders are requested to read, complete, sign and return or follow the instructions to vote on the internet the Form of Proxy accompanying this Notice in accordance with the instructions set out in the form of Proxy and in the Information Circular accompanying this Notice. Beneficial shareholders who received the form of Proxy accompanying this Notice through an intermediary must deliver the Proxy in accordance with the instructions given by such intermediary.

DATED in Vancouver, British Columbia, this 24th day of November, 2023.

BY ORDER OF THE BOARD OF

CARLYLE COMMODITIES CORP.

“Morgan Good”

Morgan Good
President, Chief Executive Officer
and Director

PLEASE VOTE. YOUR VOTE IS IMPORTANT. PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED FORM OF PROXY AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED.