

## ADURO CLEAN TECHNOLOGIES INC.

### Corporate Governance Disclosure Pursuant to Nasdaq Rule 5615(a)(3)

As a foreign private issuer listed on the Nasdaq Capital Market, Aduro Clean Technologies Inc. is permitted to follow its home country corporate governance practices in lieu of certain Nasdaq corporate governance requirements, pursuant to Nasdaq Listing Rule 5615(a)(3). Below is a summary of the Nasdaq corporate governance requirements that Aduro does not follow and the corresponding Canadian practices it adheres to instead.

Nasdaq Rule	Nasdaq Requirement	Home Country Practice Followed (Canada)
<b>5605(e)(1)-(2)</b>	Independent director involvement in director nominations and a formal nominations committee charter	Canadian law does not require independent oversight or a formal charter for director nominations
<b>5605(d)(1)</b>	CEO must not be present during compensation deliberations	Canadian law does not require this restriction in a compensation committee charter
<b>5605(d)(2)</b>	Compensation committee must consist of at least two independent directors	Canadian law does not require a compensation committee composed of independent directors
<b>5605(b)(2)</b>	Independent directors must meet in executive session	Canadian law permits independent directors to meet without management at board meetings, but does not mandate separate executive sessions
<b>5620(c)</b>	Minimum quorum of 33 1/3% of outstanding voting shares for shareholder meetings	Under British Columbia law, quorum may be defined in the company's articles; Aduro's articles set quorum as one or more persons present in person or by proxy
<b>5610</b>	Publicly available code of conduct for directors, officers, and employees	Canadian law does not require a written code of conduct to be adopted or published

<b>Nasdaq Rule</b>	<b>Nasdaq Requirement</b>	<b>Home Country Practice Followed (Canada)</b>
<b>5620(b)</b>	Proxy solicitation and provision of proxy materials to Nasdaq	Aduro follows Canadian proxy rules and is exempt from U.S. proxy rules under Exchange Act Sections 14(a)-(f)
<b>5635</b>	Shareholder approval for equity compensation plans and material revisions	Aduro follows CSE rules, which require shareholder approval for evergreen plans every three years and other material transactions as defined by Canadian law and CSE policies

**Note:** The information contained on or accessible through this website does not form part of Aduro's Annual Report on Form 40-F and is provided solely to comply with Nasdaq Rule 5615(a)(3).