

FORM 51-102F3
Material Change Report

Item 1. Name and Address of Company

*Carlyle Commodities Corp. (the “Company”)
1500 – 1111 West Hastings Street,
Vancouver, British Columbia, V6E 2J3*

Item 2. Date of Material Change

February 10, 2026

Item 3. News Release

The news release was issued on February 10, 2026 through Newsfile Corp.

Item 4. Summary of Material Change

The Company announced that, further to its news releases of February 3, 2026, January 30, 2026, and January 23, 2026, it has further upsized its previously announced non-brokered private placement by an additional \$100,000 to aggregate gross proceeds of \$4,250,000 and has closed the third and final tranche thereof.

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

February 13, 2026

News Release

SCHEDULE A



1500 – 1111 West Hastings Street, Vancouver, British Columbia, V6E 2J3

CARLYLE COMMODITIES ANNOUNCES INCREASE AND FINAL CLOSING OF CURRENT FUNDING EFFORTS FOR AGGREGATE PRIVATE PLACEMENT PROCEEDS OF \$4,250,000 IN CONNECTION WITH PROPOSED TRANSACTION WITH SILVER PONY RESOURCES

NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

February 10, 2026

Vancouver, British Columbia – Carlyle Commodities Corp. (CSE:CCC, FSE:BJ4) (“Carlyle”) is pleased to announce that, further to its news releases of February 3, 2026, January 30, 2026 and January 23, 2026, it has further upsized its previously announced non-brokered private placement (the **“Private Placement”**) by an additional \$100,000 to aggregate gross proceeds of \$4,250,000 and has closed the third and final tranche thereof. Under the third tranche, Carlyle issued 55,000,000 subscription receipts (the **“Subscription Receipts”**) at a price of \$0.01 (\$0.20 on a post-Consolidation basis) per Subscription Receipt, for additional gross proceeds of \$550,000. In total, Carlyle raised aggregate gross proceeds of \$4,250,000 under the Private Placement. The Private Placement was conducted in connection with Carlyle’s proposed business combination (the **“Transaction”**) with Silver Pony Resources Corp. (**“Silver Pony”**). As previously announced, Carlyle intends to consolidate its common shares in connection with the Transaction on a basis of 20 pre-consolidation shares for 1 post-consolidation share (the **“Consolidation”**).

Carlyle’s Chief Executive Officer and Director, Mr. Morgan Good, commented: *“We are pleased with the continued strong investor interest that enabled the further increase and closing of this Private Placement. This financing strengthens our cash position as we progress towards the completion of the proposed Transaction and advance all our Company initiatives.”*

Offering Terms

Each Subscription Receipt will automatically convert into one unit of Carlyle (a **“Unit”**) (for no further consideration and without any further action by the holders thereof) upon all conditions for the closing of the Transaction being satisfied or waived (the **“Escrow Release Condition”**). Each Unit will consist of one common share of Carlyle (each a **“Share”**) and one-half of one common share purchase warrant of Carlyle (each whole warrant, a **“Warrant”**). Each Warrant will entitle the holder thereof to purchase one additional common share of Carlyle (a **“Warrant Share”**) at an exercise price of \$0.015 (\$0.30 on a post-Consolidation basis) per Warrant Share for a period of 18 months following the date on which the Escrow Release Condition is satisfied, subject to adjustment in certain events. The expiry date of the Warrants may be accelerated if the closing price of the Shares on any Canadian stock exchange equals or exceeds \$0.025 (\$0.50 on a post-Consolidation basis) for five consecutive trading days. In such event, Carlyle may, within 15 business days following the occurrence of that condition, accelerate the expiry date of the Warrants by issuing a news release, in which case the Warrants will expire on the date that is 30 calendar days after the date of such news release, as specified therein.

In connection with the third tranche, Carlyle: (i) paid to certain eligible finders an aggregate cash commission of \$8,500; and (ii) issued to certain finders an aggregate of 800,000 finder's warrants (each a "**Finder's Warrant**"). Each Finder's Warrant is exercisable into one unit of the Company (a "**Finder's Unit**") at an exercise price of \$0.01 (\$0.20 on a post-Consolidation basis) for a period of 18 months from the date of issuance. Each Finder's Unit is comprised of one Share and one-half of one warrant (a "**Finder's Unit Warrant**"). Each full Finder's Unit Warrant is exercisable into one Share at an exercise price of \$0.015 (\$0.30 on a post-Consolidation basis) per share for a period of 18 months from the date of issuance. In total, Carlyle paid aggregate cash commissions of \$184,500 and issued an aggregate of 20,240,000 Finder's Warrants under the Private Placement. All securities issued in connection with the Private Placement are subject to a statutory hold period of four months and one day from the date of issuance.

The Company also wishes to clarify that its news releases of January 23, 2026 and January 30, 2026, inadvertently stated that it had raised \$2,855,000 and \$2,705,000, respectively, in the first tranche; the correct amount raised in the first tranche was \$2,655,000.

Escrow and Use of Proceeds

The net proceeds of the Private Placement will be held in escrow pending satisfaction of the Escrow Release Condition. In the event the Escrow Release Condition is not satisfied or waived within 180 days following the closing date of the Private Placement, the net proceeds of the Private Placement will be returned to the subscribers in accordance with the terms of the subscription receipts. If the Escrow Release Condition is met, Carlyle anticipates that the net proceeds will be used for exploration work on the Silver Pony Resources Trout Lake Projects and general working capital.

For more information regarding the Transaction, please refer to Carlyle's news release dated December 31, 2025.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**1933 Act**") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

About Carlyle

Carlyle is a mineral exploration company focused on the acquisition, exploration, and development of mineral resource properties. Carlyle owns 100% of the Quesnel Gold Project located in the Cariboo Mining Division, 30 kilometers northeast of Quesnel in central B.C., and holds the option to acquire 100% undivided interest in the Nicola East Mining Project, located approximately 25 kilometers east of the mining town of Merritt, B.C., and is listed on the CSE under the symbol "CCC" and the Frankfurt Exchange under the ticker "BJ4".

ON BEHALF OF THE BOARD OF DIRECTORS OF CARLYLE

CARLYLE COMMODITIES CORP.

"Morgan Good"

Morgan Good
President and Chief Executive Officer

For more information regarding this news release, please contact:

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Cautionary Note Regarding Forward-Looking Information

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 Carlyle regarding future events. Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as "intends", "anticipates", "plans", "believes", "expects", 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 discussions of future plans, estimates and forecasts and statements as to management's expectations and intentions with respect to, among other things: the completion of the Transaction and the Consolidation; the satisfaction of the Escrow Release Condition and the timing thereof; the conversion of the Subscription Receipts; the use of the net proceeds from the Private Placement for exploration on the Trout Lake Projects and for general working capital; and the advancement of the Trout Lake Projects.

These forward-looking statements involve numerous risks and uncertainties and actual results might differ materially from results suggested in any forward-looking statements. These risks and uncertainties include, among other things: that the Escrow Release Condition will not be satisfied, that the Transaction will not close, that the Consolidation will not be completed, and that the net proceeds will not be used as anticipated.

In making the forward looking statements in this news release, Carlyle has applied several material assumptions, including without limitation, that: the Escrow Release Condition will be satisfied, the Transaction will close, the Consolidation will be completed as anticipated, and the net proceeds of the Private Placement will be used as anticipated. Although management of Carlyle 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.

Neither the CSE nor its Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.