

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

December 29, 2022

Item 3 News Release

The news release dated December 29, 2022 was disseminated via GlobeNewswire.

Item 4 Summary of Material Change

The Company granted (the “**Grant**”) an aggregate of 2,075,000 stock options (each, an “**Option**”) to purchase up to 2,075,000 common shares of the Company to certain directors, officers, employees and consultants of the Company. The Options are exercisable for a period of 5 years from the date of Grant at a price of \$1.00 per common share. 1,775,000 Options will vest on a monthly basis over a period of two years from the date of Grant and 300,000 Options will vest immediately.

The Company also awarded (the “**Award**”) 150,000 restricted share units (“**RSUs**”) of the Company to an officer of the Company pursuant to the Company’s new Omnibus Equity Incentive Plan (the “**Plan**”) which will be brought before the shareholders for ratification and approval at the Company’s next annual general meeting (the “**AGM**”). Each RSU represents the right to receive, once vested, one common share in the capital of the Company. All of the RSUs will vest immediately upon the date of Award.

All 2,075,000 of the Options, the common shares underlying such Options, 150,000 RSUs and common shares underlying such RSUs are subject to a hold period of four months and one day from the date of issuance.

None of the securities acquired in the Grant or Award will be registered under the United States Securities Act of 1933, as amended (the “**1933 Act**”), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This news release shall not constitute an offer to sell or solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

Item 5 Full Description of Material Change

The material change is fully described in Item 4 above and in the attached news release which has been filed on SEDAR.

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

December 29, 2022