

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

August 19, 2024

Item 3. News Release

The news release was issued on August 19, 2024 through Newsfile Corp.

Item 4. Summary of Material Change

*The Company announced it has closed the second and final tranche of its previously announced non-brokered private placement for gross aggregate proceeds of \$249,000 (the “**Second Tranche**”) through the issuance of 6,225,000 units of the Company (each, a “**Unit**”) at a price of \$0.04 per Unit. The Company also announced that it has issued an aggregate of 487,538 common shares in the capital of the Company to a consultant engaged by the Company.*

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 28, 2024

SCHEDULE "A"



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

News Release

Not for distribution to U.S. news wire services or dissemination in the United States.

CARLYLE CLOSSES UNIT OFFERING AND ANNOUNCES SHARE ISSUANCES TO CONSULTANT

August 19, 2024

CSE:CCC | FSE:BJ4 | OTC:CCCF

CARLYLE COMMODITIES CORP. (CSE:CCC, FSE:BJ4, OTC:CCCF) ("**Carlyle**" or the "**Company**") is pleased to announce that, further to its news releases dated June 6, 2024, and July 5, 2024, it has closed the second and final tranche of its previously announced non-brokered private placement for gross aggregate proceeds of \$249,000 (the "**Second Tranche**") through the issuance of 6,225,000 units of the Company (each, a "**Unit**") at a price of \$0.04 per Unit. Together with proceeds from the first tranche of the private placement, the Company raised an aggregate of \$349,000 and issued an aggregate of 8,725,000 Units.

Each Unit consists of one common share in the capital of the Company (each, a "**Share**") and one Share purchase warrant (each, a "**Warrant**"), with each Warrant entitling the holder thereof to purchase one additional Share (each, a "**Warrant Share**") at a price of \$0.10 per Warrant Share for a period of thirty-six months following the date of issuance.

The aggregate proceeds of the Second Tranche are anticipated to be used for advancement of the Company's flagship Newton Project in British Columbia, and general working capital.

No finder's fees were paid in connection with the closing of the Second Tranche. Together with the first tranche of the private placement, the Company paid aggregate finder's fees of \$4,800 and issued 120,000 finder's warrants (the "**Finder's Warrants**"). Each Finder's Warrant is exercisable into one Share for a period of thirty-six months at an exercise price of \$0.05.

All securities issued in connection with the Second Tranche are subject to a statutory hold period expiring four months and one day after the date of issuance, as set out in National Instrument 45-102 – *Resale of Securities*.

None of the securities sold in connection with the Second Tranche have been and will not be registered under the United States *Securities Act of 1933*, as amended, and no such securities may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or any jurisdiction in which such offer, solicitation or sale would be unlawful.

Compensation Share Issuances

The Company also announces that it has issued an aggregate of 487,538 common shares in the capital of the Company (each, a “Share”) to a consultant engaged by the Company, as follows:

Date of Issue	No. of Shares	Deemed Price per Share
January 4, 2023	31,199	\$0.168
February 7, 2023	7,789	\$0.213
March 9, 2023	11,111	\$0.15
April 10, 2023	16,460	\$0.101
May 12, 2023	17,777	\$0.093
June 9, 2023	24,691	\$0.067
July 10, 2023	29,629	\$0.067
August 10, 2023	35,087	\$0.071
September 7, 2023	27,777	\$0.09
October 10, 2023	18,018	\$0.138
November 6, 2023	16,666	\$0.15
December 20, 2023	30,303	\$0.082
January 9, 2023	31,746	\$0.078
February 8, 2024	41,666	\$0.06
March 7, 2024	47,619	\$0.052
April 9, 2024	50,000	\$0.05
May 7, 2024	50,000	\$0.05
Total:	487,538	

The Shares being issued are payment for the services rendered by the consultant at a price per Share equal to the lowest permitted price by the applicable policies of the Canadian Securities Exchange. Accordingly, the Shares were issued pursuant to the prospectus exemption provided under Section 2.24 of National Instrument 45-106 – *Prospectus Exemptions*. The Shares are subject to a hold period of four months and a day from issuance.

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 Canadian Securities Exchange under the symbol “CCC”, on the OTC Market under the ticker “CCCCF”, and the Frankfurt Exchange under the ticker “BJ4”.

ON BEHALF OF THE BOARD OF DIRECTORS OF

CARLYLE COMMODITIES CORP.

“Morgan Good”

Morgan Good
Chief Executive Officer

For more information regarding this news release, please contact:

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Neither the CSE nor its Regulation Services Provider (as that term is defined in the policies of the CSE 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 anticipated use of proceeds of the Second Tranche.

In making the forward-looking statements in this news release, the Company has applied several material assumptions, including without limitation, that the Company will complete its anticipated work programs and use the proceeds of the Second Tranche as currently anticipated.

These forward-looking statements involve numerous risks, uncertainties, and actual results might differ materially from results suggested in any forward-looking statements. These risks and uncertainties include, among other things, market uncertainty; general business, economic and social uncertainties; litigation, legislative, environmental, and other judicial, regulatory, political, and competitive developments; and other risks outside of the Company's control.

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.