

MATERIAL CHANGE REPORT

- Item 1.** Name and Address of Company – Northstar Clean Technologies Inc. (the “Company”), 7046 Brown Street, Delta, BC V4G 1G8
- Item 2.** Date of Material Change – December 20, 2021
- Item 3.** News Release – News Release issued December 20, 2021.
- Item 4.** Summary of Material Change – The Company is pleased to announce that all matters put forward to its shareholders at the Company’s annual general and special meeting of shareholders (the “Meeting”) held on Wednesday, December 15, 2021 were duly approved.
- Item 5.** Full Description of Material Change - Northstar Clean Technologies Inc. (TSX-V: ROOF) (“Northstar” or the “Company”) is pleased to announce that all matters put forward to its shareholders at the Company’s annual general and special meeting of shareholders (the “Meeting”) held on Wednesday, December 15, 2021 were duly approved. Details of the voting results are provided below.

At the Meeting, the Company's shareholders overwhelmingly approved the matters brought before the Meeting, including: the expansion of the board from five to six directors, the election of the six director candidates proposed by management; the reappointment of Davidson & Company LLP as auditors of the Company; and the approval of the Company’s omnibus equity incentive plan. The Company’s Board of Directors is now composed of the following:

- Aidan Mills, President & CEO, Director
- James Currie, Executive Chairman, Director
- Gregg J. Sedun, Lead Independent Director
- Neil Currie, Director
- Gord Johnson, Director
- James Borkowski, Director

A total of 68 shareholders were represented in person or by proxy with 39,599,279 common shares voted, representing 37.31% of the Company’s outstanding common shares.

- Item 6.** Reliance on Section 7.1(2) or (3) of National Instrument 51-102 – Not applicable.
- Item 7.** Omitted Information – No significant facts remain confidential in, and no information has been omitted from, this report.
- Item 8.** Executive Officer – Mr. Aidan Mills, CEO & President of the Issuer, is knowledgeable about the material change and this report. He can be contacted at 604-946-0019.
- Item 9.** Date of Report –December 20, 2021.