FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

Clover Leaf Capital Corp. ("**Clover Leaf**" or the "**Company**")
1 - 15782 Marine Drive
White Rock, BC
V4B 1E6

Item 2: Date of Material Change

April 6, 2023

Item 3: News Release

A news release was issued and disseminated on April 6, 2023 and filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Changes

The Company announced that further to its news release dated March 31, 2023, it has entered into a secured credit facility (the "Credit Facility") with North Shore Energy Metals Ltd. ("North Shore") to provide interim funding for North Shore to complete certain property acquisition payments and meet other working capital needs prior to the completion of the Transaction. The maximum principal amount of the Credit Facility is $250,000, but advances will only be made on an as-needed basis at the discretion of Clover Leaf. The terms of the Credit Facility are described in the Company's press release dated March 31, 2023.

The Credit Facility has been approved by the TSX Venture Exchange, and the Company advanced $130,000 under the Credit Facility to North Shore today, which is in addition to $25,000 which the Company advanced to North Shore on March 28, 2023, for total advances under the Credit Facility to date being $155,000.

Item 5: Full Description of Material Change

See the attached full version of the news release dated April 6, 2023 which is hereby incorporated by reference.

Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

Ben Meyer
Corporate Secretary
Contact: 604.536.2711
ben@gocs.ca

Item 9: Date of Report

April 12, 2023

Clover Leaf Capital Advances Interim Funding To North Shore Energy Metals

Vancouver, Canada – April 6, 2023 – Clover Leaf Capital Corp. (TSX-V: CLVR.P) ("Clover Leaf" or the "Company") announces that, further to its news release dated March 31, 2023, it has entered into a secured credit facility (the "Credit Facility") with North Shore Energy Metals Ltd. ("North Shore") to provide interim funding for North Shore to complete certain property acquisition payments and meet other working capital needs prior to the completion of the Transaction. The maximum principal amount of the Credit Facility is $250,000, but advances will only be made on an as-needed basis at the discretion of Clover Leaf. The terms of the Credit Facility are described in the Company's press release dated March 31, 2023.

The Credit Facility has been approved by the TSX Venture Exchange, and the Company advanced $130,000 under the Credit Facility to North Shore today, which is in addition to $25,000 which the Company advanced to North Shore on March 28, 2023, for total advances under the Credit Facility to date being $155,000.

The Transaction remains subject to conditions, including but not limited to, TSXV acceptance and, if applicable pursuant to TSXV requirements, majority of the minority shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all. Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative. The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

On behalf of the Board of Directors

Tsend Tseren

Chief Executive Officer

Contact Information - For more information, please contact:

Ben Meyer

Corporate Secretary

Tel: 604.536.2711

Email: ben@gocs.ca

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

This news release does not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction.

Cautionary Statement Regarding Forward-Looking Information

This news release contains certain forward-looking statements, including statements relating to the Credit Facility, the Transaction and certain terms and conditions thereof, the ability of the parties to complete the Transaction, the Resulting Issuer meeting the Initial Listing Requirements as a Tier 2 issuer under the rules and policies of the TSXV; the waiver of TSXV sponsorship requirements or the finding of a sponsor, shareholder, director and regulatory approvals, the structure and completion of the Concurrent Equity Offering, and any other statements that are not historical facts. Wherever possible, words such as "may", "will", "should", "could", "expect", "plan", "intend", "anticipate", "believe", "estimate", "predict" or "potential" or the negative or other variations of these words, or similar words or phrases, have been used to identify these forward-looking statements. These statements reflect management's current beliefs and are based on information currently available to management as at the date hereof.

Forward-looking statements involve significant risk, uncertainties and assumptions. Many factors could cause actual results, performance or achievements to differ materially from the results discussed or implied in the forward-looking statements. These risks and uncertainties include, but are not limited to geological risks, risks associated with the financial markets generally, the results of the due diligence investigations to be conducted in connection with the Transaction, the ability of the Company to complete the Transaction or obtain requisite TSXV acceptance and, if applicable, shareholder approvals. As a result, the Company cannot guarantee that the Transaction will be completed on the terms described herein or at all. These factors should be considered carefully and readers should not place undue reliance on the forward-looking statements. Although the forward-looking statements contained in this press release are based upon what management believes to be reasonable assumptions, the Company cannot assure readers that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this press release, and the Company assumes no obligation to update or revise them to reflect new events or circumstances, except as required by law.