

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

Item 1. Name and Address of Company

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

Item 2. Date of Material Change

May 6, 2024

Item 3. News Release

The news release was issued on May 6, 2024 through Stockwatch.com.

Item 4. Summary of Material Change

The Company announced it intends to complete a non-brokered private placement of up to 10,000,000 units (each, "Unit") at a price of \$0.05 per Unit for aggregate gross proceeds of up to \$500,000.

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 6, 2024

SCHEDULE "A"



1540 – 1075 West Georgia Street, Vancouver, BC V6E 3C9

News Release

CARLYLE ANNOUNCES PRIVATE PLACEMENT OF UP TO \$500,000

May 6, 2024

CSE:CCC | FSE:BJ4 | OTC:CCCFF

CARLYLE COMMODITIES CORP. (CSE:CCC, FSE:BJ4, OTC:CCCFF) ("**Carlyle**" or the "**Company**") is pleased to announce it intends to complete a non-brokered private placement (the "**Offering**") of up to 10,000,000 units (each, "**Unit**") at a price of \$0.05 per Unit for aggregate gross proceeds of up to \$500,000.

Each Unit will consist of one common share of the Company ("**Share**") and one transferable common share purchase warrant (a "**Warrant**"). Each Warrant will entitle the holder thereof to purchase one Share at a price of \$0.10 per 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 B.C. and 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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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 completion of the Offering, the terms of the Offering, the anticipated use of proceeds of the Offering, the approval of the CSE of the Offering, and the future development and plans of the Company. 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 on the terms and conditions expected, that the Company will receive the required corporate approvals for the Offering, that the Company will use the proceeds of the Offering as currently anticipated, that the Company will obtain the approval of the CSE for the Offering, and that the Company will have sufficient resources to follow through with its future development and plans.

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 corporate approvals or approval from the CSE for the completion of the Offering, that the Company will fail to complete the Offering on the terms disclosed, or at all, that the Company will not use the proceeds of the Offering as currently anticipated, and that the Company may be unable to follow through with its future development and plans, the volatility of global capital markets, unanticipated costs and risks relating to the extent and duration of the conflict in the Middle-East and Eastern Europe and its impact on global markets.

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.