

Northstar Announces Closing Of \$14.0 Million Royalty Transaction With Cvw Cleantech

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VANCOUVER, BC and CALGARY AB, Sept. 16, 2024 /CNW/ - Northstar Clean Technologies Inc. (TSXV: ROOF) (OTCQB: ROOOF) ("Northstar" or the "Company") is pleased to confirm the closing of the previously announced \$14.0 million royalty transaction (the "Transaction") with [CVW CleanTech Inc.](#) (TSXV: CVW) (OTCQX: CVWFF) ("CVW CleanTech") announced on August 7, 2024. The Transaction funded as a five-year 10.0% second secured convertible debenture (the "Royalty Debenture") convertible into revenue royalties on two Northstar facilities and will accelerate the development of Northstar's next two shingle reprocessing facilities following the completion of its first asphalt shingle reprocessing facility in Calgary, Alberta (the "Empower Calgary Facility"). For additional details regarding the Transaction and the terms of the Royalty Debenture, please refer to the Company's news release dated August 7, 2024, which is available under the Company's profile on www.sedarplus.ca.

Mr. Aidan Mills, President & CEO of Northstar, stated, "We are thrilled to finalize this transformative transaction with CVW CleanTech. Adding CVW as a strategic partner for the Northstar business strengthens our ability to execute our growth plan, provides financial flexibility and preserves shareholder value. The funds will allow us to move swiftly on our next two facilities, building on the anticipated success of the Empower Calgary Facility. The transaction strengthens Northstar's capital structure, reduces Northstar's near-term equity financing needs, and provides flexibility for future financing."

Mr. Akshay Dubey, CEO of CVW CleanTech, added, "We are pleased to have successfully closed our first royalty transaction and look forward to a mutually rewarding partnership with Northstar Clean Technologies. Our investment reflects our confidence in Northstar's leadership and their ability to execute on their growth strategy and deliver positive returns which was supported by the overwhelmingly positive feedback from our investors."

This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended (the "1933 Act") and may not be offered or sold to, or for the account or benefit of, persons in the United States or "U.S. persons" (as such term is defined in Regulation S under the 1933 Act) absent registration or an applicable exemption from the registration requirements of the 1933 Act and applicable state securities laws.

Marketing Agreements

Green Stock News

The Company is also pleased to announce it has entered into an agreement with Green Stock News LLC ("GSN"), a Minnesota based company, to become a featured issuer on www.greenstocknews.com. For a term of 12 months commencing on the date hereof, GSN will host a profile page for the Company on Greenstocknews.com, feature the Company on its Environmental Solutions section, amplify the dissemination of the Company's news across GSN's syndication channels (Spotify, Amazon Audio, Stockhouse.com, Stocktwits.com, Youtube.com, X.com, and the GSN newsletter), perform video production for the Company (approved videos to be published on Youtube.com), perform search engine optimization for the Company's profile on GSN, and feature the Company in rotating display banners and video banners featured on Greenstocknews.com. The fee for the 12-month program will be US\$15,000. The Company and GSN act at arm's length and neither GSN nor any of its principals or staff currently own any interest, directly or indirectly, in the Company. The effective date of the agreement is September 17, 2024.

About Green Stock News LLC

Green investors start here. Green Stock News is 100% dedicated to emerging green sectors that will shape the future. GSN reaches the web's largest and most targeted niche of investors specifically focused on identifying new opportunities within emerging green sectors such as clean energy, cleantech, cannabis, and sustainable transport.

Winning Media

The Company announces it has entered into an agreement with Winning Media LLC ("Winning Media") to provide strategic digital media and consulting services to the Company. Winning Media is a Houston, Texas based marketing agency that delivers services to a diverse group of clients across North America, providing strategic digital media services, marketing, advertising and data analytic services. The Company and Winning Media act at arm's length and neither Winning Media nor any of its principals currently own any interest, directly or indirectly, in the Company. Under the terms of the agreement, Winning Media will provide strategic digital media services including marketing services, news dissemination, data analytics services, content development, media buying and distribution, and campaign reporting and optimization. The Company has agreed to pay Winning Media an upfront fee of USD\$35,000 and the services are expected to take place between the date hereof and February 28, 2025.

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 for use in new hot mix asphalt, shingle manufacturing and asphalt flat roof systems, and aggregate and fiber for use in 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 reuse/resale at its first commercial scale up facility in Calgary, Alberta. 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
President & CEO, Director

Cautionary Statement on Forward-Looking Information

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release. The TSX Venture Exchange 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: the anticipated transformative impacts to Northstar as described herein; the expected transformative nature of the Transaction; the acceleration of business development that is anticipated from the Transaction; expansion plans; the anticipated reduction in dependence on future capital raising activities; expectations for commercialization of the Company's business; and anticipated marketing activities. 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; inability of the Company to execute on its business plans; the Company may require additional financing which may not be obtainable or on favourable terms; economic uncertainty; and the risks and uncertainties which are more fully described under the heading "Risk Factors" 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+. 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.

SOURCE Northstar Clean Technologies Inc.

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