

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. NAME AND ADDRESS OF COMPANY

Terra Clean Energy Corp.
Suite 303, 750 West Pender Street
Vancouver, BC
V6C 2T7

2. DATE OF MATERIAL CHANGE

June 10, 2025

3. PRESS RELEASE

The press release was issued on June 10, 2025 and was disseminated through the facilities of a recognized newswire services. A copy of the press release was filed on SEDAR.

4. SUMMARY OF MATERIAL CHANGE

Terra Clean Energy Completes Share Issuance.

5. FULL DISCLOSURE OF MATERIAL CHANGE

Full Description of Material Change

Vancouver, British Columbia, June 10, 2025 – **TERRA CLEAN ENERGY CORP.** (“**Terra**” or the “**Company**”) (CSE: TCEC, OTCQB: TCEFF, FSE: C900), is pleased to announce that further to its press release of June 2, 2025, the Company has issued 2,694,335 common shares to Skyharbour Resources Ltd. in connection with an option agreement whereby the Company can earn up to a 75% interest in the South Falcon East uranium project, Athabasca Basin, Saskatchewan, Canada (see press release dated December 30, 2024 for full details of the earn-in).

The Company also announces an award of 300,000 restricted share units (each, an "RSU") pursuant to its Omnibus Incentive Plan to a consultant of the Company. Each RSU entitles the recipient to receive one common share of the Company on vesting. The RSUs vest on the date that is one year from the date of grant. The grant of RSUs remains subject to the receipt of all regulatory approvals, including the approval of the Canadian Securities Exchange.

All common shares and RSUs issued are subject to a four month plus one day hold period from the date of issuance in accordance with applicable securities laws.

About Terra Clean Energy Corp.

Terra Clean Energy (formerly Tisdale Clean Energy Corp) is a Canadian-based uranium exploration and development company. The Company is currently developing the South Falcon East uranium project, which holds a 6.96M pound inferred uranium resource within the Fraser Lakes B Uranium Deposit, located in the Athabasca Basin region, Saskatchewan, Canada.

ON BEHALF OF THE BOARD OF TERRA CLEAN ENERGY CORP.

“Greg Cameron”

Greg Cameron, CEO

Qualified Person

The technical information in this news release has been prepared in accordance with the Canadian regulatory requirements set out in National Instrument 43-101, reviewed and approved on behalf of the company by C. Trevor Perkins, P.Geo., the Company’s Vice President, Exploration, and a Qualified Person as defined by National Instrument 43-101.

**The historical resource is described in the Technical Report on the South Falcon East Property, filed on sedarplus.ca on February 9, 2023. The Company is not treating the resource as current and has not completed sufficient work to classify the resource as a current mineral resource. While the Company is not treating the historical resource as current, it does believe the work conducted is reliable and the information may be of assistance to readers.*

6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

7. OMITTED INFORMATION

No information has been intentionally omitted from this form.

8. EXECUTIVE OFFICER

The name and business number of an officer of the Company through whom an executive officer who is knowledgeable about the material change and this report may be contacted is:

Greg Cameron
Chief Executive Officer
Tel: 416-277-6174

9. DATE OF REPORT

DATED this 10th day of June, 2025.