

This Offering Document under the Listed Issuer Financing Exemption (the “**Offering Document**”) constitutes an offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities and to those persons to whom they may be lawfully offered for sale. This Offering Document is not, and under no circumstances is to be construed as a prospectus or advertisement or a public offering of these securities.

The securities offered under this Offering Document have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any state securities laws, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This Offering Document does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States or to, or for the benefit of, U.S. persons or persons in the United States. “United States” and “U.S. person” have the meanings ascribed to them in Regulation S under the U.S. Securities Act.

AMENDED OFFERING DOCUMENT

UNDER THE LISTED ISSUER FINANCING EXEMPTION

November 16, 2023



CLEANGO INNOVATIONS INC.

(the “**Issuer**”)

PART 1 SUMMARY OF OFFERING

What are we offering?

Offering:	A minimum of 750,000 units (each, a “ Unit ”) and a maximum of 1,166,670 Units at a price of \$0.60 per Unit. Each Unit is comprised of one common share in the capital of the Issuer (each, a “ Common Share ”) and one common share (each, a “ Warrant Share ”) purchase warrant (each, a “ Warrant ”) at an exercise price of \$0.90 per Common Share for a period of 36 months from the date of closing.
Offering price:	\$0.60 per Unit.
Offering amount:	A minimum of 750,000 Units (the “ Minimum Offering ”) and a maximum of 1,166,670 Units (the “ Maximum Offering ”), for minimum gross proceeds of \$450,000 and maximum gross proceeds of \$700,002 (the “ Offering ”).
Closing date:	Closing of the Offering will occur in one or more closings provided that the final closing will occur no later than December 10, 2023.

Exchanges:	The Common Shares are presently listed on the Canadian Securities Exchange (the “CSE”) under the symbol “CGII”, on the OTC under the trading symbol “CLGOF” and on the Frankfurt Stock Exchange under the trading symbol “APO2”.
Last closing price:	On October 26, 2023, the closing price of the Common Shares before the announcement of the Offering (prior to amending the offering document pursuant to this Amended Offering Document) on the CSE was \$0.65.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

CleanGo Innovations Inc. is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 Prospectus Exemptions. In connection with this offering, the issuer represents the following is true:

- **The issuer has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**
- **The issuer has filed all periodic and timely disclosure documents that it is required to have filed.**
- **The total dollar amount of this offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document, will not exceed C\$5,000,000.**
- **The issuer will not close this offering unless the issuer reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **The issuer will not allocate the available funds from this offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the issuer seeks security holder approval.**

Cautionary Note Regarding Forward-Looking Statements

This Offering Document contains “forward-looking information” regarding the Issuer’s expectations for future events including statements relating to the future development of the Issuer’s business. Forward-looking information is often, but not always, identified by the use of words such as “anticipate”, “plan”, “estimate”, “expect”, “may”, “will”, “intend”, “should”, and similar expressions.

Forward-looking information involves known and unknown risks, uncertainties, and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The actual results of the Issuer could differ materially from those anticipated in this forward-looking information as a result of regulatory decisions, competitive factors in the industries in which the Issuer operates, prevailing economic conditions, changes to the Issuer’s strategic growth plans, and other factors, many of which are beyond the control of the Issuer. Management of the Issuer believes that the expectations reflected in the forward-looking information herein are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking information should not be unduly relied upon. Any forward-looking information contained in this Offering Document represents the Issuer’s expectations as of the date hereof and is subject to change after such date. The Issuer disclaims any intention or obligation to update or revise any forward-looking information whether as a result of new information, future events, or otherwise, except as required by applicable

securities legislation. The Issuer recommends they review the risk factors set out in the Issuer's other public filings made by the Issuer with Canadian securities regulatory authorities, available on the Issuer's profile on SEDAR+ at www.sedarplus.ca.

Forward-looking statements and forward-looking information are not guarantees of future performance and are based upon a number of estimates and assumptions of management at the date the statements are made. Such factors and assumptions may include, but are not limited to: the future revenues of the Issuer; the ability for the Issuer to successfully negotiate and close product orders and Commitments (as defined herein); expected Commitments by purchasers of the Issuer's products; that the Issuer will sell up to \$708,000 (or approx. 240,000 liters) of its products at \$2.95 per liter and that the current negotiations relating to such sale will be consummated as currently anticipated; that the Issuer will be able to meet the demand associated with Commitments relating to its products; that the Issuer's research and development plans are accurate and are executed as currently planned; that the Issuer's research and development budget sustainable in the current economic climate, currency exchange rates and interest rates; favourable operating conditions, political stability, timely receipt of governmental approvals, if required, licences and permits (and renewals thereof); access to necessary financing; stability of labour markets and market conditions in general; availability of raw materials to produce the Issuer's products; estimates of costs and expenditures to complete the Issuer's programs and goals; the Issuer's ability to raise sufficient capital to fund planned operational activities and maintain corporate capacity; stability in financial and capital markets; the reliability and performance of the Issuer's commercial partners; and there being no significant disruptions affecting the development of the products of the Issuer and operations of the Issuer.

The Issuer disclaims any intention or obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required by applicable security laws.

Wherever possible, words such as "plans", "expects", or "does not expect", "budget", "scheduled", "estimates", "forecasts", "anticipate" or "does not anticipate", "believe", "intend" and similar expressions or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved, have been used to identify forward-looking information.

PART 2 SUMMARY DESCRIPTION OF THE BUSINESS

What is our business?

The Issuer was incorporated as CDN BVentures Ltd. on October 30, 2014 under the Business Corporations Act (*British Columbia*) as a wholly-owned subsidiary of a reporting issuer, Web Watcher Systems Ltd. ("**Web Watcher**"). Web Watcher entered into an Arrangement Agreement with the Issuer which was completed on October 24, 2017. The Issuer has 2 subsidiaries, APPx Technologies Inc (90.56% owned) and RewardDrop Software Inc. (100% owned). On August 27, 2021, the Issuer completed a reverse take-over business combination with Clean Go Green Go Inc. ("**CleanGo GreenGo**") wherein the Issuer acquired 100% of the issued and outstanding common shares of CleanGo GreenGo and its wholly owned subsidiary CleanGo GreenGo Inc. ("**CleanGo US**") and began trading on the CSE under the symbol "CGII".

The Issuer's principal business activity is to manufacture and sell cleaning and disinfecting and descaling solutions using a proprietary formulation which is non-toxic, biodegradable and uses no harsh chemicals to provide a green solution to buyers.

Current Products

Currently the Issuer has 3 main category's and two individual offerings of proprietary products servicing the retail market:

CleanGo Total Purpose: a proprietary formula, for total household cleaning works for the mirrors, the kitchen, bathroom, windows and more. The family safe formula enables users to clean their entire home with peace of mind. A completely non-toxic mix of plant-sourced ingredients, without caustic chemicals. The formula is biodegradable, planet-friendly, Leaping Bunny and Green Seal certified.

Available in 1 gallon and concentrate offerings.

CleanGo Fabric and Carpet: a proprietary formula, for fabrics and textiles. Cleaning works for rugs couches, clothing and more. The family safe formula enables users to clean their entire home with peace of mind. A completely non-toxic mix of plant-sourced ingredients, without caustic chemicals. The formula is biodegradable, planet-friendly, Green Seal and Leaping Bunny certified.

Available in 1 gallon or 1 liter and concentrate offerings.

CleanGo Industrial Strength: a proprietary formula, for tough stains and spills. Cleaning works grease, engines barbeques, stoves, hood fans and more. The family safe formula enables users to clean their entire workspace and fixtures with piece of mind. A completely non-toxic mix of plant-sourced ingredients, without caustic chemicals. The formula is biodegradable, planet-friendly, Green Seal and Leaping Bunny certified.

Available in 1 gallon or 1 liter and concentrate offerings.

CleanGo Sanitary Wipes: Take the power of CleanGo GreenGo's patented formula on the go. CleanGo sanitary wipes are entirely plant-based and non-toxic. Use them at the gym, in the supermarket, in your car or anyplace you could need a quick washup. Wipes have the same environmentally-friendly, planet-safe, leaping bunny and Green Seal certified ingredients as all of our other natural cleaning products.

Available in 100 wipe packages.

Cleango On the Go: Take the power of CleanGo GreenGo on the go with our On The Go conveniently-sized bottle. It contains our Total Purpose formula, useable for every general cleaning need. The bottle is TSA-sized and approved for flight travel. Perfect for cleaning up hotel rooms, removing stains from clothing on the go, or solving a spill in your rental car. Our formula is non-toxic, non-caustic, and biodegradable.

Current Pilot Projects

Industrial Blends: Issuer is developing and is testing proprietary formulations of patented technology adapted for use in the cleaning of asphalt and concrete equipment, oil production enhancement both on service and down hole solutions and other industrial applications. The Issuer is working under non-disclosure agreements with commercial partners to verify and perfect formulations that will give industrial operators a viable green product in an industry that lacks green choices. See *How will we use the available funds?* for more information on the planned execution of pilot projects.

Recent developments

On July 11, 2023, the Issuer announced that CleanGo Industrial (a division of the Issuer) introduced 14,000 liters of it's propriety CS-100 Enhanced Oil Recovery Blend (the "**CS-100 Blend**") in the Denton Texas area of Ft. Worth. The CS-100 Blend was pumped into the wellbore to clean out old polymer/LCM invasions that occurred while drilling to the Barnett in 2012. The CS-100 Blend was pumped into clean out the perforations and enhance the flow of the oil by opening up the perforations and formation channels to stimulate oil recovery in order to form a viable and economic reservoir.

On July 18, 2023, the Issuer entered into a Debt Settlement Agreement with its CEO in the amount of \$100,000 to be settled through the issuance of 285,714 Common Shares at a deemed value of \$0.35 per Common Share.

On August 16, 2023, the Issuer announced that the previous deployment of the CS-100 Blend in the Denton Texas area of Ft. Worth was successful in turning the previously damaged formation into a viable and economic reservoir.

Material Facts

There are no material facts about the securities being distributed that have not been disclosed in this offering document or in any other document filed by the Issuer in the 12 months preceding the date of this Offering

Document.

What are the business objectives that we expect to accomplish using the available funds?

The available funds will be used for (i) working capital purposes, including with respect to costs associated with developing and running pilot industrial programs; (ii) marketing; (iii) equipment and stock purchases to further develop the Issuer’s product offerings; and (iv) general corporate purposes and expenses.

The following table sets out: (i) the business objectives the Issuer expects to accomplish using the funds raised in the Offering; (ii) the significant event(s) that must occur for each business objective to be accomplished; and (iii) the anticipated time period for completion and estimated cost for each such event.

Business Objectives	Preceding significant event	Period in which event is expected to occur	Cost related to the event
Developing and execution of pilot industrial programs	Initial mark-ups and planning Identifying new verticals Product research and development life-cycle(s)	December 2023 – May 2024	\$175,000
Marketing	Sales and marketing campaign	December 2023 – April 2024	\$50,000
Equipment and stock purchases	Procurement of equipment and raw materials	January 2024 – March 2024	\$175,000
General corporate purposes and expenses	Ongoing corporate expenses	December 2023 – May 2024	\$50,000
		Total	\$450,000 ⁽¹⁾

Note:

(1) The costs and total amounts disclosed in this table relate to the use of funds raised in the Offering, assuming the minimum offering amount is raised, and does not take into account additional sources of funds from other sources (see column F below under *Use of Available Funds*), or if the maximum offering amount of \$750,000 is raised pursuant to the Offering.

PART 3 USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the offering?

Use of Available Funds

The expected availability of funds is \$450,000 and \$700,002 for the minimum offering and maximum offering, respectively.

		Assuming minimum offering	Assuming maximum offering
A	Amount to be raised by this offering	\$450,000	\$700,000

B	Selling commissions and fees	\$0	\$0
C	Estimated offering costs (e.g. legal, accounting, audit)	\$6,000	\$6,000
D	Net proceeds of offering: D=A – (B+C)	\$444,000	\$694,000
E	Working capital as at most recent month end (deficiency)	\$(607,411) ⁽¹⁾	\$(607,411) ⁽¹⁾
F	Additional sources of funding	\$708,000 ⁽²⁾	\$708,000 ⁽²⁾
G	Total available funds: G = D+E+F	\$544,589	\$794,589

Note:

- (2) As of June 30, 2023, the Issuer had a working capital deficit of \$1,302,520; on September 15, 2023, the Issuer settled certain accounts payable with insiders of the Issuer, in the aggregate amount of CAD\$235,000 and US\$24,000 by way of promissory note. This working capital figure is as at October 31, 2023.
- (3) Additional sources of funding include approximately \$708,000 in commitments (the “**Commitments**”) expected to be entered into imminently. The Issuer is currently negotiating the Commitments and assumes that such proposals will result in a settlement of commercial terms between the parties whereby the Issuer will sell its product at a price of at least \$2.95 per liter. Additionally, the Issuer is in late-stage negotiations with various commercial parties to which it expects to consummate agreements with in the near-term. The Issuer expects to announce these Commitments as they are entered into. The Issuer expects that the total available funds are sufficient to meet its business objectives and liquidity requirements for a period of 12 months following the distribution See “*Cautionary Note Regarding Forward-Looking Statements.*”

How will we use the available funds?

The Issuer intends to use the available funds as follows:

Description of intended use of available funds listed in order of priority	Assuming minimum offering	Assuming maximum offering
Industrial Pilot Programs	\$175,000	\$275,000
Marketing	\$50,000	\$100,000
Equipment and Stock Purchase	\$275,000	\$375,000
Working Capital	\$44,589	\$44,589
Total:	\$544,589	\$794,589

The Issuer anticipates using more than 10% of available funds raised under the Offering for research and development purposes, as it relates to its industrial pilot program. Over the next 12 to 18 months, the Issuer anticipates testing its products for use in new industrial cleaning and remediation applications, such as asphalt, concrete, chemical laboratories, additional verticals in the oil and gas sector and other target markets that may present themselves.

Using \$554,589 of the minimum offering amount of funds raised under the Offering and additional sources of funding, the Issuer will expand its pilot projects with commercial partners and expects, with the information gathered from its pilot projects, to create new formulations of its products to apply to a wider customer base. During the 12 – 18 month periods, the Issuer expects to spend approx. \$175,000 testing its products on industrial cleaning and remedial applications such as asphalt, concrete, chemical laboratories and additional verticals in the oil and gas sector (as well as any other target markets that are compelling to the Issuer), approx. \$175,000 on continued development and formulation of its products based on results received from the foregoing testing research, approx. \$100,000 for third-party contractors, salaries to employees and travel associated with the planned research and development.

The Issuer expects the majority of the research and development associated with its pilot programs to be completed by the Issuer, but, in some instances, subcontractors may be engaged.

In order to commercialize new applications for the Issuer’s products, each product must go through an initial

testing phase, modification phase (where the product is adapted to the specific application), retesting phase to ensure the product is behaving as anticipated and the final optimal formulation and production phase where the product is produced in a mass scale. The Issuer expects that each new commercial application will cost approximately \$100,000.

The above-noted allocation of capital and anticipated timing represents the Issuer's current intentions based upon its present plans and business condition, which could change in the future as its plans and business conditions evolve. Although the Issuer intends to expend the proceeds from this Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Issuer's ability to execute on its business plan. The Issuer's audited financial statements include a going concern note in connection with uncertainty related to certain events and conditions that may cast significant doubt upon the Issuer's ability to continue as a going concern. Notwithstanding the going concern note, the Offering will provide the Issuer with sufficient capital to meet its ongoing liquidity requirements over the next 12 months.

Use of Funds from Previous Financings

How have we used the other funds we have raised in the past 12 months?

The following table sets out the particulars of how the Issuer used proceeds from financings in the past 12 months, as well as an explanation of the variances, if any, from the Issuer's anticipated use of proceeds as disclosed in documents previously filed with securities commissions or similar authorities in Canada, and the impact of any variances on the Issuer's ability to achieve its business objectives and milestones:

Financing details	Proposed use of funds	Actual use of funds	Variance and Impact of the variances on the Issuer's ability to achieve business objectives
Non-Brokered Private Placement of 250,000 units, consisting of one common share and one common share purchase warrant ⁽¹⁾	Working capital	Working capital: \$75,000.00	No variance.
Non-Brokered Private Placement of Convertible Note Units for gross proceeds of \$200,000 ⁽²⁾	Inventory, marketing expenses and working capital	Working Capital: \$200,000	No variance.

Note:

- (1) Unit offering of 250,000 units, for aggregate gross proceeds of \$75,000, with each unit being comprised of one common share and one common share purchase warrant, with each warrant exercisable at \$0.40 per common share purchase warrant for a period of 2 years.
- (2) Convertible Note Units comprised of convertible notes in multiples of CAD\$1,000 of principal and 2,500 common share purchase warrants per CAD\$1,000 of principal. The notes bear interest at rate of 1.5% per month and principal and accrued interest are repayable in common shares of the Issuer at a conversion price of \$0.375 per share at maturity 24 months from the date of issuance or at the time of earlier conversion at the option of either the noteholder or the Issuer. If the noteholder elects to convert within the first year, the payment of interest will be waived. Each warrant entitles the holder to acquire one common share of the Issuer at an exercise price of CAD\$0.40 per share for a period of two years from issuance.

PART 4 FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?

The Offering is non-brokered. The Issuer has not engaged any dealers or finders in connection with this Offering and the Issuer does not anticipate compensating any dealers or finders in connection with the Offering.

Dealer Conflicts

Do the Agents have a conflict of interest?

Not applicable.

PART 5 PURCHASER'S RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right:

- a) to rescind your purchase of these securities with CleanGo Innovations Inc., or
- b) to damages against CleanGo Innovations Inc. and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

PART 6 ADDITIONAL INFORMATION

Where can you find more information about us?

You can access the Issuer's continuous disclosure at www.sedarplus.ca. You can find out more information about the Issuer at www.cleangoinnovations.com.

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This Offering Document, together with any document filed under Canadian securities legislation on or after November 16, 2022, such date being twelve months before the date of this Offering Document, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

DATED: November 16, 2023

CLEANGO INNOVATIONS INC.

Per: /s/ Anthony Sarvucci
Anthony Sarvucci
Chief Executive Officer

Per: /s/ Paula Sarvucci
Paula Sarvucci
Chief Financial Officer