

**FORM 51-102F3
NATIONAL INSTRUMENT 51-102**

MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NI 51-102

FILED VIA SEDAR

Item 1. Name and Address of Company

CHAR Technologies Ltd.
25 Adelaide Street East, Suite 1900
Toronto, Ontario
M5C 3A1

Item 2. Date of Material Change

A material change took place on March 31, 2016.

Item 3. News Release

On April 1, 2016, a news release in respect of the material change was released through the facilities of Marketwired.

Item 4. Summary of Material Change

The material change is fully described in the Company's press release which is attached as Schedule "A" and is incorporated herein.

Item 5. Full Description of Material Change

A full description of the material change is contained under Item 4.

Item 6. Reliance on Section 7.1(2) of National Instrument 51-102

The report is not being filed in reliance on section 7.1(2) of National Instrument 51-102.

Item 7. Omitted Information

No information has been omitted.

Item 8. Executive Officer

Andrew White
Chief Executive Officer
CHAR Technologies Ltd.
Email: andrew.white@chartechnologies.com
Tel: 647-968-5347

Item 9. Date of Report

April 1, 2016

SCHEDULE "A"

CHAR TECHNOLOGIES LTD. ANNOUNCES CLOSING OF QUALIFYING TRANSACTION

Toronto, Ontario – (April 1, 2016)

Not for distribution in the United States or through United States wire services.

CHAR Technologies Ltd. (formerly Cleantech Capital Inc.) (the "**Corporation**") (YES.P – TSXV) is pleased to announce that, subject to the completion of filings with the TSX Venture Exchange, (the "**Exchange**"), it has closed its qualifying transaction (the "**Qualifying Transaction**") with CHAR Technologies Inc. ("**Original CHAR**").

The Qualifying Transaction involved a three-cornered amalgamation in which Original CHAR amalgamated with a new wholly owned subsidiary of the Corporation formed solely for the purpose of facilitating the transaction (the "**Amalgamation**"). Immediately prior to the completion of the Qualifying Transaction the Corporation changed its name to CHAR Technologies Ltd.

Pursuant to the Amalgamation, the Corporation indirectly acquired all of the issued and outstanding shares of Original CHAR (the "**CHAR Shares**") and issued shares of the Corporation on the basis of approximately 49.382716 shares for each one CHAR Share. The Corporation now has 33,522,276 common shares issued and outstanding following the completion of the Qualifying Transaction. Further details of the Qualifying Transaction, including the Filing Statement, are available on SEDAR at www.sedar.com under the Corporation's profile.

The Corporation intends to complete final post-closing filings with the Exchange during the next week and expects the shares of the Corporation will begin trading under the name "CHAR Technologies Ltd." under the trading symbol "YES" upon the issuance of the Exchange Bulletin announcing final Exchange approval of the Qualifying Transaction.

The new management of the Corporation consists of John Nicholson as President and Chief Operating Officer, Andrew White as Chief Executive Officer and Eric Beutel as Chief Financial Officer. The Board of Directors of the Corporation now consists of William White, Ian Anderson, James Sbrolla, Lyle Clarke, Enzo Macri and Eric Beutel. Additional information including background biographies of the officers and directors are contained in the Filing Statement. In connection with the Qualifying Transaction, Jim Boyle resigned as a Director of the Corporation.

About CHAR

The Corporation is in the business of producing a proprietary activated charcoal like material (SulfaCHAR), which can be used to removed hydrogen sulfide from various gas streams (focusing on methane-rich and odourous air). The SulfaCHAR, once used for the gas cleaning application, has further use as a sulfur-enriched biochar for agricultural purposes (saleable soil amendment product).

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

Forward-Looking Statements

Certain information set out in this news release constitutes forward-looking information. Forward looking statements are often, but not always, identified by the use of words such as “seek”, “anticipate”, “plan”, “continue”, “estimate”, “expect”, “may”, “will”, “intend”, “could”, “might”, “should”, “believe” and similar expressions. In particular, this news release contains forward-looking statements in respect of among other things, the listing of the common shares on the TSX Venture Exchange and the timing of the listing. Forward-looking statements are based upon the opinions and expectations of management of the Corporation as at the effective date of such statements and, in certain cases, information provided or disseminated by third parties. Although the Corporation believes that the expectations reflected in such forward-looking statements are based upon reasonable assumptions, and that information obtained from third party sources is reliable, they can give no assurance that those expectations will prove to have been correct. Readers are cautioned not to place undue reliance on forward-looking statements included in this document, as there can be no assurance that the plans, intentions or expectations upon which the forward-looking statements are based will occur. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties that contribute to the possibility that the predictions, forecasts, projections and other forward-looking statements will not occur, which may cause actual results in future periods to differ materially from any estimates or projections of future performance or results expressed or implied by such forward-looking statements. These risks and uncertainties include, among other things, risk factors set forth in the Corporation’s Filing Statement under the heading “Risk Factors”, a copy of which is filed on SEDAR at www.SEDAR.com. Readers are cautioned that this list of risk factors should not be construed as exhaustive. These statements are made as at the date hereof and unless otherwise required by law, the Corporation does not intend, or assume any obligation, to update these forward-looking statements.

For further information please contact:

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