

FORM 51-102F3
MATERIAL CHANGE REPORT

- Item 1.** **Name and Address of Company** – Northstar Clean Technologies Inc. (the “Company”), 101, 12111 40 Street SE, Calgary, AB T2Z 4E6
- Item 2.** **Date of Material Change** – July 25, 2025
- Item 3.** **News Release** – A news release was distributed on July 28, 2025 through Cision. A copy of the news release is attached as Schedule “A”.
- Item 4.** **Summary of Material Change** – Northstar Clean Technologies Inc. (“Northstar” or the “Company”) is pleased to announce the closing of a non-brokered private placement of 11,926,664 units of the Company (each, a “Unit”) at a purchase price of \$0.30 per Unit for aggregate gross proceeds of approximately \$3.6 million (the “Financing”) to transition the Company to commercial operations and fund ongoing business development efforts for Hamilton and the first US site.
- Item 5.** **Full Description of Material Change** – See the news release attached hereto as Schedule “A”.
- Item 6.** **Reliance on Section 7.1(2) or (3) of National Instrument 51-102** – Not applicable.
- Item 7.** **Omitted Information** – No significant facts remain confidential in, and no information has been omitted from, this report.
- Item 8.** **Executive Officer** – Mr. Aidan Mills, CEO & President of the Issuer, is knowledgeable about the material change and this report. He can be contacted at 403-813-4456.
- Item 9.** **Date of Report** – July 31, 2025.

Schedule "A"

News Release dated July 28, 2025

[see attached]

Northstar Announces Closing of \$3.6 Million in Funding for Transition to Commercial Operations and Future Facility Business Development

NOT FOR DISTRIBUTION TO UNITED STATES NEWS WIRE SERVICES OR DISSEMINATION IN THE UNITED STATES. FAILURE TO COMPLY WITH THIS RESTRICTION MAY CONSTITUTE A VIOLATION OF UNITED STATES SECURITIES LAW

CALGARY, AB, July 28, 2025 /CNW/ - Northstar Clean Technologies Inc. (**TSXV: ROOF, OTCQB: ROOOF**) ("**Northstar**" or the "**Company**") is pleased to announce the closing of a non-brokered private placement of 11,926,664 units of the Company (each, a "**Unit**") at a purchase price of \$0.30 per Unit for aggregate gross proceeds of approximately \$3.6 million (the "**Financing**") to transition the Company to commercial operations and fund ongoing business development efforts for Hamilton and the first US site. The Financing's key terms include:

- Each Unit consists of one common share of the Company (each, a "**Common Share**") and one Common Share purchase warrant (each, a "**Warrant**") with each such Warrant entitling the holder thereof to acquire one additional Common Share (each, a "**Warrant Share**") at an exercise price of \$0.45 per Warrant Share for a period of 36 months following closing of the Financing;
- Use of proceeds: Support the forecasted production ramp of the Calgary facility to achieve the near-term objective of Emission Reduction Alberta's Milestone 3 production threshold of greater than 80 tonnes per day, business development costs for Hamilton and the first US site, and general corporate purposes;
- Insider and other key management represented approximately 10% of the Financing, evidencing financial support by leadership personnel. In addition, nearly 50% of the Financing was subscribed by existing shareholders, excluding Insiders, further evidencing support of the Company's robust business model;
- Several subscriptions, excluding those allocated to various Insiders (as such term defined by the policies of the TSX Venture Exchange ("**TSXV**"), were sourced through certain finder's fee arrangements. Pursuant to these arrangements, the Company paid finder's fees in the aggregate amount of \$179,337 and issued 597,787 non-transferable broker warrants (each, a "**Broker Warrant**") to Leede Financial Inc, with a minor amount of that aggregate to Research Capital Corporation, with each Broker Warrant exercisable for a period of 36 months following the closing date of the Financing and entitling the holder thereof to acquire one Common Share at an exercise price of \$0.30 per Common Share; and
- Assuming full exercise of the Warrants and Broker Warrants, an additional \$5.5 million would be deposited into the Company's treasury.

"We are delighted by the continued support of Northstar's vision by both our existing long-term and now new strategic shareholders of the Company," commented Aidan Mills, President & CEO. "This infusion of capital will support both the transition to commercial operations for the Calgary facility and the continued business development of our expansion targets. With our technology proven, we are fast approaching the inflection point characterized by commercial production in Calgary and expansion plan certainty for Hamilton and US#1."

A total of 24,451,115 securities were issued pursuant to the Financing, including 11,926,664 Common Shares, an equivalent number of Warrants and 597,787 Broker Warrants. Following completion of the Financing, 149,403,649 Common Shares are issued and outstanding. All securities issued in connection with the Financing are subject to a four month and a day statutory hold period expiring November 26, 2025, in accordance with applicable securities legislation. While the Company has received conditional approval of the Financing from the TSXV, closing remains subject to final acceptance by the TSXV.

The participation of the Insiders in the Offering 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 issuance to the Insiders of the Units is exempt from the valuation requirement of MI 61-101 by virtue of the exemption contained in section 5.5(a) 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, as the fair market value of the consideration of the securities issued to the related parties did not exceed 25% of the Company's market capitalization.

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 state in which such offer, solicitation or sale would be unlawful. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended (the "1933 Act") and may not be offered or sold to, or for the account or benefit of, persons in the United States or "U.S. persons" (as such term is defined in Regulation S under the 1933 Act) absent registration or an applicable exemption from the registration requirements of the 1933 Act any application state securities laws.

About Northstar

Northstar is a Canadian waste to value technology company focused on the sustainable recovery and reprocessing of asphalt shingles. Northstar developed and owns a proprietary design process for taking discarded asphalt shingles, otherwise destined for already over-crowded landfills, and extracts the liquid asphalt for use in new hot mix asphalt shingle manufacturing and asphalt flat roof systems while also extracting 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 with its first commercial scale up facility in Calgary, Alberta. As an emerging innovator in sustainable processing, Northstar's mission aims at leading the recovery and reprocessing of asphalt shingles in North America that would otherwise be sent to landfill addressing numerous stakeholder objectives.

U.S. investors can find current financial disclosure and Real-Time Level 2 quotes for the Company on <https://www.otcmarkets.com/>.

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 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. The TSX Venture Exchange 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", "aim", "objective", seeks or similar expressions. Forward-looking statements in this press release include, but are not limited to, statements concerning: (i) Northstar's plans to reprocess used shingles into their component parts in the inaugural commercial facility in Calgary; (ii) future proceeds upon Warrant exercise; (iii) the anticipated use of proceeds of the Financing; (iv) proceeds from the Financing being sufficient to meet Emission Reduction Alberta Milestone 3 production threshold; (v) the receipt of final acceptance from the TSXV for the Financing; (vi) Northstar's ability and plans related to future capital raising and expansion activities; and (vii) 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 to factors beyond the control of the Company; inability of the Company to execute on its business plans; the Company may require additional financing which may not be obtainable or on favourable terms; economic uncertainty; and the 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+. 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, expected or aimed. 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 does not assume any obligation, to update the forward-looking statements except as otherwise required by applicable law.

SOURCE Northstar Clean Technologies Inc.

☐ View original content to download multimedia:

<http://www.newswire.ca/en/releases/archive/July2025/28/c4371.html>

%SEDAR: 00052060E

For further information: Northstar Investor Relations Inquiries: Kin Communications, Phone: 604 684 6730, Email: ROOF@kincommunications.com

CO: Northstar Clean Technologies Inc.

CNW 07:00e 28-JUL-25