

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

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

*Carlyle Commodities Corp. (the "Company")  
1540 – 1075 West Georgia St.  
Vancouver, B.C. V6E 3C9*

**Item 2. Date of Material Change**

*January 22, 2024*

**Item 3. News Release**

*The news release was issued on January 22, 2024 through Newsfile Corp.*

**Item 4. Summary of Material Change**

*The Company announced it has approved the issuance of 1,800,000 stock options to certain officers, directors, and consultants of the Company for the purchase of up to 1,800,000 common shares in the capital of the Company 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**

*January 29, 2024*

SCHEDULE "A"



1540 – 1075 West Georgia St., Vancouver, British Columbia V6E 3C9

## News Release

### CARLYLE ANNOUNCES STOCK OPTION GRANT

January 22, 2024

CSE:CCC | FSE:BJ4 | OTCQB:CCCFF

**CARLYLE COMMODITIES CORP. (CSE:CCC, FSE:BJ4, OTCQB:CCCFF)** (“Carlyle” or the “Company”) is pleased to announce it has approved the issuance of 1,800,000 stock options to certain officers, directors, and consultants of the Company for the purchase of up to 1,800,000 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 \$0.09 per share.

#### About Carlyle

Carlyle is a mineral exploration company focused on the exploration and development of its 100% owned Newton Gold Project, located in the Clinton Mining Division of B.C. The Company is listed on the 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:

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