ADURO CLEAN TECHNOLOGIES INC.

Majority Voting Policy with Respect to the Election of Directors

1. Offer to Resign Following "Majority Withheld Vote"

Any nominee for election as a director of Aduro Clean Technologies Inc. (the "**Company**") who receives a greater number of validly cast votes "withheld" from his or her election than validly cast votes "for" such election (a "**Majority Withheld Vote**") will immediately tender his or her offer to resign to the Board of Directors of the Company (the "**Board**"), provided that such election is not held at a contested meeting. In this Majority Voting Policy (the "**Policy**"), a "contested meeting" means a meeting at which the number of directors nominated for election is greater than the number of seats available on the Board. For the purposes of this Policy, votes "withheld" do not include abstentions and failures to vote with respect to any director's election.

2. Recommendation by Committee

The Board will refer the offer to resign to the Board's Governance and Nomination Committee (the "**Committee**") for consideration. The Committee will consider the offer to resign and will make a recommendation to the Board that the Board accept the resignation absent exceptional circumstances. In considering whether to accept the offer to resign, the Committee will consider all factors deemed relevant by Committee including, without limitation,

a) the stated reason or reasons, if any, why shareholders withheld votes from the election of the director,

b) the impact the director's resignation would have on the Board's or the Company's ability to, respectively,

    i) effectively continue fulfilling its responsibility for the stewardship of the Company and the enhancement of shareholder value; and
    ii) comply with (A) the Company's contractual obligations, constating documents and governance rules and policies, (B) applicable corporate and securities laws, and (C) the rules of any stock exchange on which the Company's securities are listed or posted for trading,

c) whether the director is a key member of an established, active special committee which has a defined term or mandate (such as a strategic review) and accepting the resignation of such director would jeopardize the achievement of the special committee's mandate, and

d) the overall composition of the Board.

Provided that securities of the Company are listed on the Toronto Stock Exchange (the "**TSX**"), the following will not generally constitute "exceptional circumstances" under this Policy: (i) the director's length of service; (ii) the director's qualifications; (iii) the director's attendance at meetings; (iv) the director's experience; or (v) the director's contributions to the Company.

3. Decision of the Board

Within 90 days of the date of the shareholders' meeting at which the election occurred, the Board will make a decision with regards to the offer to resign. In considering the Committee's recommendation, the Board will consider the information and factors considered by that Committee and such additional information and factors that the Board may consider to be relevant. Absent exceptional circumstances, the Board will accept the resignation. The offer to resign will be effective when accepted by the Board.

4. Non-Participation

No director who has tendered his or her offer to resign will attend or participate in the Committee's deliberations or recommendation, or in the Board's deliberations or determination, with respect to accepting or rejecting his or her offer to resign as a director, or any related resolutions. However, he or she will be counted for the purpose of determining whether the Committee or the Board has quorum. If the director must attend the meeting in order to satisfy quorum requirements, then the director must not speak or otherwise participate in any part of the meeting where his or her resignation is discussed or considered or a related resolution is voted upon. Such director will remain active and engaged in all other Board and Board committee activities, deliberations, and decisions during such time, including, for greater certainty, the deliberations, and decisions regarding any offer to resign tendered by any other director in accordance with this Policy.

5. Press Release

Following the Board's decision, the Board will promptly disclose, by way of a press release, its decision whether to accept the director's offer to resign including, if applicable, a full statement of the reasons of the Board for rejecting the offer to resign. Provided that securities of the Company are listed on the TSX, a copy of such press release will be provided to the TSX.

6. Options Following Acceptance of Resignation

If an offer to resign is accepted, the Board may, in accordance with the provisions of applicable corporate laws, (i) leave the vacancy in the Board unfilled until the next annual general meeting of shareholders, (ii) reduce the size of the Board (if permitted by applicable corporate law and the articles of the Company), (iii) fill the vacancy created by the resignation by appointing a new director whom the Board considers to merit the confidence of shareholders, or (iv) call a special meeting of shareholders at which there will be presented nominee(s) to fill the vacant position(s).

7. Non-Compliance with Policy

In the event that any director who received a Majority Withheld Vote does not tender his or her offer to resign in accordance with this Policy, he or she will not be re-nominated for election by the Board.

8. Procedures

Each of the Committee and the Board may adopt such procedures as it sees fit to assist it in its deliberations, recommendations, and determinations, as applicable, with respect to this Policy, provided such procedures comply with the Business Corporations Act (British Columbia) and the policies of the TSX.

9. Agreement of Current Directors

Each of the current directors has agreed to abide by the provisions of this Policy and any subsequent candidate nominated by the Board will, as a condition of such nomination, be required to abide by this Policy.

10. Amendments to Policy

The Board may, at any time and in its sole discretion, supplement or amend any provision of this Policy, repeal this Policy in whole or part, or adopt a new Policy relating to director elections with such terms as the Board determines, in its sole discretion, to be appropriate. Subject to Section 8 of this Policy, the Board will have the exclusive power and authority to administer this Policy, including, without limitation, the right and power to interpret the provisions of this Policy and make all determinations deemed necessary or advisable for the administration of this Policy. All such actions, interpretations and determinations which are done or made by the Board in good faith will be final, conclusive and binding.

Effective Date

This Policy was approved and adopted by the Board on October 15, 2026 (the "**Effective Date**") and is and shall be effective and in full force and effect in accordance with its terms and conditions from and after such date.