

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Aduro Clean Technologies Inc. (the "**Company**")
Suite 104, 1086 Modeland Road
Sarnia, Ontario, Canada, N7S 6L2

Item 2 Date of Material Change

May 14, 2021.

Item 3 News Release

The news release dated May 18, 2021 was disseminated via Accesswire.

Item 4 Summary of Material Change

The Company announced that it has closed its previously announced non-brokered unit offering (the "**Offering**") to identified strategic investors for net proceeds of \$2,099,277.

The Company issued an aggregate of 3,816,869 units of the Company (each, a "**Unit**") at a price of \$0.55 per Unit, with each Unit consisting of one common share of the Company (each, a "**Common Share**") and one-half of one common share purchase warrant (each whole common share purchase warrant, a "**Warrant**"), with each Warrant being exercisable to acquire one Common Share at an exercise price of \$0.80 per Common Share for a term of 24 months from the date of issuance following the closing of the Offering (the "**Closing**").

The Warrants are also subject to an acceleration right held by the Company if the Common Shares have a closing price of over \$1.00 per Common Share for a period of ten (10) trading days on the Canadian Securities Exchange (or such other exchange on which the Common Shares may be traded at such time) for a period of ten (10) consecutive trading days at any time from the date that is four months and one day after the Closing. All securities issued pursuant to the Offering are subject to applicable resale restrictions, including a four month hold from the date of issuance.

The Company paid cash finder's fees of \$76,674.26 and issued 126,681 share purchase warrants (the "**Finder's Warrants**") to certain finders in connection with the Offering. Each Finder's Warrant is exercisable into one Common Share at a price of \$0.80 per Common Share for a period of two years after the Closing.

The net proceeds of the Offering will be used for advancement of commercialization of the Company's Hydrochemolytic™ cleantech platform, patent management, and general working capital purposes.

Item 5 Full Description of Material Change

See Item 4 above for a detailed description of the material change.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Ofer Vicus, Chief Executive Officer
Telephone: 604-362-7011

Item 9 Date of Report

May 20, 2021