

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 – Dates of Material Change

There were two material changes to report. The first occurred on March 13, 2024 and the second one occurred on March 15, 2024.

Item 3 – Publication of Material Change/Press Release

Press releases were issued on February 7, 2024, March 8, 2024, March 13, 2024 and March 15, 2024, via Baystreet and Stockwatch, copies of which are attached hereto as Schedule “A”, Schedule “B”, Schedule “C” and Schedule “D”.

Item 4 – Summary of Material Change

The Corporation issued 30,000,000 units at a price of \$0.02 per unit (“**Unit**”), for the gross proceeds of \$600,000 (“**Private Placement**”). Each Unit consists of one common share and one 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 one director, one officer, and 11 arm’s length parties, two of whom have now become insiders of Delta, due to the fact that they each own or control, directly or indirectly, securities carrying more than 10% of the voting rights attached to all the Corporation’s outstanding voting securities. Delta now has 115,073,100 common shares and 59,886,500 warrants issued and outstanding. No bonuses, finder’s fees, commissions, or other consideration is being paid. The securities issued pursuant to the Private Placement are subject to a hold period until July 16, 2024.

Item 5 - Full Description of Material Changes

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

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: Jacelyn Case, Chief Financial Officer, telephone (306) 352-6132.

Item 9 – Date of Report

This report is dated March 15, 2024.

DELTA ANNOUNCES CLOSING OF TRANCHE 1 OF PRIVATE PLACEMENT

Calgary, Alberta – March 13, 2024 – Delta CleanTech Inc. (“**Delta**” or the “**Company**”) (CSE:DELT, FRA: 66C, OTCQB:DCTIF) announces that, upon receipt of the majority of the minority shareholders approval obtained on March 12, 2024, it has closed tranche 1 of the private placement, previously announced on February 7, 2024 and March 8, 2024, by issuing 19,400,000 units at a price of \$0.02 per unit (“**Unit**”), for the gross proceeds of \$388,000 (“**Private Placement – Tranche 1**”). Each Unit consists of one common share and one common share purchase warrant (“**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 July 14, 2024.

The Issuer intends to close the second tranche of the private placement (“**Private Placement – Tranche 2**”) on March 15, 2024, by the issuance of an additional 10,600,000 Units, for the gross proceeds of \$212,000.

Prior to the closing of Private Placement – Tranche 1 and Private Placement – Tranche 2 (collectively referred to as the “**Private Placement**”), Delta had 85,073,100 common shares and 29,886,500 warrants issued and outstanding and after closing of the Private Placement, Delta will have 115,073,100 common shares and 59,886,500 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.

Delta CleanTech Inc. is a 19-year ESG-driven, recognized global technology leader specializing in developing carbon mitigation products for energy transition industry. Delta continues to provide solutions to clients all over the world in capturing and sequestering CO₂, and reclaiming industrial liquids and solvents utilized in CO₂ capture, as well as originating, validating, digitizing, and streaming Carbon Credits through its subsidiary, Carbon RX.

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. **Schedule “B”**

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DELTA ANNOUNCES CLOSING OF TRANCHE 1 OF PRIVATE PLACEMENT

Calgary, Alberta – March 13, 2024 – Delta CleanTech Inc. (“**Delta**” or the “**Company**”) (CSE:DELT, FRA: 66C, OTCQB:DCTIF) announces that, upon receipt of the majority of the minority shareholders approval obtained on March 12, 2024, it has closed tranche 1 of the private placement, previously announced on February 7, 2024 and March 8, 2024, by issuing 19,400,000 units at a price of \$0.02 per unit (“**Unit**”), for the gross proceeds of \$388,000 (“**Private Placement – Tranche 1**”). Each Unit consists of one common share and one common share purchase warrant (“**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 July 14, 2024.

The Issuer intends to close the second tranche of the private placement (“**Private Placement – Tranche 2**”) on March 15, 2024, by the issuance of an additional 10,600,000 Units, for the gross proceeds of \$212,000.

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DELTA ANNOUNCES CLOSING OF TRANCHE 2 OF PRIVATE PLACEMENT

Calgary, Alberta – March 15, 2024 – Delta CleanTech Inc. (“**Delta**” or the “**Company**”) (CSE:DELT, FRA: 66C, OTCQB:DCTIF) announces it has closed the final tranche (“**Tranche 2**”) of the private placement, previously announced on February 7, 2024, March 8, 2024 and March 13, 2024, by issuing an additional 10,600,000 units at a price of \$0.02 per unit (“**Unit**”), for the gross proceeds of \$212,000 (“**Private Placement – Tranche 1**”). Each Unit consists of one common share and one common share purchase warrant (“**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 July 16, 2024.

Post closing of Private Placement – Tranche 1 and Private Placement – Tranche 2 (collectively referred to as the “**Private Placement**”), Delta now has 115,073,100 common shares and 59,886,500 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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