

**NOTICE**  
**NATIONAL INSTRUMENT 51-102**  
**CHANGE IN CORPORATE STRUCTURE**

This notice is provided pursuant to the requirements of Section 4.9 of National Instrument 51-102 – *Continuous Disclosure Obligations*.

**Item 1: Names of the Parties to the Transaction**

Aduro Clean Technologies Inc. (formerly “Dimension Five Technologies Inc.”) (the “**Company**”), Aduro Energy Inc. (“**Aduro Energy**”) and the securityholders of Aduro (the “**Vendors**”).

**Item 2: Description of the Transaction**

On April 23, 2021, the Company completed its acquisition (the “**Transaction**”) of all of the issued and outstanding shares of Aduro from the Vendors pursuant to a securities exchange agreement dated October 22, 2020, as amended (the “**Agreement**”). The Transaction, which was an arm’s length acquisition, constituted a “fundamental change” for the Company under the policies of the Canadian Securities Exchange. On Closing of the Transaction, the Company completed a 3:1 consolidation (the “**Consolidation**”) of its issued and outstanding common shares (the “**Shares**”) and changed its name to “Aduro Clean Technologies Inc.” In consideration for the Transaction, the Company issued (a) an aggregate of 13,333,328 post-Consolidation Shares (the “**Consideration Shares**”), *pro rata*, to the Vendors at a deemed price of \$0.15 per Consideration Share; (b) 26,666,656 post-Consolidation special warrants (the “**Special Warrants**”), which are divided equally between class A Special Warrants and class B Special Warrants, at a deemed price equal to the greater of (i) 0.65 times the volume weighted average trading price of the post-Consolidation Shares for the five trading days prior to the First Milestone Achievement Date (as defined herein), and (ii) \$0.15 per post-Consolidated Share; and, (c) 2,813,357 post-Consolidation common share purchase warrants (the “**Warrants**”). The Warrants are exercisable on cashless basis at a price of \$0.50 per Share on a post-Consolidation basis for a period of 48 months from the date of Closing, subject to an acceleration provision.

Details with respect to the Transaction are disclosed in the Company’s Form 2A Listing Statement which was filed on SEDAR, at [www.sedar.com](http://www.sedar.com), on April 28, 2021 (the “**Filing Statement**”), and in the Company’s press releases dated July 14, 2020, October 23, 2020 and April 28, 2021 and material change reports dated July 21, 2020, October 26, 2020 and April 28, 2021, both of which are also available on SEDAR.

**Item 3. Effective Date of the Transaction**

April 23, 2021.

**Item 4. Names of Each Party That Ceased to be a Reporting Issuer Subsequent to the Transaction and of Each Continuing Entity**

The Company continues to be a reporting issuer in the Provinces of British Columbia and Ontario.

**Item 5. Date of the Reporting Issuer's First Financial Year-End Subsequent to the Transaction**

Following the Transaction, the financial year end of the Company remained at May 31. Following the Transaction, the year end of the subsidiary, Aduro Energy, was changed to May 31 to match the Company.

**Item 6. Periods, Including the Comparative Periods, if any, of the Interim and Annual Financial Statements Required to be Filed For The Reporting Issuer's First Financial Year Subsequent To The Transaction**

Interim financial statements for the Company's subsidiary, Aduro Energy, as of February 28, 2021.

**Item 7. Documents Which Were Filed Under National Instrument 51-102 that Describe the Transaction and Where Those Documents Can Be Found In Electronic Format**

- News Release dated July 14, 2020, filed on July 14, 2020
- News Release dated October 23, 2020, filed on October 26, 2020
- News Release dated April 6, 2021, filed on April 6, 2021
- Listing Statement dated April 27, 2021 filed on April 28, 2021

Each of the foregoing is available under the profile of the Company at [www.sedar.com](http://www.sedar.com).

**Item 8. Date of Report**

July 26, 2021.

**ADURO CLEAN TECHNOLOGIES S INC.**

*"Donnacha Rahill"*

---

Donnacha Rahill  
Chief Financial Officer