MANAGEMENT DISCUSSION AND ANALYSIS

3RD QUARTER END SEPTEMBER 30, 2023

Delta
CLEANTECH
CAPTURING SUSTAINABILITY

INTRODUCTION

The following Management's Discussion and Analysis ("**MD&A**") is prepared as of September 30, 2023 and should be read together with the Delta CleanTech Inc. ("**Delta**" or the "**Corporation**") unaudited consolidated financial statements for the nine-month period ending September 30, 2023 (the "**Period**" or "**Q3**") and related notes attached thereto (collectively referred to as the "**Financial Statements**"), which are prepared in accordance with International Financial Reporting Standards ("**IFRS**"). All amounts are stated in Canadian dollars unless otherwise indicated. The Corporation has adopted National Instrument 51-102F1 as the guideline in representing the MD&A. Terms used but not defined in this MD&A shall bear the meaning as set out in Part 1 of National Instruments ("**NI**") 51-102 and NI 14-101 *Definitions* and accounting terms that are not defined herein shall bear the meaning as described or used in IFRS applicable to publicly accountable enterprises.

This MD&A is dated November 16, 2023.

FORWARD-LOOKING STATEMENTS DISCLAIMER

Statements in this MD&A that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties that may cause the Corporation's actual results or outcomes to be materially different from those anticipated and discussed herein. In assessing forward-looking statements contained herein, readers are urged to read carefully all cautionary statements contained in this MD&A and accompanying Financial Statements, and to not put undue reliance on such forward-looking statements. Forward-looking statements in this MD&A include statements with respect to: the expected performance of the Corporation and operations and the Corporation's intentions to expand its business and operations; the Corporation's expectations regarding revenue, expenses and anticipated cash needs; the Corporation's plans to expand its purification capabilities; the ability of the Corporation to meet consumer demand; the ability of the Corporation to execute on its strategic priorities and objectives; the size of the market that the Corporation operates in; the Corporation's ability to create engineering and distribution channels. Although ***Delta's*** management ("**Management**") believes that the expectations reflected in the forward-looking statements are reasonable, Management cannot guarantee future results, levels of activity, performance or achievements, or other future events. Forward-looking statements in this MD&A speak only as of the date on which they are made, and Management is under no duty to update any of its forward-looking statements after the date of this MD&A, other than as required and governed by applicable securities laws.

Additional information related to the Corporation is available for view on SEDAR at www.sedar.com.

Corporate Overview

Delta is a clean energy technology business that is dedicated to providing proven clean technology solutions that address the Environmental Social Governance ("**ESG**") needs of corporations. The principal activity of ***Delta*** consists of the following five business sectors:

1) CO_2 capture;
2) Hydrogen Production (CO_2 Capture);
3) Solvent and Ethanol Purification;
4) Methane Collection and Destruction; and
5) Carbon Credit Validation, Certification, and Trading.

Delta provides the above services by bundling its patented process design intellectual property, with CO_2 capture, methane destruction and solvent purification. The proprietary and patented technologies are designed to reduce the cost of carbon capture, methane destruction, and solvent and ethanol purification creating compliance and voluntary offset carbon credits. ***Delta's*** projects are engineered to lower capital and operating costs, while at the same time delivering superior performance through energy reduction and lowering emissions. Further, **Delta Purification®** is a solvent and glycol purification division, focused on the field of purifying, reclaiming, recycling and reusing solvents and glycols, providing energy processors and heavy industry participants the option of reclaiming and not disposing of these waste materials in underground disposal wells.


Modular designed CO_2 capture unit, designed by Delta

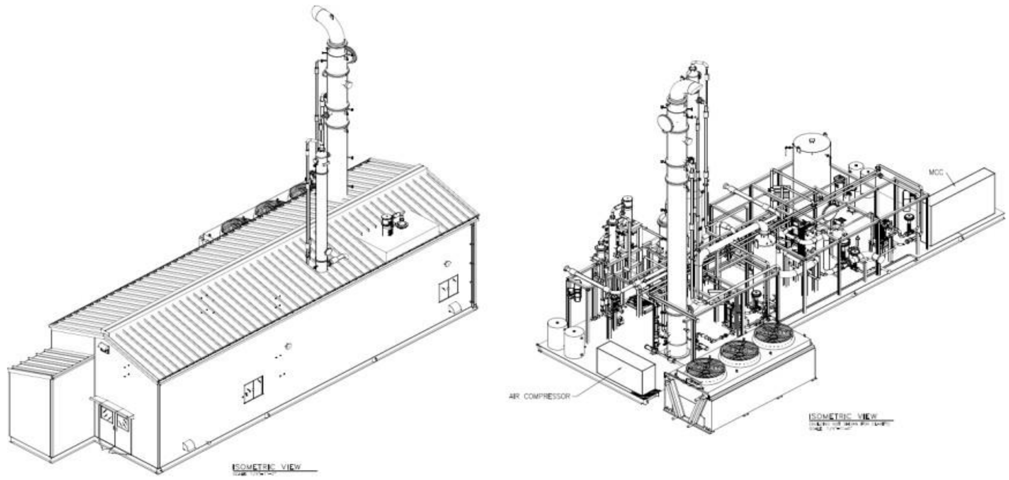
DELTA CLEANTECH INC.

Delta has developed proprietary extraction and purification systems for the energy business sector that have been designed to extract CO_2 and waste solids from gases and liquids.

The Corporation benefits from its 19-year pedigree, management, experience, proprietary intellectual property, and historic customer branding.

CO_2 Capture & Utilization

Identity Preserved Waste ("**IPW**") is a recognized industry phrase utilized by energy infrastructure professionals. It refers to the quantification, identity, ownership and liability of air borne, soil borne, and water borne waste. ESG is driving IPW Solutions. An ESG audit will consider IPW and in the process, retain ownership for its disposed waste. ***Delta's*** IPW solutions (CO_2 capture, methane destruction and liquids reclamation) assist with mitigating this liability issue for companies.



Proprietary Process Design package for CO_2 capture plants

Solvent, Glycol and Ethanol Reclamation Systems

Delta Purification® is a solvent, glycol and ethanol purification division, focused in the field of purifying, reclaiming, recycling and reusing ethanol, solvents and glycols, providing energy processors and heavy industry participants the option of not disposing of these waste materials in underground disposal wells.

The **Delta Purification®** WTO patented System reclaimer unit is like a kidney in the human body, in that it removes the impurities that build up in solvents, ethanol, glycols and liquids used as solvents in commercial clean energy and biomass extraction systems. This system allows these liquids to be reclaimed, recycled, and reused.

The **Delta Purification**® System offers the following commercial products:

- **Delta Solvent Reclaiming System™** - Reclaiming hydrocarbon-based and other solvents, such as single, mixed, and formulated amines, for use in natural gas processing, ethanol-based solvents and post-combustion CO_2 capturing processes.

- **Delta Glycol Reclaiming System™** - Reclaims and purifies glycols, such as mono-ethylene glycol and tri-ethylene glycol, used for natural gas dehydration processes.

Methane Collection and Destruction

Wellhead methane, leaked from oil and natural gas production wells, is the result of fissures within the surface casing cement, and can occur in both new and old wells. Rising environmental standards have increased the regulatory focus on greenhouse gas emissions due to the fact that methane's global warming potential contributes 26 + times that of CO_2.

The desire to capture and burn this methane in an oxygen free environment allows for the conversion of methane to carbon dioxide, the reduction of the overall greenhouse gas impact of the producing well and can reduce the carbon intensity of the production of both oil and natural gas.

Up until this point, operators with casing bowl methane leaks have relied on expensive remediation activities, with costly and uncertain outcomes. This exercise includes service rigs, perforating units, cement formulators and pumping infrastructure.

Delta has a low-cost technical solution that solves this problem, and a business model to destroy methane. This destruction process further provides an opportunity to convert the destroyed methane into fungible carbon credits. ***Delta*** is currently in the process of building, testing and commercially demonstrating its low volume casing bowl methane destruction unit. A large, interested, oil and gas company has provided a site where the unit will be tested and demonstrated in the fourth quarter of this fiscal year.

President's Comments:

The future of clean tech is materializing. There are four main factors that are driving the industry that are significantly different than in prior years:

1) **Canadian Carbon Taxation** – began at $50.00 per ton in 2023 and will gradually increase to $170 per ton by 2030.
2) **Environmental and Social Governance** – a public commitment to adopting environmental strategies to reduce their environmental footprint.
3) **Commercialization of the capture technology** – the ***Delta*** CO_2 capture technology has been perfected over the last 19 years and is now fully commercial. (Real projects are not interested in a science experiment.)
4) **Growth of new ways to utilize CO_2 as a commodity –** products such as carbon nanotubes, graphene, CO_2 injected concrete, and commercial products such as methanol and ethanol, all help to reduce the eventual cost of emissions reduction.

Delta has continued to execute on its plan to become a leader in CO_2 capture, solvent reclaiming, methane destruction and carbon credit initiation and trading.

Canada has been slow in approving carbon taxation legislation that was announced in 2022. As a result, carbon emitters have put their projects on hold pending Government taxation approvals prior to moving ahead with their carbon mitigation plans.

Delta has completed two carbon capture engineering projects in 2023. Another engaged Canadian carbon capture engineering project is currently in the build stage. Because of confidentiality requirements, ***Delta*** is unable to formally announce these current projects at this time. ***Delta*** has a substantial number of new business opportunities, that are at various stages of commercial development anticipated to materialize and advance in the coming months.

Delta is implementing a number of exciting new business opportunities, that it is planning to roll out in 2024:

1. **Methane destruction** – roll out of the Methanator RX™ for casing bowl methane destruction and reporting. Subsequent roll out, there will be a carbon crediting opportunity for Carbon RX Inc. ("**Carbon RX**").
2. **Build Own Operate and Maintain (BOOM)–** CO_2 capture projects that ***Delta*** and its partners will own.
3. **Commercial sale of CO_2 to commodity purchasers** – to meet the increasing demand for CO_2 that is used as a commodity in business operations.
4. **Fluids management centres** – to manage solvents and glycols, using ***Delta's*** patented reclaimer technology.

Delta expects pending commercial projects to materialize in the next few months.

***Delta's* subsidiary *Carbon RX*™** IP has been historically utilized for carbon credit origination, aggregation and trading on the Chicago Climate Exchange beginning 2006.

The rules and regulations today are multi-jurisdictional, have been evolving over the past 15 years, are complex and require an in-depth knowledge of how the credits are established, validated, and certified. CO_2 management experience is a pre-requisite to high fidelity, carbon credit recognition, validation, and certification.

Carbon RX is developing the digital issuance of carbon credits in collaboration with Pure Sky Registry, LLC ("**Pure Sky**"). Pure Sky, a Delaware corporation of which ***Carbon RX*** owns 49.9978%, will lead, manage, and finance the project development, utilizing WEB3 smart contracts on a digital registry carbon credit platform ("**Registry**"). Pure Sky will be financing the development costs through the issuance of membership fees in the Registry. The completion of the digital registry will allow the free flow of digital carbon credits on the block chain, and address the digitization needs of ***Carbon RX***.

Carbon RX continues to secure land for nature-based carbon credits with our First Nations partners. We are resourcing the sales and marketing of future carbon credits. Currently, we are certifying and validating a regenerative carbon project.

Carbon RX has completed 2 novel carbon protocols that are scheduled for submission and approval. One protocol addresses regenerative agriculture practices eligible for carbon credits in the voluntary market. This protocol has been submitted to the registry for approval awaiting final approval. The second protocol is specific to the BC interior expected to be submitted early 2024.

Carbon RX will host the 2nd Annual Global First Nations Carbon Summit (https://thecarbon-summit.com/), October 3, 2023, on Treaty 6 Territory with key themes focused on Carbon 101 knowledge transfer, alternative energy, financing instruments and First Nations world view values on land management.

Carbon Credits:

Delta entered into a licensing agreement with ***Carbon RX***, whereby ***Delta*** licensed its carbon technology to ***Carbon RX***. ***Delta*** does not originate, validate fidelity, certify, and/or register carbon credits, however key employees of ***Delta*** are and will be utilized, in a subject matter expert capacity, to advise ***Carbon RX***.

Carbon RX intends to engage Pure Sky, as well as registries such as Verra, Gold Standard, and Canadian Standards Association, for the validation of fidelity, certification, and registration of all carbon credits, dependent on the project design and related market needs.

Carbon RX will originate, validate fidelity, certify, and register voluntary carbon credits that will incorporate legacy and new industrial processes with technologies. Carbon RX will rely on Pure Sky for the digitization of carbon credits consistent with the platforms blockchain infrastructure. From a legacy standpoint, ***Carbon RX*** relies on the institutional knowledge of ***Delta's*** team of subject matter experts, who were involved in the original carbon markets, beginning in 2005. This would include the reduced tillage protocol implemented at the time. From a 'new' standpoint, ***Carbon RX*** is employing a new industrial approach regarding methane destruction and proprietary protocol Emission Measurement Units, still in the product development phase. With respect to agriculture, ***Carbon RX*** will work with the Pure Sky Registry to certify and validate a new protocol for agriculture, using data and field analysis, reflective of the new technology tools used in agriculture today, including addressing fertilizer emissions goals of the Federal Government.

Carbon RX's platform works as follows: ***Carbon RX*** enters into an agreement with the landowner, in order for ***Carbon RX*** to assist in the origination and monetization of carbon credits from the landowner's lands. The ***Carbon RX*** team then visits the land site and/or collects historic data to determine if and how the land qualifies to be eligible for credit origination. One of a series of publicly accepted protocols is applied to the land and submitted to an independent 3rd party registry, for the issuance of credits.

Carbon RX business model is based on earning a percentage of the carbon credits originated with each landowner, as a service provider. ***Carbon RX*** will then sell these credits in the market to generate income.

Industry Terms applicable to *Carbon RX*:

Blockchain: A blockchain is a shared database or ledger, shared among the nodes of a computer network. As a database, a blockchain stores information electronically in digital format. Blockchains are best known for their crucial role in cryptocurrency systems, such as Bitcoin, for maintaining a secure and decentralized record of transactions. The innovation with a blockchain is that it guarantees the fidelity and security of a record of data and generates trust without the need for a trusted third party. A blockchain collects information together in groups, known as blocks, that hold sets of information. Blocks have certain storage capacities and, when filled, are closed and linked to the previously filled block, forming a chain of data known as the blockchain. All new information that follows that freshly added block is compiled into a newly formed block that will then also be added to the chain once filled. A database usually structures its data into tables, whereas a blockchain, as its name implies, structures its data into chunks (blocks) that are strung together. This data structure inherently makes an irreversible timeline of data when implemented in a decentralized nature. When a block is filled, it is set in stone and becomes a part of this timeline. Each block in the chain is given an exact timestamp when it is added to the chain.

Blockchain Platform: A blockchain platform allows users and developers to create novel uses on top of an existing blockchain infrastructure.

Carbon Credit: A carbon credit is a certificate that represents the right to emit one ton of carbon dioxide. These credits can be traded, and the price is set by supply and demand.

Compliance and Voluntary Carbon Market: The carbon market is a way of regulating greenhouse gas emissions by providing economic incentives to reduce emissions. There are two types of carbon credits: compliance and voluntary. Compliance carbon credits are created through government-regulated programs, whereas voluntary carbon credits are created through private or voluntary agreements between businesses. A voluntary carbon market works by businesses and individuals buying or selling carbon credits.

DAO: Decentralized autonomous organization is an organization constructed by rules encoded as a computer program that is often transparent, controlled by the organization's members and not influenced by a central government. Its purpose is to promote oversight and management of an entity similar to a corporation, without central authority.

ESG: Environmental (carbon reduction, plastics, pollution, water, energy use, recycling) Social (Corporate behavior and structure, ethics, human rights) Governance (diversity and inclusion, pay equity, labour standards, health and safety).

WEB3 design: At first the internet was Web 1.0, meaning it was decentralized, with ownership and control of content and platforms distributed among many individuals and businesses. Web 2.0, the current iteration of the internet, evolved thanks to a small number of software companies with user-friendly platforms, like Google, Apple, Facebook (now Meta), and Twitter. With many online consumers, the web grew more centralized, largely owned and controlled by a few corporations. With Web3, developers are making the internet decentralized again. Tech monopolies will no longer have possession and command of the content and platforms users create. Web3 also aims to solve the internet's security and privacy issues.

SELECTED FINANCIAL INFORMATION

In Canadian Dollars	Year ending December 31, 2022	Year ending December 31, 2021
Total revenue	1,412,984	375,000
Operating loss	(2,335,137)	(2,598,370)
Interest income	18,815	15,715
Interest expense	(909)	(2,075)
Listing fees	-	(562,441)
Stock compensation expense	(503,154)	(1,042,631)
Loss on sale of assets	(82,931)	(11,792)
Fair value gain (loss) on listed common shares	104,906	(56,643)
Net and comprehensive loss	(2,798,410)	(4,258,236)
Total assets	5,414,998	7,532,823
Lease liability	101,169	52,981
Increase (decrease) in cash	(358,743)	759,905

DELTA CLEANTECH INC.'S QUARTER END FINANCIAL RESULTS

In Canadian Dollars (other than share amounts)	3 months ending Sep. 30, 2023	3 months ending Sep. 30, 2022	3 months ending Jun. 30, 2023	3 months ending Jun. 30, 2022	3 months ending Mar. 31, 2023	3 months ending Mar. 31, 2022	3 months ending Dec. 31, 2022	3 months ending Dec. 31, 2021
Total Revenues	230,077	392,793	209,708	81,251	465,552	116,700	815,234	-
Net Income (Loss) from Operations	(235,032)	(472,221)	(802,985)	(918,975)	(579,575)	(639,982)	(310,965)	(789,945)
Net Income (Loss)	(513,178)	(357,918)	(1,085,953)	(1,056,084)	(215,894)	(800,428)	(583,980)	(1,740,377)
Total Assets	3,947,335	5,706,800	4,339,097	5,851,268	5,380,972	6,755,700	5,414,998	7,532,823
Long Term Liabilities	49,619	4,390	49,619	4,390	49,619	4,390	49,619	4,390
Shareholders' Equity	3,572,218	5,372,260	3,674,645	5,636,262	5,380,972	6,568,608	4,879,388	7,153,644
Cash Flow from Operations	(1,765,267)	(676,757)	(482,443)	(798,579)	(386,583)	(802,838)	30,216	(459,649)
Increase (Decrease) in Cash	(345,410)	308,463	24,573	(328,813)	(222,804)	(356,518)	18,125	(9,723)
Net Income (Loss), in total, on a per-share basis[1]	(0.008)	(0.006)	(0.02)	(0.02)	(0.00)	(0.01)	(0.01)	(0.03)
Weighted Average Common Shares	62,922,365	58,773,468	61,070,291	58,671,415	60,353,178	58,671,415	58,773,468	54,293,526

-[1]*Net Income (Loss) per common share for the periods has been calculated using the weighted average number of common shares outstanding during the respective periods.*

CURRENT ENVIRONMENT

The current state of the economy continues to evolve. The global landscape is dominated by manifesting risks such as energy supply crises, cost of living crises, rising inflation, supply chain crises, and cyberattacks on critical infrastructure. Despite all the risks, Canadian economy is on better footing than most of our peers, with strong economic fundaments to tackle global economic slowdown. Moreover, climate change is the single biggest threat to humanity. We are of the opinion that meeting net-zero targets will be the most important issue for achieving decarbonization goals, and carbon capture solutions are necessary for the overall strategy to handle climate change. The federal government wants to help eliminate 15 megatonnes per year through its carbon capture, utilization, and storage tax credits. Consequently, ***Delta*** believes that carbon capture technology is the key to achieving its targets of net-zero emissions in Canada by 2050.

According to the Commissioner of Environment and Sustainability Development's latest audit report, Canada is not on track to achieve its goal of reducing carbon emissions by 40 per cent from 2005 levels by the end of this decade. The report, released on November 07, 2023, shows that Canada's current policies and measures will only result in a 32 per cent reduction by 2030, leaving a significant gap to meet the target that was planned under the terms of the Kyoto protocol to meet the Paris Accord commitment. The report also warns that Canada faces significant risks and challenges from the impacts of climate change, such as more frequent and severe weather events, rising sea levels, and melting permafrost. The government says it is committed to taking more action to close the gap and achieve net-zero emissions by 2050, but it has not yet provided details on how it will do so. Environmental goals are not met because of three main factors: unclear or conflicting priorities, ineffective or incomplete execution, and postponed limits and regulations for emissions reduction. This is a serious setback for the country's efforts to combat climate change and meet its international commitments.

REVENUES

	Three months ending Sep. 30, 2022	Three months ending Sep. 30, 2023	YTD Sep. 30, 2022	YTD Sep. 30, 2023
Total Revenues	$392,793	$230,077	$597,750	$905,337

Total revenues during the Period were $905,337 compared to $597,750 for the comparative period ended September 30, 2022. All revenues earned during the Period relate to the CO_2 capture business sector. ***Delta's*** ability to showcase its new technology at tradeshows, conferences, competitions, and other means, has gained traction as the global economy recovers and shifts focus on clean technologies. Global opportunities continue to present themselves, as clean technology solutions are sought to address ESG and as ***Delta*** expands its presence.

OPERATING EXPENSES

	Three months ending Sep. 30, 2022	Three months ending Sep. 30, 2023	YTD Sep. 30, 2022	YTD Sep. 30, 2023
Operating wages and benefits	$208,918	$45,735	$656,385	$679,878
Consulting and contractor costs	243,328	115,954	706,337	410,440
Business development	11,895	-	299,283	381,482
General and administrative	182,799	206,726	510,926	514,408

Operating wages and benefits category consists of the wages, salaries, and short-term benefits of the employees of the Corporation. Expenses during the Period were $679,878 compared to $656,385 for the period ended September 30, 2022. Expenses during the Period are higher than the comparative period, due to increased engineering requirements necessary to fulfill contractual obligations.

Consulting and contractor costs consist of costs incurred to advance the technology of ***Delta.*** Expenses incurred in the Period were $410,440 (September 30, 2022 - $706,337). The Period costs reflect a decrease to thrive in the CO_2 capture sector with reduced consulting costs.

Business development consists of salaries and consulting costs incurred to advance the business of ***Delta***. Expenses in the Period were $381,482 (September 30, 2022 - $299,283).

General and administrative costs for the Period were $514,408 (September 30, 2022 - $510,926). The expenses included in general and administrative are licensing, insurance, nominal rent, information technology, travel and other expenses which are expected to remain consistent. The Period reported increased expenses due to increased licensing fees compared to the prior period.

AMORTIZATION

	Three months ending Sep. 30, 2022	Three months ending Sep. 30, 2023	YTD Sep. 30, 2022	YTD Sep. 30, 2023
Amortization	$79,339	$79,657	$237,164	$238,970

Amortization for the Period was $238,970 and $237,164 for the corresponding period ending September 30, 2022. Amortization consists of expenses taken on property, plant and equipment, right-of-use assets, patents, and the remaining other intangible assets.

OPERATING LOSS

	Three months ending Sep. 30, 2022	Three months ending Sep. 30, 2023	YTD Sep. 30, 2022	YTD Sep. 30, 2023
Operating loss	$(472,221)	$(235,032)	$(2,024,172)	$(1,617,592)

The Corporation had an operating loss for the Period of $(1,617,592) (September 30, 2022 - $(2,024,172)). The loss is primarily driven by delayed revenue growth due to uncertain CO_2 mitigation legislative programs, combined with operating wages, consulting costs and business development costs that are required to advance the technologies, including general and administrative costs incurred during the Period.

STOCK COMPENSATION EXPENSE

	Three months ending Sep. 30, 2022	Three months ending Sep. 30, 2023	YTD Sep. 30, 2022	YTD Sep. 30, 2023
Stock compensation expense	$93,916	$135,751	$433,046	$212,855

Stock compensation expense is the costs associated with stock options and restricted share unit ("**RSU**") expenses during the Period.

On February 19, 2023, 5,000,000 RSU’s vested and accordingly 5,000,000 common shares (“**Common Shares**”) were issued and recorded in contributed surplus.

On February 15, 2022, 300,000 RSU’s were exercised, with 300,000 Common Shares issued consequently. The Corporation recorded the issuance to share capital and reduced contributed surplus by $49,500.

NET AND COMPREHENSIVE LOSS

	Three months ending Sep. 30, 2022	Three months ending Sep. 30, 2023	YTD Sep. 30, 2022	YTD Sep. 30, 2023
Net and compre-hensive loss	$(357,918)	$(513,178)	$(2,214,430)	$(1,815,025)

Included in net and comprehensive loss are interest and the change in the fair value of ***Delta***'s Common Shares listed. Interest on the lease liabilities for the Period was $3,605 (September 30, 2022 - $817). Fair value gain on listed Common Shares includes the unrealized gains and losses on investments, classified and measured at fair value through profit and loss ("**FVTPL**"). Reporting a loss of $(17,260) for the Period and $244,421 gain for the comparative period ending September 30, 2022. The net change in the carrying value of the investments is the quoted value in the Period.

The net and comprehensive loss for the Period is $(1,815,025) (September 30, 2022 - $(2,214,430)). 2023 Q3 reports higher revenues than the prior period reported. The loss is primarily driven by slow revenue growth during the Period, combined with operating wages and consulting costs that are required to advance the technologies combined with share issuance costs, stock compensation expenses derived from costs relating to stock options and RSU's during the Period. ***Delta***'s business model, and that of the industry, is experiencing long sales cycles, ***Delta*** has continued to invest in the people, technology and business development process towards that plan. ***Delta*** is seeing the result of immense efforts converting to revenue and continues to expect further growth in the coming months.

TOTAL ASSETS

Total assets for the Period were $3,947,335 compared to $5,414,998 as at December 31, 2022. The decrease is attributable to reduced cash on hand due to operational needs reduced accounts receivables and prepaid expenses, offset by reduced property, plant and equipment, right-of-use asset and intangible asset values from regular amortization.

PATENTS

	Total $
Cost:	
Balance, December 31, 2022	53,171
Additions	8,361
Balance, September 30, 2023	**61,532**
Accumulated amortization:	
Balance, December 31, 2022	3,306
Amortization	2,938
Balance, September 30, 2023	**6,234**
Carrying amounts:	
Balance, September 30, 2023	**55,298**

Cost:	
Balance, December 31, 2021	12,244
Additions	40,927
Balance, December 31, 2022	**53,171**
Accumulated amortization:	
Balance, December 31, 2021	334
Amortization	2,972
Balance, December 31, 2022	**3,306**
Carrying amounts:	
Balance, December 31, 2022	**49,865**

Delta has completed the WTO patenting, commercialization and the construction and commissioning of the **Delta Purification System**®. This system reclaims hydrocarbon-based and other solvents, such as single, mixed, and formulated amines, for use in natural gas processing of ethanol-based solvents and post combustion CO_2 capturing processes.

INTANGIBLE ASSETS

	PDOengine® $	LCDesign® CCS $	Delta Reclaimer® System $	CO_2 Technologies Pty Ltd IP $	Carbon RX™ IP $
Cost:					
Balance, December 31, 2022	700,000	815,000	815,000	414,000	2,744,000
Additions	-	-	-	-	-
Balance, September 30, 2023	**700,000**	**815,000**	**815,000**	**414,000**	**2,744,000**
Accumulated amortization:					
Balance, December 31, 2022	134,167	156,208	156,208	37,950	484,533
Amortization	52,500	61,125	61,125	15,525	190,275
Balance, September 30, 2023	**186,667**	**217,333**	**217,333**	**53,475**	**674,808**
Carrying amounts:					
Balance, September 30, 2023	**513,333**	**597,667**	**597,667**	**360,525**	**2,069,192**

	PDOengine® $	LCDesign® CCS $	Delta Reclaimer® System $	CO_2 Technologies Pty Ltd IP $	Carbon RX™ IP $
Cost:					
Balance, December 31, 2021	700,000	815,000	815,000	414,000	2,744,000
Additions	-	-	-	-	-
Balance, December 31, 2022	**700,000**	**815,000**	**815,000**	**414,000**	**2,744,000**
Accumulated amortization:					
Balance, December 31, 2021	64,168	74,708	74,708	17,250	230,834
Amortization	70,000	81,500	81,500	20,700	253,700
Balance, December 31, 2022	**134,167**	**156,208**	**156,208**	**37,950**	**484,533**
Carrying amounts:					
Balance, December 31, 2022	**565,833**	**658,792**	**658,792**	**376,050**	**2,259,467**

Goodwill

	Total $
Cost:	
Balance, December 31, 2022	365,622
Balance, September 30, 2023	**365,622**
Balance, December 31, 2021	365,622
Balance, December 31, 2022	**365,622**

Goodwill is tested for impairment at the consolidated entity level, as there is only one cash generating unit ("**CGU**"). The Corporation completed its annual impairment test of goodwill as of December 31, 2022.

The recoverable amount of the Corporation as at December 31, 2022 has been determined based on a value in use calculation using cash flow projections from financial budgets approved by senior management covering a five-year period. The pre-tax discount rate applied to cash flow projections is 30% and cash flows beyond the five-year period are extrapolated using a 3.0% growth. Growth rates range from over 100% in the first two years of the forecast, and between 6% and 35% for years three through five. As the recoverable amount of the Corporation exceeded its carrying amount, no impairment charge was recorded.

CURRENT LIABILITIES

Current liabilities are $325,498 for the Period (December 31, 2022 - $485,991). The balance is comprised of accounts payable and accrued liabilities, current portions of the lease liabilities, government payables and customer deposits. The decrease in the Period is primarily due to reduced accounts payable, current portion of lease liability and recognized deferred revenue.

CASH FLOW

Cash flows used in operating activities for the Period were $(1,765,267) compared to $(2,278,040) as at September 30, 2022. The change is primarily attributable to the net loss of $(1,815,025) offset by reversing amortization, stock compensation expense, offset by fair value gain on listed Common Shares (as these are all non-cash items), and the reported improved change in working capital. Comparative prior period operating activities is reflective of fair value gain on listed Common Shares, increased stock compensation expense and also attributable to less revenue and the net loss.

Cash flows provided by investing activities were $1,124,857 during the Period and $1,901,306 in the prior comparative period. The Period represents GIC redemption plus interest earning offset by acquired property and equipment, patents, and lease payments. The prior comparative period use of funds was largely affected by the Corporation's GIC redemption of $2,000,000 in cash, and by cash used to acquire property and equipment, patents, and lease payments.

Cash flows provided by financing activities were $295,000 during the Period (September 30, 2022 - $Nil).

The net change in cash position during the Period is reflective of cash used in operations necessary to support the business and cash received from investing and financing activities.

SHARE CAPITAL

At September 30, 2023, the Corporation authorized an unlimited number of Common Shares without par value, and an unlimited number of preferred shares ("**Preferred Shares**"). Common Shares are voting, participating and are not subject to restrictions. Preferred Shares may be issued in series. At the end of the Period the Corporation had 63,823,000 (December 31, 2022 – 58,823,000) Common Shares, and Nil Preferred Shares issued and outstanding.

On February 15, 2022, 300,000 restricted share units ("**RSU**") were exercised, and accordingly 300,000 Common Shares were issued. The Corporation has recorded the issuance to share capital offset by contributed surplus $49,500.

On April 16, 2023, 86,500 warrants issued on April 16, 2021, valued at $6,055 expired. Amounts of $6,055 recorded to share capital upon issuance have been returned to share capital.

	As at September 30, 2023		As at December 31, 2022	
Common Shares	**Number**	**Amount $**	**Number**	**Amount $**
Balance, beginning of year	58,823,100	9,043,155	58,523,100	8,993,655
RSU's exercised	5,000,000	832,346	300,000	49,500
Balance, end of period	**63,823,100**	**9,875,501**	**58,823,100**	**9,043,155**

SUBSIDIARY SHARES ISSUANCE

On May 31, 2023, ***Carbon RX*** closed a private placement, by issuing 2,000,000 units at a price of $0.01/unit to 5 subscribers, 3 of whom are directors or executive officers of ***Delta*** and ***Carbon RX***. Each unit consists of 1 common share and one half of a common share purchase warrant, with each whole warrant entitling the holder to purchase a common share at a price of $0.75, expiring 60 months after issuance.

On August 1, 2023, ***Carbon RX*** closed a private placement, by issuing 550,000 units at a price of $0.50/unit to 3 subscribers. Each unit consists of 1 common share and one half of a common share purchase warrant, with each whole warrant entitling the holder to purchase a common share at a price of $0.75, expiring 60 months after issuance.

WARRANTS

The Corporation's warrants as at and for the periods ending September 30, 2023, and December 31, 2022, were as follows:

Warrants	Number	Weighted average exercise price $	Fair Value of Warrants $
Balance, December 31, 2022	**20,660,250**	**0.48**	**1,375,594**
Balance, September 30, 2023	**20,660,250**	**0.48**	**1,375,594**

As at September 30, 2023 and December 31, 2022, outstanding warrants to acquire Common Shares of the Corporation were netted against proceeds as follows:

Number outstanding	Grant date	Expiry date	Exercise price $	Grant date fair value $	Expected life Years	Expected dividend yield %	Risk-free interest rate %	Volatility %
18,100,000	January 27, 2021	January 27, 2025	0.50	1,267,000	4	0	0.51	120
1,398,750	January 27, 2021	January 27, 2025	0.20	167,850	4	0	0.51	120
1,075,000	January 29, 2021	January 29, 2025	0.50	75,250	4	0	0.51	120
86,500	April 16, 2021	April 16, 2025	0.50	6,055	4	0	0.51	120
20,660,250			**0.48**	**1,516,155**	**4**	**0**	**0.51**	**120**

As at September 30, 2023, the warrants outstanding had a weighted average remaining contractual life of 1.3 years. Expected volatility is based on the historical share price of companies in a comparable industry.

SUBSIDIARY WARRANTS

On May 31, 2023, ***Carbon RX*** closed a private placement, and issued 1,000,000 warrants to 5 warrant holders, 3 of whom are executive officers of ***Carbon RX***. Each warrant entitles the holder to purchase a common share at a price of $0.75, expiring 60 months after issuance.

On August 1, 2023, ***Carbon RX*** closed a private placement, and issued 275,000 warrants to 3 warrant holders. Each warrant entitles the holder to purchase a common share at a price of $0.75, expiring 60 months after issuance.

STOCK OPTION AND RSU PLAN

Under ***Delta***'s stock option plan and restricted share unit plans, the Corporation is authorized to issue an aggregate of 12,764,620 stock options ("**Stock Options**") and restricted share units ("**RSU**") of which 6,450,000 Stock Options and Nil RSU's are issued as at Period end. On February 19, 2021, 5,300,000 Stock Options were granted to directors, officers, employees, and consultants of the Corporation. These Stock Options, vested in 3 equal tranches, 12 -, 24 – and 36 months after issuance. The exercise price of the Stock Options is equal to $0.20/Common Share. The fair value of the Stock Options is estimated at the grant date using a Black Scholes model, taking into account the terms and conditions on which the Stock Options were granted. The performance condition considered in determining the number of instruments that will ultimately vest assumes all Stock Options will vest given that the Option Holders were appointed, contracted and/or employed as part of the Clean Energy Assets acquisition. The Stock Options expire 4 years after issuance.

On November 1, 2021, an additional 500,000 Stock Options were granted for third party services. The shares vest over 12 months but the services provided have the duration of 6 months. The fair value of the Stock Options is estimated at the grant date using a Black Scholes model, taking into account the terms and conditions on which the Stock Options were granted. The performance condition considered in determining the number of instruments that will ultimately vest assumes all Stock Options will vest over the 6 months that investment services are received. The options vest as follows: 125,000 on February 1, 2022; 125,000 on May 1, 2022, 125,000 on August 1, 2022 and the remaining 125,000 on November 1, 2022, and can be exercised until November 1, 2026. The options are equity settled and have been accounted for as an equity-settled plan. The options outstanding at September 30, 2023 had an exercise price $0.61 and weighted average contract life of 1.62 years.

	Employee Stock Option Plan	**Options for Services**
Dividend yield (%)	-	-
Expected volatility (%)	120	120
Risk–free interest rate (%)	0.51	0.29
Expected life of share options	4	5
Stock Price ($)	0.165	0.61
Estimated Fair Value ($)	0.12	0.20

On September 29, 2022, 400,000 ***Delta*** Stock Options were granted to ***Delta***'s President and CEO. The options have an exercise price of $0.10 vest in three equal tranches on September 29, 2022, February 19, 2023 and February 19, 2024 and shall expire on February 19, 2025 or such earlier date on which the Stock Options are exercised.

	Participant Stock Option Plan
Dividend yield (%)	-
Expected volatility (%)	108.53
Risk–free interest rate (%)	3.44
Expected life of share options	2.4
Stock Price ($)	0.045
Estimated Fair Value ($)	0.02

On September 18, 2023, 250,000 Stock Options were granted to its Senior Vice President of Engineering and Technology. The Stock Options have an exercise price of $0.05 and vest in three equal tranches on September 18, 2024, September 18, 2025, and September 18, 2026 and shall expire on September 17, 2027 or such earlier date on which the Stock Options are exercised.

	Participant Stock Option Plan
Dividend yield (%)	-
Expected volatility (%)	89.50
Risk–free interest rate (%)	4.12
Expected life of share options	4
Stock Price ($)	0.03
Estimated Fair Value ($)	0.0169

For the Period the Corporation recorded share-based compensation of $87,042 (September 30, 2022-$239,511).

	September 30, 2023		December 31, 2022	
	Number of options	Weighted Average Exercise Price $	Number of options	Weighted Average Exercise Price $
Balance, beginning of year	6,600,000	0.24	6,200,000	0.25
Granted	250,000	0.05	400,000	0.10
Forfeited	400,000	0.20	-	-
Exercised	-	-	-	-
Balance, end of period	6,450,000	0.24	6,600,000	0.24

SUBSIDIARY STOCK OPTIONS

On September 18, 2023, 250,000 stock options were granted to one option holder. The options have an exercise price of $0.50, vest immediately and expire on September 17, 2027 or such earlier date on which the Stock Options are exercised.

RESTRICTED SHARE UNITS

On February 15, 2022, 300,000 RSU's were exercised. The Corporation recorded the issuance to share capital and reduced contributed surplus by $49,500.

On February 19, 2023, 5,000,000 RSU's were issued. The Corporation recorded the issuance to share capital and reduced contributed surplus by $832,346.

For the Period, the Corporation recorded share-based compensation related to RSU of $14,127 (September 30, 2022 - $193,536).

	September 30, 2023		December 31, 2022	
	Number of RSU's	Weighted Average Exercise Price $	Number of RSU's	Weighted Average Exercise Price $
Balance, beginning of year	5,000,000	0.165	5,300,000	0.165
Granted	-	-	-	-
Forfeited	-	-	-	-
Exercised	(5,000,000)	(0.165)	(300,000)	(0.165)
Balance, end of period	-	-	5,000,000	0.165

OFF-BALANCE SHEET ARRANGEMENTS

The Corporation has no off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

Related party transactions include transactions with corporate investors who have representation on the Corporation's Board.

Clearview Financial Services Inc. (“**Clearview**”) is a related party due to one common director. During the Period, the Corporation paid $105,003 in consulting (September 30, 2022 - $67,917) and $9,900 in rent expense to Clearview (September 30, 2022 - $7,500). At September 30, 2023, there are amounts payable of $13,606 (September 30, 2022 - $15,422).

On May 31, 2023, ***Carbon RX*** closed a private placement, by issuing 2,000,000 units at a price of $0.01 per unit to 5 subscribers, 3 of whom are directors or executive officers of ***Carbon RX*** and ***Delta***.

The Corporation has identified all of the directors and officers as its key management personnel. During the Period, the Corporation did not incur transactions with directors and officers, or companies that are controlled by directors or officers of the Corporation, other than disclosed herein.

SEGMENTED INFORMATION

Delta’s business sectors consist of five clean energy technology solution revenue generating pillars.

1) CO_2 capture;
2) Hydrogen Production (CO_2 Capture);
3) Solvent and ethanol purification;
4) Methane collection and destruction; and
5) Carbon credit validation, certification and trading.

The below table reflects revenue by geographical market, based on location of customer, and by market application.

Net loss and comprehensive loss for the period September 30, 2023	CO_2 Capture $	Total $
Revenue		
CO_2 Capture		
Canada	741,613	741,612
Kazakhstan	78,607	78,607
China	85,118	85,118
Total revenue	905,337	905,337
COGS	(297,751)	(297,751)
Operating expenses	(149,675)	(2,522,929)
Net interest income	-	32,682
Stock compensation expense	-	(212,855)
FV gain on listed common shares	-	(17,260)
Total	-	**(1,815,025)**

Net loss and comprehensive loss for the period September 30, 2022	CO_2 Capture $	Total $
Revenue		
CO_2 Capture		
Canada	597,750	597,750
Total revenue	597,750	597,750
COGS	(211,827)	(211,827)
Operating expenses	(234,176)	(2,621,922)
Net interest income	-	14,898
Stock compensation expense	-	(433,046)
Loss on investment	-	(16,400)
Loss on equity investment Viridius DAO	-	(131)
FV gain on listed common shares	-	244,421
Total		**(2,214,430)**

DIRECTOR AND OFFICER COMPENSATION

The remuneration of key management personnel included in the Statements of Loss were:

For the period ended	September 30, 2023 $	September 30, 2022 $
Operating wages and consulting		
Salaries and short-term benefits	106,000	156,000
Consulting	105,003	69,167
Stock based compensation		
Stock Options and RSU's	55,856	73,053
Total key management compensation	266,859	298,220

The key management personnel of the Corporation consist of the executive officers and members of the Board. Key management personnel include those persons that have the authority and responsibility for planning, directing, and controlling the activities of the Corporation, directly and indirectly.

The Corporation has employment agreements with a director, and the CFO, and a consulting agreement with its President and CEO. Yearly compensation is paid in accordance with the remuneration package agreed upon by the compensation committee and the individual respectively.

Under the directors employment agreement, the Corporation may terminate the agreement without cause, and the employee may terminate for good cause, and in both instances: (i) the Corporation shall be liable to pay, in lieu of notice, or any combination of both, a severance equal to 36 months, based on the base salary and bonus commitments; (ii) all unvested Stock Options and/or RSU will immediately vest and be exercisable. In the event of a change in control, all unvested securities granted or issued shall automatically vest and, at the option of the employee, the employee may resign and be entitled to a lump sum payment equal to the value of his base salary and any bonus, equal to 36 months.

During the Period, $3,000 were paid in director fees (September 30, 2022 - $4,500). In addition to their salaries, senior management and directors also participate in the Corporation's share-based compensation plans. On February 19, 2023, 2,500,000 RSUs, vested and were issued to director Lionel Kambeitz and 2,500,000 RSU's vested and were issued to the Corporation's Corporate Development Officer, Donato Sferra.

ADDITIONAL INFORMATION ON DELTA CLEANTECH

Delta invites you to review current and historical press releases and News Express releases. This material can be viewed on the Corporation's web site at https://deltacleantech.ca/news-releases/.

RISKS AND UNCERTAINTIES

Risks and uncertainties relate to dependence of CO_2 emitters being legislated or provided incentive, to adapt CO_2 capture technology and the price of oil for adoption of CO_2 EOR.

The preparation of the Financial Statements in conformity with IFRS requires Management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the Financial Statements and the reported amounts of revenues and expenses during the Year.

Significant items subject to judgment, estimates and assumptions include: revenue recognition (judgments on principal versus agent relationship, the identification of performance obligations within contracts, and estimation of the allocation of transaction price to different performance obligations), non-financial asset impairment, inventory provision, underlying estimations of useful lives of depreciable assets, fair value of financial instruments, environmental remediation and contingent liabilities, if any.

The Financial Statements are based on Management's best estimates using information available. Uncertainty regarding the timing of anticipated large-scale market demand for carbon capture technology, related legislative incentives, and uncertainty in financial markets has complicated the estimation process. Accordingly, the inherent uncertainty involved in making estimates and assumptions may impact the actual results reported in future years by a material amount.

CHANGES IN ACCOUNTING PRINCIPLES

Standards issued but not yet effective

*Amendments to IAS 1 - Presentation of Financial Statements ("**IAS 1**")*

In January 2020, amendments were issued to IAS 1, which provide requirements for classifying liabilities as current or non-current. Specifically, the amendments clarify:

- What is meant by a right to defer settlement.

- That a right to defer must exist at the end of the reporting period.
- That classification is unaffected by the likelihood that an entity will exercise its deferral right.
- That only if an embedded derivative in a convertible liability is itself an equity instrument, would the terms of a liability not impact its classification.

The amendments must be applied retrospectively for annual periods beginning after January 1, 2024. The Corporation is currently assessing the impact, if any, of adoption of the amendment.

The amendments are not expected to have a material impact on the Corporation.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Fair value measurement of financial instruments
When the fair value of financial assets recorded in the Statement of Financial Position cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow method. The inputs to these models are taken from observable markets where possible.

Asset impairment
The carrying amounts of the Corporation's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated and compared to the carrying amount of the CGU to which the asset belongs. Significant judgements used in the determination of the recoverable amount include the discount rate, forecasted sales and expenses, and the resulting earnings before interest, taxes, depreciation and amortization, as well and working capital and the terminal growth rate. There was no impairment in the Period.

Estimated useful lives of patents and intangibles
Amortization of patents and intangibles are dependent upon estimates of useful lives which are determined through the exercise of judgment. The assessment of any impairment of these assets is dependent upon estimates of recoverable amounts that take into account factors such as economic and market conditions and the useful lives of assets.

Stock compensation and warrants
The Corporation utilizes the Black-Scholes Option Pricing Model to determine the fair value of stock compensation and warrants issued as part of units. The Corporation uses judgment in the evaluation of the input variables in the Black-Scholes Calculation which includes: estimates of the future volatility of the Corporation's share price, forfeiture rates, expected lives of the underlying security, expected dividends and other relevant assumptions.

FINANCIAL INSTRUMENTS

For all current assets and liabilities, the difference between cost and fair value is assumed to be negligible due to the short-term maturities of these items. The following table provides a summary, by class and level on the fair value hierarchy, of the financial assets and liabilities that are measured at fair value, together with the carrying amounts included in the Consolidated Statements of Financial Position, as at September 30, 2023 and the Consolidated Statements of Financial Position as at December 31, 2022:

	Level	September 30, 2023 Carrying amount $	Fair value $	December 31, 2022 Carrying amount $	Fair value $
Financial assets					
Amortized cost					
Accounts receivable and accrued receivables		325,860	325,860	397,410	397,410
Fair value through profit and loss					
Cash	1	55,762	55,762	401,172	401,172
Guaranteed investment certificate	1	311,947	311,947	1,500,000	1,500,000
Listed Common Shares	1	185,900	185,900	203,160	203,160
Unlisted common shares	3	50,000	50,000	50,000	50,000

	Level	September 30, 2023 Carrying amount	Fair value	December 31, 2022 Carrying amount	Fair value
Financial Liabilities					
Amortized cost					
Accounts payable and accrued liabilities		280,078	280,078	351,437	351,437
Lease liabilities		66,211	66,211	101,169	101,169

The Corporation uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

(i) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
(ii) Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
(iii) Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Interest from financial instruments is recognized in finance costs.

FINANCIAL RISK MANAGEMENT

Management's risk management policies are typically performed as a part of the overall management of the Corporation's operations. Management is aware of risks related to these objectives through direct personal involvement with employees and outside parties. In the normal course of its business, the Corporation is exposed to a number of risks that can affect its operating performance. Management's close involvement in operations helps identify risks and variations from expectations. The Corporation has not designated transactions as hedging transactions to manage risk. As a part of the overall operation of the Corporation, management considers the avoidance of undue concentrations of risk. These risks and the actions taken to manage them include the following:

Credit risk
The risk of financial loss in the event of failure of a customer or counterparty to a financial instrument to meet its contractual obligation is defined as credit risk. The Corporation's principal exposure to credit risk is in respect to its accounts receivable. In order to reduce the risk on its accounts receivable, the Corporation has adopted credit policies which mandate performing an ongoing credit review of all its customers and establishing allowances for bad debts when the amounts are not collectible. The allowance for bad debt at September 30, 2023 was $Nil.

Due to the nature of ***Delta's*** operations, Management considers accounts receivable outstanding for 90 days or less to be current amounts. Over 90 days are also considered current, if extended terms exist and security is provided, or amounts are subject to contract restrictions and performance markers. The aging of the Corporations accounts receivable at September 30, 2023 is as follows:

	Current $	Over 90 Days $	Total $
Aging of accounts receivable at September 30, 2023	272,497	53,363	325,860
Aging of accounts receivable at December 31, 2022	394,560	2,850	397,410

Currency risk
The Corporation is exposed to currency risk as a certain portion of sales and expenses are incurred in US dollars resulting in US denominated accounts receivable and accounts payable. These balances are, therefore, subject to gains and losses due to fluctuations in that currency in relation to the Canadian dollar.

The Canadian dollar equivalent amounts of the balances denominated in US funds at September 30, 2023 are:

	September 30, 2023	December 31, 2022
	$	$
Cash	688	30,660

Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Corporation's only interest-bearing financial instrument is the GIC that it holds as at September 30, 2023 at a variable rate of interest (December 31, 2022 - fixed rate of interest).

Liquidity risk
Liquidity risk is the risk that the Corporation cannot meet its financial obligations associated with financial liabilities in full. The Corporations' main sources of liquidity are its operations and equity financing. The funds are primarily used to finance working capital and capital expenditure requirements and are adequate to meet the Corporation's financial obligations associated with financial liabilities.

The timing of cash outflows relating to the financial liabilities are outlined in the table below:

September 30, 2023	< 1 year $	1-2 years $	3-5 years $	Thereafter $	Total $
Accounts payable and accrued liabilities	280,078	-	-	-	280,078
Lease liability	16,592	49,619	-	-	66,211
Balance	**296,670**	**49,619**	**-**	**-**	**346,289**

December 31, 2022	< 1 year	1-2 years	3-5 years	Thereafter	Total
Accounts payable and accrued liabilities	351,437	-	-	-	351,437
Lease liability	51,550	49,619	-	-	101,169
Balance	**402,987**	**49,619**	**-**	**-**	**452,606**

Other risk factors

Relevant risk factors pertaining to ***Carbon RX*** are as follows: ownership and business plan within Pure Sky; operation of the Registry; the fact that ***Carbon RX*** has no revenues to date; acquisition of and maintenance of market share; growth in and management of operations; development and renewal of contracts; insurance risks such as that the company may not be adequately insured for certain risks, may not be able to be insured at all, or may elect not to insure because of costs; no market for its shares; reliance on First Nations relationships; reliance on management and key employees; foreign operations; tax risk; Registry operations; Pure Sky certification; elimination of carbon tax; competitive markets; reliance on industry participants; reliance on business partners; uncertainty and change in legislation and the economy; raising capital to fund operations; business model could fail or fail to produce desired financial returns; regulatory regime and permitting requirements of business; and protection of intellectual property.

Signed "Jeffrey Allison"
JEFFREY ALLISON
PRESIDENT AND CEO

Signed "Jacelyn Case"
JACELYN CASE
CFO

To the Shareholders of Delta CleanTech Inc. (“Delta” or the “Corporation”)

Management’s Accountability for Management’s Discussion and Analysis and Consolidated Financial Statements

The unaudited interim consolidated financial statements for the period ending September 30, 2023 (“**Financial Statements**”) have been prepared by management in accordance with International Financial Reporting Standards in Canada. Management is responsible for ensuring that these Financial Statements, which include amounts based upon estimates and judgment, are consistent with other information and operating data contained in management’s discussion and analysis for the period ending September 30, 2023 (“**MD&A**”) and reflect Delta’s business transactions and financial position.

Management is also responsible for the information disclosed in the MD&A, including responsibility for the existence of appropriate information systems, procedures, and controls, to ensure that the information used internally by management and disclosed externally is complete and reliable in all material respects.

In addition, management is responsible for establishing and maintaining an adequate system of internal control over financial reporting. Such systems are designed to provide reasonable assurance that the financial information is relevant, reliable, and accurate and that the Corporation’s assets are appropriately accounted for and adequately safeguarded.

The board of directors (“**Board**”) annually appoints an audit committee which includes directors who are not employees of the Corporation. This committee meets regularly with management and the shareholders' auditors to review significant accounting, reporting and internal control matters. The shareholders' auditors have unrestricted access to the audit committee. The audit committee reviews the interim and annual financial statements, the report of the shareholders' auditors, and the interim and annual management’s discussion and analysis and has delegated authority to approve the interim filings and makes recommendations to the Board regarding annual filings.

Management has reviewed the filings of the Corporation’s MD&A, Financial Statements, and attachments thereto. Based on our knowledge, having exercised reasonable diligence, these interim filings do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, with respect to the period covered by the interim filings. Based on our knowledge, having exercised reasonable diligence, the Financial Statements together with the other financial information included in the interim filings fairly present in all material respects the financial condition, the financial performance, and cash flows of the Corporation, as of the date of and for the periods presented in the interim filings.

Signed “Jeffrey Allison”	*Signed “Jacelyn Case”*
JEFFREY ALLISON	**JACELYN CASE**
PRESIDENT & CEO	**CFO**

BOARD OF DIRECTORS
& SENIOR OFFICERS
Of the Corporation as at September 30, 2023

Directors:	Jeffrey Allison, Calgary, Alberta, Wayne Bernakevitch, Regina, Saskatchewan, Lionel Kambeitz, Regina, Saskatchewan, Garth Fredrickson Regina, Saskatchewan,
Senior Officers:	Jeffrey Allison, President & CEO Jacelyn Case, CFO Wayne Bernakevitch, Chairman
Committees of the Board of Directors:	Audit Committee Compensation Committee Nominating Committee
Members of Audit Committee:	Lionel Kambeitz, Garth Fredrickson and Wayne Bernakevitch
Members of Compensation Committee:	Jeffrey Allison and Lionel Kambeitz
Members of Nominating Committee:	Lionel Kambeitz and Wayne Bernakevitch

SHAREHOLDER INFORMATION

Stock exchange: Canadian Securities Exchange; OTCQB & Frankfurt Stock Exchange

Stock symbol: CSE:DELT;OTCQB:DCTIF; FRA:66C

Common Shares outstanding as of September 30, 2023: 63,823,100

Head office and Investor relations address:

DELTA CLEANTECH INC.
#2308 Palisade Drive SW
Calgary, Alberta T2V 3V1
Telephone: (306) 352-6132
Fax: (306) 545-3262
E-mail: investorinfo@deltacleantech.ca

Sales and Marketing Offices

Canada:
Regina, Saskatchewan
Calgary, Alberta

Registrar and Transfer Agent:
Odyssey Trust Company
1230, 300 – 5th Avenue S. W.
Calgary, Alberta T2P 3C4

Banks: **RBC**

Auditors: **Ernst & Young, Calgary, AB**

Legal Counsel: **McDougall Gauley, Barristers and Solicitors**, Regina Saskatchewan
Gowling WLG, Calgary Alberta

Dividend policy:
No dividends have been paid on any common shares of the Corporation since the date of inception, and it is not contemplated that any dividends will be paid in the immediate or foreseeable future.

Duplicate Communications:
Some shareholders may receive more than one copy of the annual report and proxy-related material. This is generally due to ownership of registered shares in addition to non-registered shares; holding shares in more than one account; or purchasing shares from more than one stock brokerage firm. Every effort is made to avoid such duplication. Shareholders who receive duplicate mailings should notify the investor relations department at the above address.