

CHAR TECHNOLOGIES LTD. (formerly Cleantech Capital Inc.)
the ('Corporation')

NOTICE OF CHANGE OF AUDITOR

TO: Collins Barrow Toronto LLP

AND TO: MNP LLP

Dated: November 23rd, 2016

NOTICE IS HEREBY GIVEN that, on the advice of the Audit Committee of the Corporation, the Board of Directors of the Corporation resolved as of November 23rd, 2016, that: (a) the resignation of Collins Barrow Toronto LLP, with effect from November 23rd, 2016, as auditor of the Corporation be accepted, and (b) MNP LLP be appointed as auditor of the Corporation effective as of November 23rd, 2016, to hold office until the next annual meeting at a remuneration to be fixed by the directors.

In accordance with National Instrument 51-102 ('NI 51-102') we confirm that:

- (a) Collins Barrow Toronto LLP has resigned as auditor of the Corporation;
- (b) Collins Barrow Toronto LLP has not expressed a modified opinion in its reports for the period from date of incorporation, being October 3, 2013, to September 30, 2014, and for the fiscal year of the Corporation ended September 30, 2015, for which Collins Barrow Toronto LLP issued an audit report;
- (c) the resignation of Collins Barrow Toronto LLP and appointment of MNP LLP as auditor of the Corporation were considered by the Audit Committee and approved by the Board of Directors of the Corporation; and
- (d) in the opinion of the Board of Directors of the Corporation, no "reportable event" as defined in NI 51-102 has occurred in connection with the audits for the period from date of incorporation, being October 3, 2013, to September 30, 2014, and for the fiscal year of the Corporation ended September 30, 2015, in respect of the Corporation and until the date of this Notice.

CHAR TECHNOLOGIES LTD. (formerly Cleantech Capital Inc.)

per: **"Andrew J. White"**

Andrew J. White – Chief Executive Officer