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These securities have not been registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or for the account or benefit of U.S. persons or persons in the United States. This Offering Document does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities within the United States or to, or for the account or 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. No sales of securities will be made into the United States pursuant to this Offering Document.

June 10, 2024

AMENDED OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION



ADURO CLEAN TECHNOLOGIES INC. (the “Company” or “Aduro”)

SUMMARY OF OFFERING

What are we offering?

Offering:	Units at a price of \$1.30 per unit (each, a “ Unit ”). Each Unit consists of one (1) common share in the capital of the Company (each, a “ Common Share ”) and one-half (1/2) of one Common Share purchase warrant (each whole warrant, a “ Warrant ”). Each Warrant is exercisable into one (1) Common Share (each, a “ Warrant Share ”) at a price of \$1.60 per Warrant Share for a period of two (2) years, provided that if the Common Shares have a closing price on the Canadian Securities Exchange (the “ CSE ”) (or such other securities exchange on which the Common Shares may be traded at such time) of \$1.90 or greater per Common Share for a period of ten (10) consecutive trading days at any time after the issuance of the Warrant, then the Company may accelerate the expiry date of the Warrants by giving notice to the holders thereof (by disseminating a news release advising of the acceleration of the expiry date of the Warrants) and, in such case, the Warrants will expire on the thirtieth (30 th) day after the date of such notice.
Offering Price:	\$1.30 per Unit (the “ Issue Price ”).
Offering Amount:	A minimum of 1,538,462 Units and a maximum of 2,711,538 Units, for minimum gross proceeds of \$2,000,001 and maximum gross proceeds of \$3,525,000 (the “ Offering ”).
Closing Date:	On or about June 14, 2024 (the “ Closing Date ”).
Exchange:	The Common Shares are listed on the Canadian Securities Exchange (“ CSE ”) under the trading symbol “ACT”, on the OTCQB Venture Market (“ OTCQB ”) under the trading symbol “ACTHF” and on the Frankfurt Stock Exchange under the trading symbol “9D50”.
Last Closing Price:	The last closing price of the Common Shares on the CSE, on the OTCQB and on the Frankfurt Stock Exchange on June 10, 2024 was \$1.31, US\$0.945 and €0.854, respectively.

Description of the Common Shares

The holders of Common Shares are entitled to one vote for each Common Share held at all meetings of Shareholders, to receive dividends if, as and when declared by the Board, and to participate in any distribution of property or assets upon the liquidation, winding-up or other dissolution of the Company. The Common Shares carry no pre-emptive rights, conversion or exchange rights, or redemption, retraction, repurchase, sinking fund or purchase fund provisions. There are no provisions requiring a holder of Common Shares to contribute additional capital, and no restrictions on the issuance of additional securities by the Company. There are no restrictions on the repurchase or redemption of Common Shares by the Company except to the extent that any such repurchase or redemption would render the Company insolvent.

Description of the Warrants

Each Warrant will entitle the holder thereof to acquire one Warrant Share at an exercise price of \$1.60 per Warrant Share at any time prior to 5:00 p.m. (Vancouver time) on the date that is two (2) years from the Closing Date, after which time each outstanding Warrant will expire (the “**Expiry Date**”), subject to accelerated expiry as described herein. Warrants not exercised prior to 5:00 p.m. (Vancouver time) on the Expiry Date will be void and of no value.

If the closing price of the Company’s Common Shares on the CSE (or such other securities exchange on which the Common Shares may be traded at such time) is \$1.90 or greater per Common Share for a period of ten (10) consecutive trading days at any time after the issuance of the Warrants, then the Company may accelerate the Expiry Date of the Warrants by giving notice to the holders thereof (by disseminating a news release advising of the acceleration of the expiry date of the Warrants) and, in such case, the Warrants will expire on the thirtieth (30th) day after the date of such notice.

The certificates representing the Warrants (each, a “**Warrant Certificate**”) will provide, in the event of certain alterations of the Common Shares, that the number of Warrant Shares which may be acquired by a holder of Warrants upon the exercise thereof will be accordingly adjusted for the number and price of the securities issuable upon the occurrence of certain events including but not limited to any subdivision, consolidation, or reclassification of the Common Shares, payment of dividends outside of the ordinary course, or amalgamation/merger of the Company.

No fractional Warrant Shares will be issuable to any holder of Warrants upon the exercise thereof, and no cash or other consideration will be paid in lieu of fractional Warrant Shares. The holding of Warrants will not make the holder thereof a shareholder or entitle such holder to any right or interest in respect of the Warrant Shares except as expressly provided in the Warrant Certificate. Holders of Warrants will not have any voting or pre-emptive rights or any other rights enjoyed by shareholders.

The Warrants will not be listed on the CSE and there is currently no market through which the Warrants may be sold and purchasers may not be able to resell the Warrants comprising part of the Units that are purchased under this Offering Document. This may affect the pricing of the Warrants in the secondary market, the transparency and availability of trading prices, and the liquidity of the Warrants.

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.

The Company 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 \$10,000,000;
- 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; and
- 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 STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This offering document contains “forward-looking information” within the meaning of applicable Canadian securities laws, which is based upon the Company’s current internal expectations, estimates, projections, assumptions and beliefs. The forward-looking information included in this offering document is made only as of the date of this offering document. Such forward-looking statements and forward-looking information include, but are not limited to, statements concerning the planned timeline for development and commercialization of the Company’s technology, including development timelines and anticipated costs; the Company’s expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; the completion of the Offering and the expected Closing Date. Forward-looking statements or forward-looking information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to the Company. Such forward-looking statements and forward-looking information often, but not always, can be identified by the use of words such as “plans”, “expects”, “potential”, “is expected”, “anticipated”, “is targeted”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

Forward-looking statements or forward-looking information are subject to a variety of risks and uncertainties, which could cause actual events or results to differ from those reflected in such forward-looking statements and forward-looking information, including, without limitation, risks with respect to: the Company’s limited operating history upon which an evaluation of the Company and its prospects can be based; the Company’s ability to generate profits; the Company’s ability to manage growth; the adverse effect of competitors on the Company’s operation, strategies and profitability; the Company’s ability to successfully develop, protect and commercialize its technology; the operational risks against which the Company may not be insured against or for which insurance is not available; the impact of negative cash flows on the Company’s operations and how, if the Company is unable to obtain further financing, the Company’s business operations may fail; the impact of strong market fluctuation that can negatively affect the pricing of commodities such as biofuels or crude oils; the impact of government regulations that can negatively affect economic justifications and or models; other risks described from time to time in the Company’s documents filed with Canadian securities regulatory authorities; and the impact COVID-19 has on the Company’s ability to raise capital, successfully develop, and commercialize its technology; the volatility of the capital markets and commodities prices, specifically those related to various renewable fuels; dilution as a result of future issuances of equity securities; conflict of interests of the Company’s directors and officers, as applicable; adverse impacts on the Company’s reported results of operations as a result of adopting new accounting standards or interpretations; changes in accounting standards and subjective assumptions, estimates and judgments by management related to complex accounting matters; environmental risks; litigation risks; volatility in the price of the Common Shares; potential dilution of present and prospective shareholdings; currency risks; financial reporting standards; and climate change.

This list is not exhaustive of the factors that may affect any of the Company’s forward-looking statements or forward-looking information. Forward-looking information includes statements about the future and are inherently uncertain, and the Company’s actual achievements or other future events or conditions may differ materially from those reflected in the forward-looking information due to a variety of risks, uncertainties and other factors, including, without limitation, those referred to in this Company’s continuous disclosure filings available at www.sedarplus.ca

The Company provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

Aduro is an early-stage, Ontario-based clean technology company that has developed a highly flexible chemical recycling platform featuring three technologies: Hydrochemolytic™ Plastics Upcycling (“HPU”), Hydrochemolytic™ Bitumen Upgrading (“HBU”), and Hydrochemolytic™ Renewables Upgrading (“HRU”). As of today, through acquisition and development, the Company owns eight patents, seven granted and one pending. Aduro currently directs its Hydrochemolytic™ Technology (“HCT”) platform toward these three principal application areas.

The Company’s technology transforms lower-value feedstocks into useful, higher-value chemical feedstocks and fuels. Although Aduro’s technology can be implemented in stand-alone operations, management believes its greatest economic relevance and impact is achieved through integration into thermal operation infrastructure at existing plants. Accordingly, the Company aims to create strategic partnerships to demonstrate and implement the technology through licensing arrangements.

Recent Developments

On May 29, 2024, the Company announced a non-brokered private placement, consisting of a minimum of 1,538,462 units of the Company (each, a “Unit”) and a maximum of 1,923,080 Units, at a price of \$1.30 per Unit, for gross proceeds of a minimum of \$2,000,001 and a maximum of \$2,500,004, pursuant to the listed issuer financing exemption under Part 5A of NI 45-106 *Prospectus Exemptions*.

On May 17, 2024, the Company issued 165,000 Common Shares upon the exercise of 150,000 stock options and 15,000 Common Share purchase warrants at a price of \$1.00 per Common Share, for total aggregate consideration of \$120,000.

On May 8, 2024, the Company issued 25,000 Common Shares upon the exercise of 25,000 Common Share purchase warrants at a price of \$0.50 per Common Share, for total aggregate consideration of \$12,500.

On April 26, 2024, the Company issued 148,368 Common Shares upon the exercise of 148,368 Common Share purchase warrants at a price of \$1.00 per Common Share, for total aggregate consideration of \$148,368.

On April 19, 2024, the Company issued 160,999 Common Shares upon the exercise of 160,999 Common Share purchase warrants, with 85,000 Common Shares issued at a price of \$1.00 per Common Share and 75,999 Common Shares issued at a price of \$0.50 per Common Share, for total aggregate consideration of \$122,999.50.

On April 16, 2024, the Company issued 194,930 Common Shares upon the exercise of 43,500 stock options and 151,430 Common Share purchase warrants at a price of \$1.00 per Common Share, for total aggregate consideration of \$194,930.

On April 8, 2024, the Company issued 506,284 Common Shares upon the exercise of 506,284 Common Share purchase warrants at a price of \$1.00 per Common Share, for total aggregate consideration of \$506,284.

On March 28, 2024, the Company issued 171,756 Common Shares upon the exercise of 171,756 Common Share purchase warrants at a price of \$1.00 per Common Share, for total aggregate consideration of \$171,756.

On March 27, 2024, the Company announced the onboarding of a leading, multinational building materials company (“**MBM Company**”) to its Customer Engagement Program (“**CEP**”). MBM Company has extensive manufacturing operations across over 20 countries and a global distribution reach. MBM Company is recognized for its vast range of building materials and is dedicated to promoting sustainability through material circularity, emphasizing the recycling and reuse of materials across its product lines. Their extensive product line includes solutions for infrastructure, energy systems, municipal sewer, ventilation, and water treatment. The engagement will begin with

a technical evaluation project focused on assessing the potential of HCT for recycling crosslinked polymers, a key material in the client's product range. The test samples will be sourced from waste streams at the client's production facilities.

On March 22, 2024, the Company issued 431,965 Common Shares upon the exercise of 431,965 Common Share purchase warrants, with 430,215 Common Shares issued at a price of \$1.00 per Common Share and 1,750 Common Shares issued at a price of \$1.30 per Common Share, for total aggregate consideration of \$432,490.

On March 14, 2024, the Company issued 329,284 Common Shares upon the exercise of 329,284 Common Share purchase warrants at a price of \$1.00 per Common Share, for total aggregate consideration of \$329,284.

On March 8, 2024, the Company issued 187,302 Common Shares upon the exercise of 44,000 stock options and 143,302 Common Share purchase warrants, with 143,302 Common Shares issued at a price of \$1.00 per Common Share and 44,000 Common Shares issued at a price of \$0.72 per Common Share, for total aggregate consideration of \$174,982.

On March 5, 2024, the Company announced the onboarding of a leading, global multinational food packaging company ("**MFP Company**") to its CEP. MFP Company operates in over 15 countries and is a prominent player in the global food processing and distribution sector, boasting a portfolio of well-known brands. At the core of its operations, MFP Company integrates environmental, social, and governance (ESG) principles, focusing on innovation and efficiency. The MFP Company is dedicated to recycling or recovering 90% of its solid waste and aims to reduce plastic use, increase the use of biodegradable and recycled materials, and minimize the use of virgin plastic. The technical evaluation project is focused on assessing the potential of HCT for recycling the MFP Company's plastic waste from food packaging. Through this collaboration, the Company is conducting direct tests of HCT on the specific types of plastic waste produced by MFP Company with the objective of showcasing the technology's effectiveness and gaining a deeper understanding of the unique waste management challenges faced by the food industry. The goal is to highlight the advantages of HCT to MFP Company and develop a customized chemical recycling solution tailored to the specific needs for recycling food packaging plastic waste, positioning HCT as a viable solution for advanced recycling in the food industry.

On February 29, 2024, the Company issued 56,945 Common Shares upon the exercise of 56,945 Common Share purchase warrants at a price of \$1.00 per Common Share, for total aggregate consideration of \$56,945.

On February 23, 2024, the Company issued 105,000 Common Shares upon the exercise of 105,000 Common Share purchase warrants, with 55,000 Common Shares issued at a price of \$1.00 per Common Share and 50,000 Common Shares issued at a price of \$1.30 per Common Share, for total aggregate consideration of \$120,000.

On February 16, 2024, the Company issued 446,271 Common Shares upon the exercise of 37,500 stock options and 408,771 Common Share purchase warrants, with 280,142 Common Shares issued at a price of \$0.50 per Common Share, 128,629 Common Shares issued at a price of \$1.00 per Common Share, and 37,500 Common Shares issued at a price of \$0.65 per Common Share, for total aggregate consideration of \$293,075.

On February 9, 2024, the Company issued 62,500 Common Shares upon the exercise of 45,000 stock options and 17,500 Common Share purchase warrants, with 17,500 Common Shares issued at a price of \$1.30 per Common Share and 45,000 Common Shares issued at a price of \$0.75 per Common Share, for total aggregate consideration of \$56,500.

On February 2, 2024, the Company issued 124,492 Common Shares upon the exercise of 37,500 stock options and 86,992 Common Share purchase warrants, with 26,492 Common Shares issued at a price of \$0.50 per Common Share, 60,500 Common Shares issued at a price of \$1.00 per Common Share, and 37,500 Common Shares issued at a price of \$0.65 per Common Share, for total aggregate consideration of \$98,121.

On January 24, 2024, the Company issued 24,143 Common Shares upon the exercise of 24,143 Common Share purchase warrants at a price of \$1.00 per Common Share, for total aggregate consideration of \$24,143.

On January 19, 2024, the Company issued 237,322 Common Shares upon the exercise of 30,000 stock options and 207,322 Common Share purchase warrants, with 159,858 Common Shares issued at a price of \$0.50 per Common Share, 47,464 Common Shares issued at a price of \$1.00 per Common Share, and 30,000 Common Shares issued at a price of \$0.75 per Common Share, for total aggregate consideration of \$149,893.

On January 11, 2024, the Company issued 228,200 Common Shares upon the exercise of 228,200 Common Share purchase warrants, with 203,200 Common Shares issued at a price of \$1.00 per Common Share and 25,000 Common Shares issued at a price of \$1.30 per Common Share, for total aggregate consideration of \$235,700.

On January 10, 2024, the Company issued 191,428 Common Shares upon the exercise of 75,000 stock options and 116,428 Common Share purchase warrants, with 75,000 Common Shares issued at a price of \$1.05 per Common Share, 91,428 Common Shares issued at a price of \$1.00 per Common Share, and 25,000 Common Shares issued at a price of \$1.30 per Common Share, for total aggregate consideration of \$202,678.

On January 5, 2024, the Company issued 155,000 Common Shares upon the exercise of 50,000 stock options and 105,000 Common Share purchase warrants, with 50,000 Common Shares issued at a price of \$0.75 per Common Share and 105,000 Common Shares issued at a price of \$1.00 per Common Share, for total aggregate consideration of \$142,500.

On January 3, 2024, the Company issued 302,151 Common Shares upon the exercise of 302,151 Common Share purchase warrants, with 40,160 Common Shares issued at a price of \$0.50 per Common Share and 261,991 Common Shares issued at a price of \$1.00 per Common Share, for total aggregate consideration of \$282,071.

On December 13, 2023, the Company issued 100,000 Common Shares upon the exercise of 100,000 Common Share purchase warrants, with 50,000 Common Shares issued at a price of \$0.50 per Common Share and 50,000 Common Shares issued at a price of \$1.00 per Common Share, for total aggregate consideration of \$75,000.

On November 30, 2023, the Company announced the expansion of the phase one testing scope with the CEP participant mentioned above. The additional testing included a more diverse range of waste plastic materials, specifically targeting those with higher concentrations of PET, polyurethane, metals, and other challenging contaminants. This testing expansion indicated the participant's interest in assessing the broader capabilities of the Company's technology. The expanded scope provides important data that will support the Company's development and scale-up program as well as increase the respective project funding committed for phase one testing.

On November 29, 2023, the Company granted an aggregate of 225,000 stock options to purchase up to 225,000 Common Shares of the Company to certain directors and employees of the Company. The options are exercisable for a period of 5 years from the date of grant at a price of \$1.09 per Common Share. The options will vest on a monthly basis over a period of two years from the date of grant. The Company also awarded 150,000 restricted share units ("RSUs") of the Company to an officer of the Company pursuant to the Company's Omnibus Equity Incentive Plan which was approved by the shareholders of the Company at the annual general meeting held on February 23, 2023. 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.

On November 29, 2023, the Company issued 1,363,787 Common Shares upon the exercise of 1,363,787 Common Share purchase warrants at a price of \$0.50 per Common Share, for total aggregate consideration of \$681,893.50.

On November 22, 2023, the Company issued 100,000 Common Shares upon the exercise of 100,000 Common Share purchase warrants at a price of \$0.50 per Common Share, for total aggregate consideration of \$50,000.

On November 1, 2023, the Company issued 35,700 Common Shares upon the exercise of 35,700 Common Share purchase warrants at a price of \$1.00 per Common Share, for total aggregate consideration of \$35,700.

On October 25, the Company issued 203,212 Common Shares upon the exercise of 203,212 Common Share purchase warrants at a price of \$0.50 per Common Share, for total aggregate consideration of \$101,606.

On October 13, 2023, the Company issued 235,715 Common Shares upon the exercise of 235,715 Common Share purchase warrants, with 135,715 Common Shares issued at a price of \$1.00 per Common Share and 100,000 Common Shares issued at \$0.50 per Common Share, for total aggregate consideration of \$185,715.

On October 11, 2023, the Company announced the addition of two new participants to its CEP. The confidential participants are large global petrochemical leaders with significant influence in the chemicals and plastics sector that extends into the global energy market. As part of the paid engagement, the participants will contribute funding to support the work being conducted by Aduro while also providing the opportunity for Aduro to perform analysis and experimentation using diverse waste polymers sourced from different locations and businesses across the world, each with varying compositions and contaminant levels.

On October 3, 2023, the Company issued 55,715 Common Shares upon the exercise of 55,715 Common Share purchase warrants at a price of \$1.00 per Common Share, for total aggregate consideration of \$55,715.

On September 28, 2023, the Company issued 50,000 Common Shares upon the exercise of 50,000 Common Share purchase warrants at a price of \$1.00 per Common Share, for total aggregate consideration of \$50,000.

On September 11, 2023, the Company granted an aggregate of 750,000 stock options to purchase up to 750,000 common shares of the Company to certain directors, employees and a contractor of the Company. The options are exercisable for a period of 5 years from the date of grant at a price of \$1.09 per Common Share. The options vest on a monthly basis over a two-year period commencing on September 11, 2023.

On September 11, 2023, the Company issued 150,000 Common Shares upon the immediate vesting of 150,000 RSUs on the date of the award, being September 11, 2023.

On September 5, 2023, the Company announced that it had passed the midpoint of its project as part of the Shell GameChanger program with the successful completion of the first three of six phases. The tasks outlined for the first three phases involved evaluating the performance of HCT using pure and mixed plastic feeds, measuring the impact of HCT when contaminants are present, and understanding and optimizing the key additives in the process for effectiveness and economics. All three phases achieved results that aligned with mutually agreed performance targets. As mentioned above, in July 2023, the Company initiated commissioning runs of the R2 Plastic reactor for Hydrochemolytic™ Plastic Upcycling. The commissioning aligns well with the performance targets outlined for phase four. During this phase the Company intends on demonstrating the efficiency of HCT process in a continuous flow set-up, focusing on operability, product quality, and yield. Additionally, the Company will be examining how the process transitions from batch to a continuous system and evaluating the 'tunability' to maximize naphtha cracker feed yield.

On August 29, 2023, the Company issued 150,000 Common Shares upon the exercise of 150,000 Common Share purchase warrants at a price of \$1.00 per Common Share, for gross aggregate consideration of \$150,000.

On August 8, 2023, further to the Company's letter of intent with Prospera signed on September 12, 2022, it announced the advancement of Phase 1 of the collaboration with Prospera with the purpose of developing, building, and supplying a pre-commercial pilot plant to convert low API bitumen to higher value products using our HCT. The engagement with Prospera aligns with the Company's customer engagement plans, focusing on evaluating, testing, and reporting on the application of HBU technology to various customer feedstocks. During Phase 1, Prospera agreed to provide Aduro with an analysis of diluent blending and transportation costs, site operation economics, and details of the crude properties to be upgraded. Additionally, Prospera agreed to supply 6 barrels of low API crude sourced

from its heavy oil properties for comprehensive testing. The Company also agreed to execute a set of design experiments, utilizing its laboratory and the continuous flow Bitumen Reactor and Flash Drum. In consideration for the services to be provided in Phase 1, Prospera agreed to pay the Company a monthly fee of \$25,000 CAD plus applicable taxes, with the total fees for the completion and delivery of Phase 1 scope capped at \$125,000 plus applicable taxes.

On August 4, 2023, the Company issued 50,000 Common Shares upon the exercise of 50,000 stock options at a price of \$0.75 per Common Share, for gross aggregate consideration of \$37,500.

On July 24, 2023, the Company issued 50,000 Common Shares upon the exercise of 50,000 stock options at a price of \$0.75 per Common Share, for gross aggregate consideration of \$37,500.

On June 15, 2023, the Company announced the establishment of its European subsidiary, Aduro Clean Technologies Europe BV, based in Geleen, Netherlands. The Company's European subsidiary serves as the European hub and a conduit for achieving strategic goals in the region. The Netherlands was selected due to the Company's robust regional relationships, including its partnerships with Brightlands Chemelot Campus and Chemelot Innovation and Learning Labs. Aduro Clean Technologies Europe is focused on advancing the Hydrochemolytic™ process for plastics upcycling within the European market with the primary goal of constructing a future demonstration unit at the Brightlands site, showcasing the Company's patented HCT platform for tackling hard-to-recycle mixed plastics, mainly those rejected from other processes such as mechanical recycling.

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 Company 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 business objective of the Company is to ensure that, at a minimum, the Company will have positive working capital for a period of 12 months following the distribution and for the Company to maintain its current operations involving the research and development and scale up of its patented Hydrochemolytic™ technology.

USE OF AVAILABLE FUNDS

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

		Assuming Minimum Offering	Assuming Maximum Offering
A	Amount to be raised by this offering	\$2,000,001	\$3,525,000
B	Selling commissions and fees ⁽¹⁾	\$140,000	\$246,750
C	Estimated offering costs (e.g., legal, accounting, audit)	\$25,000	\$30,000
D	Net proceeds of offering: D = A – (B+C)	\$1,835,001	\$3,248,250
E	Working capital as at most recent month end (deficiency)	\$3,033,181	\$3,033,181
F	Additional sources of funding	\$0	\$0
G	Total available funds: G = D+E+F	\$4,868,182	\$6,281,431

Notes:

- ⁽¹⁾ The estimated selling commissions and fees assumes that all subscribers to the Offering were introduced by a Finder (as defined). For additional details, see “Fees and Commissions” below.

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming Minimum Offering	Assuming Maximum Offering
Research and Development	\$2,400,624	\$2,838,000
General corporate and administrative expenses	\$2,179,558	\$2,844,000
Investor Relations and Communication	\$288,000	\$426,000
Unallocated working Capital	\$0	\$173,431
Total	\$4,868,182	\$6,281,431

Notes:

- ⁽¹⁾ Estimated general corporate and administrative expenses are expected to consist of (without limitation): (i) \$36,000 in insurance cost including directors and officers insurance; (ii) \$804,000 to \$1,056,000 for Salaries and Contractor cost; (iii) \$264,000 to \$390,000 for Professional fees and consultants; (iv) \$90,000 to \$120,000 in accounting services and audit fees; (v) \$393,600 to \$513,600 in Office and general cost; (vi) \$144,000 in legal fees; (vii) \$288,000 to \$378,000 in Conferences and Travel cost; (viii) \$21,000 in CSE continued listing fees; and (ix) \$105,000 in transfer agent and filing fees.

The above noted allocation of capital and anticipated timing represents the Company’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 Company intends to expend the proceeds from the 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 Company’s ability to execute on its business plan. See the “Cautionary Statement Regarding Forward-Looking Information” section above.

The Company is still focusing on the development of environmentally responsible chemical recycling technologies and the Company has not yet generated positive cash flows from its operating activities, which may cast doubt on the Company's ability to continue as a going concern. The Offering is intended to permit the Company to continue to achieve its business objectives, and is not expected to affect the decision to include a going concern note in the next annual financial statements of the Company.

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

The Company has not completed any financings within the past 12 months.

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 Company may pay finder's fees to investment dealers and eligible finders (each, a "Finder") in respect of subscribers introduced by the Finder.

The Company will pay to each Finder, on the Closing Date, a cash commission of 7% of the gross proceeds raised in respect of the Offering from subscribers introduced by the Finder. In addition, upon the closing of the Offering, the Company shall issue to each Finder Common Share purchase warrants (the "Finder's Warrants"), exercisable for a period of two (2) years following the Closing Date, to acquire in aggregate that number of Common Shares (each, a "Finder's Warrant Share") which is equal to 7% of the number of Units sold under the Offering to subscribers introduced by the Finder at an exercise price equal to \$1.60 per Finder's Warrant Share.

Do the Finders have a conflict of interest?

The Company may pay fees to eligible Finders in accordance with applicable securities laws and the policies of the CSE and to the knowledge of the Company, it will not be a "related issuer" or "connected issuer" of any such Finder, as such terms are defined in National Instrument 33-105 – Underwriting Conflicts.

PURCHASERS' 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 the Company, or
- (b) to damages against the Company 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.

ADDITIONAL INFORMATION**Where can you find more information about us?**

Security holders can access the Company's continuous disclosure filings on SEDAR+ at www.sedarplus.ca under the Company's profile.

For further information regarding the Company, visit our website at: www.adurocleantech.com

In connection with the purchase of Units under the Offering, investors will be required to enter into a purchase agreement that will include terms and conditions that are typical for private placements of Units by reporting issuers similar to the Company.

Investors should read this offering document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment of Units.

