



NORTHSTAR
CLEAN TECHNOLOGIES

NORTHSTAR ANNOUNCES EXECUTION OF BINDING TERM SHEET FOR 5-YEAR OFF-TAKE AGREEMENT WITH COLAS CANADA’S SUBSIDIARY MCASPALT INDUSTRIES FOR 100% OF LIQUID ASPHALT PRODUCTION FROM PROPOSED CALGARY FACILITY

VANCOUVER, British Columbia – October 6, 2022 – Northstar Clean Technologies Inc. (TSXV: ROOF, OTCQB: ROOOF) (“Northstar” or the “Company”) is pleased to announce the Company, along with its wholly-owned subsidiary Empower Environmental Solutions Calgary Ltd., has signed a binding term sheet (the “Term Sheet”) for a five-year off-take agreement with McAsphalt Industries Ltd. (“McAsphalt”, and together with the Company, the “Parties”), a wholly owned subsidiary of Colas Canada Inc. (“Colas Canada”), whereby Northstar will sell and McAsphalt will buy, on an exclusive basis, 100% of liquid asphalt production at the Company’s planned scale-up asphalt shingle reprocessing facility in Calgary, Alberta (the “Empower Calgary Facility”). The Term Sheet is a legally binding obligation between the Parties.

Term: Northstar and McAsphalt have agreed to a five-year term for the off-take agreement with automatic three-year renewal options, unless either of the Parties provides 180 days’ written notice of its intention not to renew.

Pricing: The agreed terms of the sale price of the liquid asphalt is confidential due to commercial sensitivity reasons, but the pricing is market based and includes the market index, a quality and locational differential, and a sustainability premium.

Risk Management: Risk management pricing is incorporated into the pricing mechanism.

Third Party Sales: Northstar and McAsphalt will have the ability to enter into third party sales agreements for the liquid asphalt product produced from the Empower Calgary Facility. The detailed terms of any third party sales are confidential.

Planning, Regulatory and Government Agency Support: McAsphalt will support Northstar in planning, regulatory and government agency engagement with respect to the Empower Calgary Facility.

Life-Cycle Assessment: The Parties will work together to develop an additional life-cycle assessment for Northstar’s proprietary clean technology.

Carbon Credits: The Parties will work together on the development of a protocol to create carbon credits. Should carbon credits be created, the sustainability premium will be calculated based on the joint contribution to the protocol development.

The precise terms of the five-year off-take agreement with McAsphalt will be incorporated into a definitive agreement (the “**Definitive Agreement**”) to be negotiated between the Parties.

Mr. Aidan Mills, President & CEO and Director of Northstar, stated, “This Term Sheet is a pivotal agreement and a major milestone for Northstar. With McAsphalt we have a valuable off-take partner that has the strength, capability, resources and operational expertise to help move our business forward. Furthermore, the research and development support we have received from McAsphalt to date has been outstanding. McAsphalt has contributed to the continued optimization of the production and quality control processes at Northstar’s Empower Pilot Facility in Delta, B.C., and to the design of the Empower Calgary Facility. With McAsphalt’s commitment to continue its support, through detailed design, construction, commissioning, and operation of the Empower Calgary Facility, we have a sophisticated partner who will contribute significantly to the success of our commercialization of an industry changing technology.”

Mr. Mills continued, “Furthermore, Colas Canada’s leading carbon reduction and ESG targets are aligned with Northstar’s business model, and we expect to work together to provide an integrated low carbon solution that capitalizes on the benefits of Northstar’s low carbon footprint and McAsphalt and Colas Canada’s product portfolio. We see McAsphalt’s commitment to market-based pricing as a testament to our business model and its recognition of the sustainability premium for our products. The Term Sheet is critical as we continue negotiations on long term off-take agreements for the lowest carbon footprint asphalt in North America, and we expect upside for both organizations as we work together to develop a carbon monetization strategy for Northstar’s low carbon asphalt. For the Empower Calgary Facility, this agreement provides Northstar the ability to divert an estimated 40,000 tonnes of shingles per year from Calgary landfills (60,000 barrels of asphalt per year into landfill) and deliver an estimated 10,000 tonnes of asphalt per year. McAsphalt is a serious long term strategic partner, and we are delighted to have them as a critical partner in our first commercial facility.”

Ron Vertz, Canadian President of McAsphalt, stated, “We at McAsphalt were very excited the moment we were contacted by Northstar and feel fortunate that we were given the opportunity to work with them on an offtake agreement. As a leader in asphalt technology in Canada we often get calls to look at innovative ideas with most with no commercial application. Everyone is trying to find a way to reduce their carbon footprint, too many companies are looking at carbon offsets and not really addressing the root cause in their own company. Northstar is different, they have a

proprietary process that has commercial application and they are addressing the carbon problem, not just green washing.”

Mr. Vertz continued “McAsphalt has been working on a low carbon asphalt for the construction industry for several years. McAsphalt is a Colas company in Canada and with Colas Canada Inc.’s network of operating subsidiaries specializing in road building and maintenance, is one of the largest roadbuilding companies in Canada. If McAsphalt can help reduce the carbon footprint of asphalt cement, that will translate into a lower carbon footprint in the paving operations at all Colas Companies in Canada. We believed we had an innovative low carbon asphalt before we met Northstar, but what we have found that by incorporating their asphalt into our formulations, we can achieve an even lower CO2 emission from our operations”.

For Mr. Vertz, “Northstar has been a great partner. They have been very receptive to all ideas presented. Northstar will be an important partner helping us meet our corporate CSR commitments, specifically, carbon reduction, reducing our impact, circular economy and helping us shape an exemplary culture of ethics and compliance.”

About McAsphalt Industries Ltd.

For over 50 years, McAsphalt has been the industries top asphalt experts, offering asphalt products and services from over 27 strategically located terminals across Canada, coast to coast to coast. McAsphalt has the most complete logistical network in Canada including two articulated tug and barges that are the most environmentally friendly mode to transport asphalt.

We are committed to developing new products to cater to changing industry needs. The specialty products laboratory component of the McAsphalt Research Centre actively pursues various research projects throughout the year. McAsphalt prides itself on offering the industry’s best technical support for asphalt products and processes alike. McAsphalt is the industry’s most published company in Canada.

McAsphalt is committed to the environment. Our research is focused on new ideas to lower the road building industries carbon footprint. We are actively researching low VOC and low carbon asphalts and their impact on the total life cycle of our infrastructure. Product and process trials are underway with two projects of note that will be completed in 2022. A paving project that will use a low carbon asphalt and a paving project that will use 100% recycled asphalt pavement and be done cold.

McAsphalt is a wholly owned Canadian subsidiary of Colas Canada. McAsphalt will play a significant role in in developing products and processes enabling the Colas Group to meet its two ambitious emission reduction targets:

30% on its direct greenhouse gas emissions (scopes 1 and 2) and,

30% across the entire upstream value chain (scope 3a), which represents 85% of the Group's total emissions.

About Colas Canada

Colas is a Canadian leader in transportation infrastructure - materials, construction, rehabilitation, preservation and maintenance of roads, highways, airport runways, port, industrial and logistics infrastructure, subdivisions, urban infrastructure, parking lots and more.

With our vertical integration, an extensive network of quarries, gravel and sand pits, emulsion, asphalt, and concrete plants, and backed by a network of local Colas companies, including McAsphalt, and assets across Canada, Colas offers clients a wide range of innovative and sustainable solutions for the construction and maintenance of transportation infrastructure. Colas Canada Inc. is also specialized in recycling construction materials primarily used for road building.

Colas companies in Canada are part of the Colas Group (XPAR:RE) a world leader in the construction, recycling, and maintenance of transportation infrastructure.

We Connect Canada

For further information about Colas Canada, please visit www.colascanada.ca

About Northstar

Northstar Clean Technologies Inc. is a Canadian clean technology company focused on the sustainable recovery and reprocessing of asphalt shingles. Northstar has developed a proprietary design process for taking discarded asphalt shingles, otherwise destined for already over-crowded landfills, and extracting the liquid asphalt, aggregate and fiber for usage in new hot mix asphalt, construction products and other industrial applications. Focused on the circular economy, Northstar plans to reprocess used or defective asphalt shingle waste back into its three primary components for resale and reuse at its Empower Pilot Facility in Delta, British Columbia and its future commercial facilities. As an emerging innovator in sustainable processing, Northstar's mission is to be the leader in the recovery and reprocessing of asphalt shingles in North America, extracting the recovered components from asphalt shingles that would otherwise be sent to landfill.

For further information about Northstar, please visit www.northstarcleantech.com.

On Behalf of the Board of Directors,

Aidan Mills

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Cautionary Statement on Forward-Looking Information

Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release. The TSXV has neither approved nor disapproved the contents of this press release.

This press release may contain forward-looking information within the meaning of applicable securities legislation, which forward-looking information reflects the Company's current expectations regarding future events. Forward-looking statements are often identified by the words "may", "would", "could", "should", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" or similar expressions. Forward-looking statements in this press release include statements concerning: (i) the entry into of the Definitive Agreement by the Parties, (ii) the proposed expansion of Northstar's production facilities into Alberta, Canada and elsewhere. and, in connection therewith, receipt of any necessary planning, regulatory and government approvals therefor, (iii) the Company's ability to create upside for both Parties as they work together to develop a carbon monetization strategy for Northstar's low carbon asphalt; (iv) the Parties' abilities to effectively reduce their own respective carbon footprints; (v) the commercial viability of the Empower Calgary Facility via the Term Sheet; (vi) McAsphalt's product trials and, in connection therewith, their respective completion and commercial successes; as well as (vii) Northstar's ability to become a leader in the recovery and reprocessing of asphalt shingles in North America. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements, including risks related to factors beyond the control of the Company as well as those risks and uncertainties which are more fully described under the heading "Risk Factors" in the final prospectus of the Company dated June 18, 2021 and in the Company's annual and quarterly management's discussion and analysis and other filings with the Canadian securities regulatory authorities under the Company's profile on SEDAR. The ongoing dispute between the sovereign state of Ukraine and Russia also poses risks that are currently indescribable and immeasurable. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them. The Company does not undertake any obligation to update such forward-looking information whether because of new information, future events or otherwise, except as expressly required by applicable law.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although the Company has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended and such changes could be material. The Company does not intend, and do not assume any obligation, to update the forward-looking statements except as otherwise required by applicable law.