

NOTICE OF CHANGE OF AUDITOR
(National Instrument 51-102)

TO: British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Securities Commission
Manitoba Securities Commission
Ontario Securities Commission
Yukon Securities Commission

AND TO: Davidson & Company LLP, Chartered Professional Accountants

RE: Change of Auditor Notice under Section 4.11(5) of National Instrument 51-102 Continuous Disclosure Obligations

Northstar Clean Technologies Inc. (the “**Company**”) hereby gives notice pursuant to National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”) that:

1. The Board has determined it is in the best interests of the Company to change its auditor from Davidson & Company LLP (“Davidson”) of Suite 1200 - 609 Granville Street, Vancouver, BC V7Y 1G6 to MNP LLP of 1021 West Hastings Street, Suite 2200, Vancouver, BC V6E 0C3
2. The effective date of said change of auditor is September 7, 2022.
3. Davidson has resigned due to lack of resources.
4. The resignation of Davidson and the appointment of MNP LLP have been approved by the Company’s Board of Directors.
5. None of the reports of Davidson on any of the Company’s financial statements relating to the “relevant period” (as such term is defined in section 4.11(1) of NI 51-102) expressed a modified opinion.
6. There has not been a “reportable event” (as such term is defined in section 4.11(1) of NI 51-102), which occurred in connection with the audit of the financial years ended December 31, 2020 and December 31, 2021, or for any period subsequent thereto.
7. The contents of this Notice of Change of Auditor have been reviewed and approved by the Board.

Dated this 7th day of September 2022.

NORTHSTAR CLEAN TECHNOLOGIES INC.

/s/ “Aidan Mills”

Aidan Mills
President & CEO