

December 5, 2025

British Columbia Securities Commission  
Alberta Securities Commission  
Saskatchewan Financial Services Commission  
Manitoba Securities Commission  
Ontario Securities Commission  
Autorité des marchés financiers (Quebec)  
Financial and Consumer Services Commission (New Brunswick)  
Nova Scotia Securities Commission  
Officer of the Superintendent of Securities (Prince Edward Island)  
Financial Services Regulation Divisions (Newfoundland and Labrador)  
Office of the Superintendent of Securities (Northwest Territories)  
Nunavut Securities Office  
Yukon Superintendent of Securities

Dear Sir/Madam:

**Re: Northstar Clean Technologies Inc.**

We refer to the short form base shelf prospectus (“prospectus”) of Northstar Clean Technologies Inc. (the “Company”) dated December 5, 2025 relating to offer and selling of the following securities: common shares, preferred shares, debt securities, subscription receipts, convertible securities, warrants, and units in the capital of the Company for up to an aggregate offering price of \$30,000,000 (or its equivalent in other currencies).

We consent to being named and to the use in the above-mentioned prospectus, of our report dated April 22, 2025, to the Shareholders of the Company on the following financial statements:

- a. Consolidated Statements of financial position as at December 31, 2024 and 2023; and,
- b. Consolidated Statements of Loss and Comprehensive Loss, changes in shareholders’ (deficiency) equity and cash flows and the notes to the consolidated financial statements for each of the years ended December 31, 2024 and 2023.

We report that we have read the prospectus and all information specifically incorporated by reference therein and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the financial statements upon which we have reported or that are within our knowledge as a result of our audit of such financial statements. We have complied with Canadian generally accepted standards for an auditor’s consent to the use of a report of the auditor included in an offering document, which does not constitute an audit or review of the prospectus as these terms are described in the CPA Canada Handbook – Assurance.

Sincerely,



**Chartered Professional Accountants**

encls.