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NORTHSTAR ANNOUNCES CLOSING OF FIRST TRANCHE OF PRIVATE PLACEMENT AND ANNOUNCES CFO TRANSITION

VANCOUVER, British Columbia – December 21, 2023 – Northstar Clean Technologies Inc. (TSXV: ROOF, OTCQB: ROOOF) (“Northstar” or the “Company”) is pleased to announce that it has closed the first tranche of its previously announced private placement offering of unsecured convertible debenture units of the Company (collectively, the “Convertible Debenture Units”) at a price of \$5,000 per Convertible Debenture Unit for aggregate gross proceeds of \$2,260,000 (the “Private Placement”). The Company anticipates closing a second tranche of the Private Placement in early Q1 2024. The Private Placement was conducted on both a brokered (the “Brokered Offering”) and non-brokered basis (the “Non-Brokered Offering”). The Brokered Offering was led by Independent Trading Group Inc. (the “Agent” or “ITG”), as lead agent and sole bookrunner, pursuant to an agency agreement dated December 21, 2023 between the Company and the Agent.

TAMKO Building Products LLC (“TAMKO”), a major strategic investor in Northstar, subscribed in the Private Placement under the Non-Brokered Offering, with no finder’s fees payable on TAMKO’s participation in the Private Placement.

The net proceeds received by the Company in connection with the Private Placement will be used for general corporate purposes and added contingency for Northstar’s proposed asphalt reprocessing facility in Calgary, Alberta (the “Empower Calgary Facility”).

Each Convertible Debenture Unit is comprised of: (i) one non-transferable 12.5% unsecured convertible debenture (each, a “Convertible Debenture”) in the principal amount of \$5,000 (the “Principal Amount”) convertible into common shares of the Company (the “Common Shares” and each such Common Share, a “Conversion Share”); and (ii) 25,000 non-transferable Common Share purchase warrants (each, a “Warrant”). The Convertible Debentures will mature on December 21, 2026 (the “Maturity Date”) and will bear interest at a rate of 12.5% per annum commencing on the closing date, with such interest being computed on the basis of a 360-day year composed of twelve 30-day months, and payable in cash semi-annually in arrears on the last day of June and December of each year, commencing on June 30, 2024. Each Warrant entitles the holder thereof to purchase one additional Common Share (each, a “Warrant Share”) at a price of \$0.30 per Warrant Share until December 21, 2026.

The Principal Amount may be converted, for no additional consideration, into Conversion Shares at the option of the holder of Convertible Debenture (each, a “Holder”) at any time after the closing date of the Private Placement (the “Closing Date”) at a conversion price (the “Conversion Price”) of \$0.20 per Conversion Share. In addition, concurrently with the conversion of any Principal Amount, the Holder may also elect to convert any accrued and outstanding interest into Common

Shares at a conversion price equal to the closing price of the Common Shares on the TSX Venture Exchange (the “TSXV”) on the last trading day immediately preceding the applicable date of conversion of such accrued and unpaid interest (the “Interest Conversion Price”).

In accordance with the terms of the Convertible Debentures, the Company will be entitled, at any time prior to the Maturity Date, to force the conversion of any outstanding Principal Amount at the Conversion Price and any accrued and unpaid interest then outstanding at the Interest Conversion Price upon providing the Holder thereof not more than sixty (60) days’ and not less than thirty (30) days’ prior written notice, in the event that the daily volume weighted average trading price of the Common Shares on the TSXV is greater than \$0.50 per Common Share for ten (10) consecutive trading days on the TSXV.

As consideration for the services of the Agent in connection with the Brokered Offering, the Company paid to the Agent: a cash commission of \$48,300, equal to 7.0% of the aggregate gross proceeds raised under the Brokered Offering; and issued to the Agent 241,500 compensation warrants (the “Agent’s Warrants”), being an amount as is equal to 7.0% of the aggregate gross proceeds received by the Company under the Brokered Offering divided by the Conversion Price. Each Agent’s Warrant is exercisable for a period of 36 months following the closing date and entitles the holder thereof to acquire one Common Share at an exercise price of \$0.30 per share.

In connection with the Non-Brokered Offering, the Company paid finders fees in the aggregate amount of \$35,700 and issued 178,500 non-transferable broker warrants (each, a “Broker Warrant”) to eligible finders, with each Broker Warrant exercisable for a period of 36 months following the closing date and entitling the holder thereof to acquire one Common Share at an exercise price of \$0.30 per share. Two Pro Group members (as such term is defined in the policies of the TSXV) also subscribed for an aggregate subscription amount of \$25,000.

The Private Placement remains subject to the final approval of the TSXV. All securities issued in connection with the Private Placement will be subject to a statutory four-month hold period in accordance with applicable securities legislation.

The Company also reports that certain Insiders (as such term is defined by the policies of the TSXV) of the Company subscribed for an aggregate subscription amount of \$730,000 under the Non-Brokered Offering, which is considered a “related party transaction” within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). The participation by the Insiders under the Non-Brokered Offering is exempt from the valuation requirement of MI 61-101 by virtue of the exemption contained in section 5.5(b) as the Company’s shares are not listed on a specified market and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in section 5.7(a) of MI 61-101 in that the fair market value of the consideration of the securities issued to the Insiders did not exceed 25% of the Company’s market capitalization.

None of the securities sold in connection with the Offering will be registered under the United States Securities Act of 1933, as amended, and no such securities may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

CFO Transition

The Company also announces that Ms. Rosemary Pritchard will be transitioning out of her role as Chief Financial Officer (“CFO”) of the Company, effective December 31, 2023. Northstar has appointed Mr. Christopher Park to serve as the Company’s interim CFO effective January 1, 2024, and Ms. Pritchard will continue to support the Company into the new year, working closely with Mr. Park as he transitions into his new role.

Mr. Aidan Mills, President, CEO, and Director of Northstar, stated, “I want to thank Rosemary for her hard work as CFO over the past two years. During that time, Northstar has grown tremendously, and Rosemary played a critical role in laying the financial foundation for the future Empower Calgary Facility.”

Mr. Park is a Chartered Professional Accountant with several years of executive financial management experience within the mining industry, which encompasses financings and restructurings, financial reporting, internal controls, taxation and treasury management with companies ranging from grassroots exploration to mine development, to producers. He has held numerous positions with publicly listed mining companies which include Chief Financial Officer and Corporate Controller positions. Most recently he was Chief Financial Officer for Northern Vertex Mining Corp. during the period where it constructed the Moss Mine and transitioned to commercial production, and Northern Graphite Corporation during the period the company acquired producing and development graphite assets.

Stock Options Issuance

The Company also announces the issuance of 250,000 stock options to an officer of the Company that will expire in five years at an exercise price of \$0.21 per Common Share.

About Northstar

Northstar Clean Technologies Inc. is a Canadian-based clean technology company focused on the sustainable recovery and reprocessing of asphalt shingles. Northstar has developed a proprietary design process for taking discarded asphalt shingles, otherwise destined for already over-crowded landfills, and extracting the liquid asphalt for use in new hot mix asphalt, shingle manufacturing and asphalt flat roof systems, and aggregate and fiber for use in construction products and other industrial applications. Focused on the circular economy, Northstar plans to reprocess used or defective asphalt shingle waste back into its three primary components for reuse/resale at its first commercial scale up facility in Calgary, Alberta. As an emerging innovator in sustainable processing, Northstar’s mission is to be the leader in the recovery and reprocessing of asphalt

shingles in North America, extracting the recovered components from asphalt shingles that would otherwise be sent to landfill.

For further information about Northstar, please visit www.northstarcleantech.com.

On Behalf of the Board of Directors,

Aidan Mills

President & CEO, Director

Cautionary Statement on Forward-Looking Information

Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release. The TSXV has neither approved nor disapproved the contents of this press release.

This news release may contain forward-looking information within the meaning of applicable securities legislation, which forward-looking information reflects the Company's current expectations regarding future events. Forward-looking statements are often identified by the words "may", "would", "could", "should", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" or similar expressions. Forward-looking statements in this news release include, but are not limited to, statements concerning: (i) the timing of the closing of a second tranche of the Private Placement; (ii) final acceptance of the TSXV of the Private Placement; and (iii) allocation of the use of net proceeds of the Private Placement as anticipated. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements, including risks related to factors beyond the control of the Company as well as those risks and uncertainties which are more fully described under the heading "Risk Factors" in the Company's annual and quarterly management's discussion and analysis and other filings with the Canadian securities regulatory authorities under the Company's profile on SEDAR+. Further, the ongoing labour shortages, high energy costs, inflationary pressures, rising interest rates, the global financial climate and the conflicts in Ukraine and the Middle East are some additional factors that are affecting current economic conditions and increasing economic uncertainty, which may impact the Company's operating performance, financial position, and future prospects. Readers are cautioned that forward-looking statements are not guarantees of future performance or events and, accordingly, are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty of such statements. These forward-looking statements are made as of the date of this news release and, unless required by applicable law, the Company assumes no obligation to update these forward-looking statements.