

CARLYLE COMMODITIES CORP.

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Vancouver, BC V6E 3V6
Telephone: (604) 715-4751

February 5, 2021

Canadian Securities Exchange
First Canadian Place
Suite 7210 - 100 King Street West
Toronto, ON M5X 1E1

Dear Sirs/Mesdames:

Re: Carlyle Commodities Corp. (the “Company”)
Issuance of Shares for Debt and Property Transfers

In accordance with section 2.7(a) of Policy 6 of the Canadian Securities Exchange (the “CSE”), and further to the CSE Form 9 – Notice of Proposed Issuance of Securities dated February 4, 2021, posted under the Company’s profile on the CSE’s website, we confirm closing of the transaction pursuant to which the Company entered into an assignment, assumption, debt settlement and subscription agreement (the “Debt Assignment and Settlement Agreement”) with each of WEM Western Energy Metals Ltd. (“WEM”) and BC Vanadium Corp. (“BCVC”), both wholly-owned subsidiaries of the Company, and Ridgeline Exploration Services Ltd. (“Ridgeline”), to settle certain amounts owed by each entity for unpaid remuneration for consulting services performed by Ridgeline. The Company issued an aggregate of 1,577,138 common shares in the capital of the Company (each, a “Share”) at a deemed price of \$0.13 per Share as full and final payment of debt in the aggregate amount of \$205,028; of which WEM and BCVC agreed to assign, and the Company agreed to assume an aggregate of \$170,488 (the “Debt Settlement”).

In connection with the Debt Settlement, each of WEM and BCVC entered into separate mineral property purchase agreements with Ridgeline, pursuant to which Ridgeline agreed to acquire from each of WEM and BCVC respectively 100% undivided, unencumbered legal and beneficial interests in the “Porcher” and “Star” properties, respectively located in the Vancouver and Skeena mining divisions of the Province of British Columbia, as well as the “Penece” and “Blackie” properties, located in the Skeena Mining Division, in consideration for the full and final payment of an aggregate of \$25,000 in debt owed by each of WEM and BCVC for certain geological and mineral consulting services rendered performed by Ridgeline (the “Subsidiary Debt Settlement”).

In addition to the Debt Settlement and the Subsidiary Debt Settlement, the Company has issued an aggregate of 1,527,392 Shares at a deemed price of \$0.14 per Share to certain creditors of the Company as full and final payment of debt in the aggregate amount of \$213,834.93, to settle certain amounts owed by the Company for unpaid consulting services.

The Company has received full consideration for the issuance of its securities in the form of reduced indebtedness as a result. Please do not hesitate to contact the undersigned should you have any questions regarding this matter.

Yours truly,

CARLYLE COMMODITIES CORP.

“Morgan Good”
Chief Executive Officer and Director