

FORM 11**NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT**

Name of Listed Issuer: Carlyle Commodities Corp. (the "Issuer").

Trading Symbol: CCC

Date: January 12, 2023

1. New Options Granted:

Date of Grant: January 11, 2023

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Scharfe Holdings Inc.	Consultant	N	1,000,000	\$0.31	January 11, 2028	475,000

Total Number of optioned shares proposed for acceptance: 1,000,000 .

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Morgan Good	2,857	\$17.50	October 29, 2018	October 28, 2023
Michael Blady	2,857	\$17.50	October 29, 2018	October 28, 2023
Leighton Bocking	2,857	\$17.50	October 29, 2018	October 28, 2023
John Good	2,500	\$17.50	October 29, 2018	October 28, 2023
Duke Fashion Capital Inc.	2,857	\$17.50	October 29, 2018	October 28, 2023
Christopher Paul	2,142	\$17.50	October 29, 2018	October 28, 2023
Oliver John Friesen	2,142	\$17.50	October 29, 2018	October 28, 2023
Taylor MacDonald	2,142	\$17.50	October 29, 2018	October 28, 2023
Brayden Sutton	2,500	\$17.50	October 29, 2018	October 28, 2023
2555978 Ontario Ltd.	2,500	\$17.50	October 29, 2018	October 28, 2023
Sean Kingsley	1,428	\$17.50	October 29, 2018	October 28, 2023
Damien Good	1,071	\$17.50	October 29, 2018	October 28, 2023

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Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Hudson Good	1,071	\$17.50	October 29, 2018	October 28, 2023
Michael E. McAleer	1,071	\$17.50	October 29, 2018	October 28, 2023
Todd Shapiro	1,428	\$17.50	October 29, 2018	October 28, 2023
Dorian Leslie	714	\$17.50	October 29, 2018	October 28, 2023
John Baker	714	\$17.50	October 29, 2018	October 28, 2023
Peter Bell	900	\$17.50	October 29, 2018	October 28, 2023
Omni8 Communications Inc.	2,857	\$17.50	March 21, 2019	March 21, 2024
Market Jar Media Inc.	2,857	\$17.50	March 21, 2019	March 21, 2024
Morgan Good	25,000	\$1.50	May 15, 2020	May 15, 2025
P.E. Partners Ltd.	20,000	\$1.50	May 15, 2020	May 15, 2025
MTHM Consulting Ltd.	20,000	\$1.50	May 15, 2020	May 15, 2025
Michael Blady	15,000	\$1.50	May 15, 2020	May 15, 2025
Leighton Bocking	15,000	\$1.50	May 15, 2020	May 15, 2025
514 Finance Inc.	12,500	\$1.50	May 15, 2020	May 15, 2025
2411369 Ontario Ltd.	10,000	\$1.50	May 15, 2020	May 15, 2025
James Frank Callaghan	14,000	\$1.40	Feb 19, 2021	Feb 19, 2026
Peter Krag-Hansen	20,000	\$1.40	Feb 19, 2021	Feb 19, 2026
Patriot Capital Corporation	17,500	\$1.40	Feb 19, 2021	Feb 19, 2026
Damien Good	12,500	\$1.40	Feb 19, 2021	Feb 19, 2026
Bocking Financial Corp.	17,500	\$1.40	Feb 19, 2021	Feb 19, 2026
Michael Blady	17,500	\$1.40	Feb 19, 2021	Feb 19, 2026
Park Place Limited	50,000	\$1.40	Feb 19, 2021	Feb 19, 2026
John Miller	10,000	\$1.40	Feb 19, 2021	Feb 19, 2026
Randy Lamb	10,000	\$1.40	Feb 19, 2021	Feb 19, 2026
Red Fern Consulting Ltd.	10,000	\$1.40	Feb 19, 2021	Feb 19, 2026
Marc Afilalo	15,000	\$1.40	Feb 19, 2021	Feb 19, 2026
MTHM Consulting Ltd.	20,000	\$1.40	Feb 19, 2021	Feb 19, 2026
Jenia Reynolds	10,000	\$1.40	Feb 19, 2021	Feb 19, 2026
Taylor MacDonald	10,000	\$1.40	Feb 19, 2021	Feb 19, 2026
Charles Flynn	20,000	\$1.40	Feb 19, 2021	Feb 19, 2026
Patriot Capital Corporation	300,000	\$0.215	Nov 14, 2022	Nov 14, 2027
Jeremy Hanson	175,000	\$0.215	Nov 14, 2022	Nov 14, 2027
Bocking Financial Corp.	175,000	\$0.215	Nov 14, 2022	Nov 14, 2027
Damien Good	50,000	\$0.215	Nov 14, 2022	Nov 14, 2027
John Good	150,000	\$0.215	Nov 14, 2022	Nov 14, 2027
Pericles Theoharis	50,000	\$0.215	Nov 14, 2022	Nov 14, 2027

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Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
MidAtl Capital Associates Ltd.	150,000	\$0.215	Nov 14, 2022	Nov 14, 2027
Omni8 Communications Inc.	150,000	\$0.215	Nov 14, 2022	Nov 14, 2027
McMillan Strategies Inc.	100,000	\$0.215	Nov 14, 2022	Nov 14, 2027
Nicholas Shinder	50,000	\$0.215	Nov 14, 2022	Nov 14, 2027
Marc Afilalo	50,000	\$0.215	Nov 14, 2022	Nov 14, 2027
Matthew Harrington	150,000	\$0.215	Nov 14, 2022	Nov 14, 2027
Inar Kamaletdinov	50,000	\$0.215	Nov 14, 2022	Nov 14, 2027
	2,010,965			

(1) Set out number of optioned shares for each grant with different terms.

3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

N/A

- (b) State the date of the news release announcing the grant of options.

January 12, 2023

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

23,386,950 common shares

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

12.87%

- (f) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

1,666,425

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- (g) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

N/A

- (h) Describe the particulars of any proposed material changes in the affairs of the Issuer.

N/A

4. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated: January 12, 2023

Morgan Good

Name of Director or Senior Officer

"Morgan Good"

Signature

Chief Executive Officer

Official Capacity