

DELREY METALS CORP.
(the “**Company**”)

CERTIFIED TRUE COPY OF RESOLUTIONS OF THE BOARD OF DIRECTORS

The undersigned, Morgan Good, the Chief Executive Officer of the Company, does hereby certify on behalf of the Company, and not in his personal capacity, that Exhibit “A” attached hereto is a true and correct copy of the resolutions of the board of directors dated February 5, 2020, which have not been further amended, modified or rescinded in any manner as of the date hereof.

DATED the 11th day of February, 2020.

“Morgan Good”

Morgan Good
Chief Executive Officer

EXHIBIT A
Directors Resolutions of the Company

DELREY METALS CORP.
(the "*Company*")

DIRECTORS' CONSENT RESOLUTIONS

The following resolutions were consented to and adopted in writing by the undersigned, being all of the directors of the Company, as of the 5th day of February, 2020.

NAME CHANGE AND SHARE CONSOLIDATION

WHEREAS:

- A. The Company wishes to change its name to "Carlyle Commodities Corp." (the "**Name Change**"), subject to the approval of the Canadian Securities Exchange (the "**CSE**");
- B. The Company intends to alter its share structure by consolidating the fully paid and issued common shares (the "**Shares**") of the Company on the basis of one post-consolidated Share for each seven pre-consolidated Shares issued and outstanding (the "**Consolidation**"), subject to the approval of the CSE;
- C. The Board considers it to be in the best interest of the Company to effect the Consolidation and Name Change;

RESOLVED that:

- 1. The Name Change and Consolidation be and are hereby authorized and approved, subject to approval of the CSE;
- 2. If as a result of the Consolidation, a holder of Shares would otherwise be entitled to a fraction of a share, any fractional Share shall be cancelled.
- 3. The Articles and the Notice of Articles of the Company be altered to reflect the Name Change;
- 4. The alteration to the Articles of the Company to reflect the Name Change is authorized to take effect following the filing of Notice of Alteration to the Notice of Articles of the Company with the Registrar of Companies and the Notice of Alteration becoming effective; and
- 5. Any one director or officer of the Company be and is hereby authorized and directed to do such acts and things, and to prepare and execute all such agreements, documents and other instruments as may be required to give effect to the foregoing and to execute and file all such documents as may be necessary or desirable with the regulatory authorities having jurisdiction.

"Morgan Good"
MORGAN GOOD

"Michael Blady"
MICHAEL BLADY

"Leighton Bocking"
LEIGHTON BOCKING

(THIS RESOLUTION MAY BE SIGNED IN COUNTERPART)