



NOT FOR DISTRIBUTION TO U.S. NEWS WIRE SERVICES OR DISSEMINATION IN THE UNITED STATES

NORTHSTAR ANNOUNCES \$2 MILLION NON-BROKERED PRIVATE PLACEMENT

VANCOUVER, British Columbia – April 6, 2023 – Northstar Clean Technologies Inc. (TSXV: ROOF, OTCQB: ROOOF) (“Northstar” or the “Company”) is pleased to announce a non-brokered private placement of up to 13,333,333 units of the Company (each, a “Unit”) at a purchase price of \$0.15 per Unit for aggregate gross proceeds of up to \$2,000,000 (the “Private Placement”).

Each Unit will consist of one common share of the Company (each, a “Common Share”) and one Common Share purchase warrant (each, a “Warrant”) of the Company, with each such Warrant entitling the holder thereof to acquire one additional Common Share (each, a “Warrant Share”) at an exercise price of \$0.20 per Warrant Share for a period of 36 months following the closing date of the Private Placement (the “Closing Date”), subject to an acceleration right whereby, if during the period beginning four months and one day after the Closing Date, the Common Shares trade on TSX Venture Exchange (“TSXV”) at or above a volume weighted average trading price of \$0.75 per Common Share for a period of 10 consecutive trading days, the Company may accelerate the expiry of the Warrants by giving notice to the holders thereof (by disseminating a news release advising of the acceleration) and, in such case, the Warrants will be deemed to have expired on the day which is 30 days after the date of such notice.

Finder’s fees may be payable pursuant to the Private Placement.

All securities issued in connection with the Private Placement will be subject to statutory hold periods in accordance with applicable securities legislation. While the Company has received conditional approval of the Private Placement from the TSXV, closing remains subject to final acceptance. The Company intends to use the proceeds from the Private Placement for development of the Calgary Empower Facility, testing at the Empower Pilot Facility, working capital, and general corporate purposes.

None of the securities sold in connection with the Private Placement 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.

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 both its Empower Pilot Facility in Delta, British Columbia and 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

Northstar Investor Relations Inquiries:

Kin Communications

Phone: 604 684 6730

Email: ROOF@kincommunications.com

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 press 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 press release include, but are not limited to, statements concerning: (i) Northstar's ability to close the Private Placement; (ii) the anticipated use of proceeds of the Private Placement by Northstar; and (iii) Northstar's ability to become a leader in the recovery and reprocessing of asphalt shingles in North America. 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 the inability by Northstar to close the Private Placement in whole or in part, other 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 final prospectus of the Company dated June 18, 2021 and 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. The ongoing dispute between the sovereign state of Ukraine and Russia also poses risks that are currently indescribable and immeasurable. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them. The Company does not undertake any obligation to update such forward-looking information whether because of new information, future events or otherwise, except as expressly required by applicable law.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although the Company has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended and such changes could be material. The Company does not intend, and do not assume any obligation, to update the forward-looking statements except as otherwise required by applicable law.