

DELTA CLEANTECH INC.
#002, 2305 Victoria Avenue
Regina, Saskatchewan, S4P 0S7

ALBERTA SECURITIES COMMISSION
250 5 St SW #600,
Calgary, Alberta, T2P 0R6

CSE
100 King Street West, Suite 7210
Toronto, Ontario, M5X 1E1

**BRITISH COLUMBIA SECURITIES
COMMISSION**
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia, V7Y 1L2

**FINANCIAL AND CONSUMERS AFFAIRS
AUTHORITY OF SASKATCHEWAN**
Suite 601, 1919 Saskatchewan Drive
Regina, Saskatchewan, S4P 4H2

ONTARIO SECURITIES COMMISSION
20th Floor, 20 Queen Street West,
Toronto, Ontario, M5H 3S8

Dear Sirs/Mesdames:

Re: Delta CleanTech Inc.
Material Change Report

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of Delta CleanTech Inc. (CSE: DELT) (“**Delta**” or the “**Corporation**”). For convenience, this letter is itemized in the same manner as Form 51-102 F3 of National Instrument 51-102.

Item 1 – Name and Address of Corporation

DELTA CLEANTECH INC.
#002, 2305 Victoria Avenue
Regina, Saskatchewan, S4P 0S7
Telephone: (306) 352-6132
Facsimile: (306) 545-3262

Item 2 – Date of Material Change

The material change occurred on December 22, 2023.

Item 3 – Publication of Material Change/Press Release

Press releases were issued on December 14, 2023 and December 22, 2023, via Baystreet and Stockwatch, copies of which are attached hereto as Schedule “A” and Schedule “B”.

Item 4 – Summary of Material Change

The Corporation issued 21,250,000 units at a price of \$0.02 per unit (“**Unit**”), for the gross proceeds of \$425,000 (“**Private Placement**”). Each Unit consists of one common share and one-half of one common share purchase warrant (each whole common share purchase warrant, a “**Warrant**”). Each Warrant

entitles the holder to purchase one common share (“**Warrant Share**”) of Delta at an exercise price of \$0.05 per Warrant Share, for a period of five years after the date of issuance.

The Private Placement is a non-brokered Private Placement, Units are being issued to arm’s length parties, and no bonuses, finder’s fees, commissions, or other consideration is being paid. Prior to the Private Placement Delta had 63,823,100 common shares and 19,261,500 warrants issued and outstanding and after issuance of the Units, Delta now has 85,073,100 common shares and 29,886,500 warrants issued and outstanding. The securities issued pursuant to the Private Placement are subject to a hold period until April 23, 2024.

Item 5 - Full Description of Material Changes

See news releases attached as Schedule “A” and Schedule “B”.

Item 6 – Reliance on Section 7.1(2) or (3) of NI 51-102

Not applicable.

Item 7 – Omitted Information

Not applicable.

Item 8 – Senior Officer

The name of a Senior Officer of the Corporation who is knowledgeable about the material change and who can be contacted by the Commission is: Jeffrey Allison, Chief Executive Officer, telephone (306) 352-6132.

Item 9 – Date of Report

This report is dated December 22, 2023.

DELTA ANNOUNCES PRIVATE PLACEMENT

Calgary, Alberta – December __, 2023 – Delta CleanTech Inc. ("**Delta**" or the "**Company**") (CSE:DELTA, FRA: 66C, OTCQB:DCTIF) announces that it has reserved for issuance, 21,250,000 units at a price of \$0.02 per unit ("**Unit**"), for the gross proceeds of \$425,000 ("**Private Placement**"). Each Unit will consist of one common share and one-half of one common share purchase warrant (each whole common share purchase warrant, a "**Warrant**"). Each Warrant will entitle the holder to purchase one common share ("**Warrant Share**") of Delta at an exercise price of \$0.05 per Warrant Share, for a period of five years after the date of issuance.

The Private Placement is a non-brokered Private Placement, and upon receipt of funds, Units will be issued to arm's length parties. Currently Delta has 63,823,100 common shares and 19,261,500 warrants issued and outstanding and after issuance of the Units, will have 85,073,100 common shares and 29,886,500 warrants issued and outstanding.

The Company will not hold a shareholder meeting to obtain approval of the Private Placement, and is relying on Section 4.6(2)(b) of the CSE Policy 4 *Corporate Governance Security Holder Approvals and Miscellaneous Provisions* as it requires the proceeds in immediately available funds to be utilized for working capital. Delta has obtained CSE price protection for the Units; received and is in the process of receiving additional subscription agreements; no related person is participating in the Private Placement; and the board of directors has determined that the Private Placement is in the best interest of Delta, is reasonable in the circumstances, and that it is not feasible to obtain security holder approvals or to complete a rights offering to existing security holders on the same terms, due to the immediate requirement for the working capital.

All securities issuable under the Private Placement will be subject to a statutory hold period lasting four months and one day following the closing of the Private Placement.

[Delta CleanTech Inc.](#) is a 19-year ESG-driven, recognized technology leader in CO₂ Capture, Decarbonization of Energy, Solvent & Glycol Reclamation, Methane Destruction, Blue Hydrogen Production, and Carbon Credit Aggregation and Management. Delta continues to provide solutions to clients all over the world in sequestering, capturing, and reducing CO₂ and through its affiliate, Carbon RX, is originating, validating, digitizing, and streaming Carbon Credits.

For more information contact:

Jeff Allison, President

Phone: 306-352-6132

E-mail: jallison@deltacleantech.com

Forward Looking Statements This news release contains "forward-looking information" within the meaning of applicable Canadian securities legislation, which are based upon Delta's current internal expectations, estimates, projections, assumptions and beliefs and views of future events. Forward-looking information can be identified using forward-looking terminology such as "expect", "likely", "may", "will", "should", "intend", "anticipate", "potential", "proposed", "estimate" and other similar

words, including negative and grammatical variations thereof, or statements that certain events or conditions "may", "would" or "will" happen, or by discussions of strategy. Forward-looking information include estimates, plans, expectations, opinions, forecasts, projections, targets, guidance, or other statements that are not statements of fact. Specifically, this news release contains forward looking information relating to the Company's design and build of future projects, and successful funding application, among others.

The CSE does not accept responsibility for the adequacy or accuracy of this release.

DELTA ANNOUNCES CLOSING OF PRIVATE PLACEMENT

Calgary, Alberta – December 22, 2023 – Delta CleanTech Inc. ("**Delta**" or the "**Company**") (CSE:DELT, FRA: 66C, OTCQB:DCTIF) announces that it has closed the private placement, previously announced on December 14, 2023, by issuing 21,250,000 units at a price of \$0.02 per unit ("**Unit**"), for the gross proceeds of \$425,000 ("**Private Placement**"). Each Unit will consist of one common share and one-half of one common share purchase warrant (each whole common share purchase warrant, a "**Warrant**"). Each Warrant entitles the holder to purchase one common share ("**Warrant Share**") of Delta at an exercise price of \$0.05 per Warrant Share, for a period of five years. The common shares issued, and the Warrant Shares are subject to a hold period under applicable securities law until 23 April, 2024.

Prior to the Private Placement, Delta had 63,823,100 common shares and 19,261,500 warrants issued and outstanding and after closing of the Private Placement, Delta now has 85,073,100 common shares and 29,886,500 warrants issued and outstanding. The proceeds will be utilized for working capital. No bonuses, finder's fees, compensation or commissions are payable under the Private Placement.

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For more information contact:

Jeff Allison, President

Phone: 306-352-6132

E-mail: jallison@deltacleantech.com

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