FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: DELTA CLEANTECH INC. (the "Issuer").

Trading Symbol: DELT

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities* Act, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

(a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.

(b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.

(c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

(a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
(b) A description of the transaction(s), including those for which no amount has been recorded.
(c) The recorded amount of the transactions classified by financial statement category.
(d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
(e) Contractual obligations with Related Persons, separate from other contractual obligations.
(f) Contingencies involving Related Persons, separate from other contingencies.

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

(a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

(a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

(b) number and recorded value for shares issued and outstanding,

(c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

(d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.

2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated: November 30, 2021.

Jeffrey Allison
Name of Director or Senior Officer

Sgd: "Jeffrey Allison"
Signature

President
Official Capacity

Issuer Details Name of Issuer Delta CleanTech In.	For Quarter Ended 3rd Q	Date of Report YY/MM/D 21/11/26
Issuer Address 2308 Palisade Drive SW		
City/Province/Postal Code Calgary Alberta T2V 3V1	Issuer Fax No. (306)5453262	Issuer Telephone No. (306)3526132
Contact Name Jeffrey Allison	Contact Position President	Contact Telephone No. 306-3526132
Contact Email Address jallison@deltacleantech.ca	Web Site Address www.deltacleantech.ca	

Schedule "A"

INTERIM FINANCIAL STATEMENTS

3RD QUARTER ENDING SEPTEMBER 30, 2021

Delta CLEANTECH

CAPTURING SUSTAINABILITY

To the Shareholders of Delta CleanTech Inc.
("Delta" or the "Corporation")

Management's Accountability for Management's Discussion and Analysis and Consolidated Financial Statements

The unaudited interim condensed consolidated financial statements for the period ending September 30, 2021 ("**Financial Statements**") have been prepared by management in accordance with International Financial Reporting Standards in Canada. Management is responsible for ensuring that these Financial Statements, which include amounts based upon estimates and judgment, are consistent with other information and operating data contained in management's discussion and analysis for the period ending September 30, 2021 ("**MD&A**") and reflect Delta's business transactions and financial position.

Management is also responsible for the information disclosed in the MD&A, including responsibility for the existence of appropriate information systems, procedures and controls, to ensure that the information used internally by management and disclosed externally is complete and reliable in all material respects.

In addition, management is responsible for establishing and maintaining an adequate system of internal control over financial reporting. Such systems are designed to provide reasonable assurance that the financial information is relevant, reliable and accurate and that the Corporation's assets are appropriately accounted for and adequately safeguarded.

The board of directors ("**Board**") annually appoints an audit committee which includes directors who are not employees of the Corporation. This committee meets regularly with management and the shareholders' auditors to review significant accounting, reporting and internal control matters. The shareholders' auditors have unrestricted access to the audit committee. The audit committee reviews the interim and annual financial statements, the report of the shareholders' auditors, and the interim and annual management's discussion and analysis and has delegated authority to approve the interim filings and makes recommendations to the Board regarding annual filings.

Management has reviewed the filings of the Corporation's interim MD&A, Financial Statements and attachments thereto. Based on our knowledge, having exercised reasonable diligence, these interim filings do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, with respect to the period covered by the interim filings. Based on our knowledge, having exercised reasonable diligence, the Financial Statements together with the other financial information included in the interim filings fairly present in all material respects the financial condition, the financial performance, and cash flows of the Corporation, as of the date of and for the periods presented in the interim filings.

Signed "Lionel Kambeitz"
LIONEL KAMBEITZ
CHAIRMAN & CEO

Signed "Jacelyn Case"
JACELYN CASE
CFO

NOTICE TO READER OF THE

UNAUDITED INTERM CONDENSED CONSOLIDATED

FINANCIAL STATEMENTS

The unaudited interim condensed consolidated financial statements for the nine-month period ending September 30, 2021 have been prepared by management in accordance with the International Financial Reporting Standards and have not been reviewed by the auditor of **Delta CleanTech Inc**.

Signed "Jeffrey Allison"
JEFFREY ALLISON
PRESIDENT

Unaudited Interim Condensed Consolidated Statements of Financial Position

(Expressed in Canadian dollars)

For the period ended	Note	September 30, 2021	December 31, 2020 (Audited)
ASSETS			
Current Assets:			
Cash		$ 769,638	$ 10
Investments	6	4,000,000	-
Accounts receivable	18	4,280	-
Government receivables		27,213	-
Prepaids		45,558	-
Deposits		438,705	-
		5,285,394	10
Investments	6	287,933	-
Property, plant and equipment	7	24,396	-
Right-of-use assets	8	64,188	-
Patents	9	723,137	-
Intangible assets	10	1,875,000	-
Goodwill	5,11	59,623	-
Total assets		$ 8,319,671	$ 10
LIABILITIES			
Current Liabilities:			
Accounts payable and accrued liabilities	18	$ 87,660	$ -
Current portion of lease liability	12	11,926	-
		99,586	-
Lease liability	12	52,981	-
Total liabilities		152,567	-
EQUITY			
Equity:			
Share capital	13	7,169,334	10
Contributed surplus	14,15	3,235,579	-
Accumulated deficit		(2,237,809)	-
Total equity		8,167,104	10
Total liabilities and equity		$ 8,319,671	$ 10

The accompanying notes are an integral part of these Financial Statements.

Unaudited Interim Condensed Consolidated Statement of Income (Loss) and Comprehensive Income (Loss)

(Expressed in Canadian dollars)

For the nine-month period ended	Note	September 30, 2021
Revenue		
Engineering, process design and consulting		$ 375,000
Expenses		
Engineering, process design and consulting		90,067
Operating wages and benefits		310,313
Consulting and contractor costs		512,407
Business development		424,718
General and administrative		261,283
Amortization	7,8,9,10	194,562
		1,793,350
Operating loss		(1,418,350)
Interest Expense		(1,625)
Listing Fees		(504,075)
Stock compensation expense	15	(335,000)
Loss on sale of assets		(11,792)
Fair value gain on listed Common Shares	6	33,033
Loss before taxes		(2,237,809)
Income tax expense		-
Net loss and comprehensive loss for the period		**$ (2,237,809)**
Loss per share – basic and diluted*	16	$ (0.06)

*Fully diluted earnings per share is not presented when there is a loss as the impact would be anti-dilutive.

The accompanying notes are an integral part of these Financial Statements.

Unaudited Interim Condensed Consolidated Statement of Income (Loss) and Comprehensive Income (Loss)

(Expressed in Canadian dollars)

For the three months ended	Note	September 30, 2021
Revenue		
Engineering, process design and consulting		$ -
Expenses		
Operating wages		156,239
Consulting and contractor costs		294,715
Business Development		198,749
General and administrative		114,103
Amortization	7,8,9,10	73,612
		837,418
Operating loss		(837,418)
Interest expense		(537)
Listing fees		(107,381)
Stock compensation expense	15	(335,000)
Loss on sale of assets		(11,792)
Fair value loss on listed Common Shares	6	70,178
Loss before taxes		(1,221,950)
Income tax expense		-
Net loss and comprehensive loss for the period		**$ (1,221,950)**
Loss per share – basic and diluted*	16	$ (0.04)

*Fully diluted earnings per share is not presented when there is a loss as the impact would be anti-dilutive.

The accompanying notes are an integral part of these Financial Statements.

Unaudited Interim Condensed Consolidated Statements of Changes in Equity

For the Period from December 22, 2020 (Date of Incorporation) to December 31, 2020

and nine months ended September 30, 2021

(Expressed in Canadian dollars)

	Note	Number of shares	Share Capital	Contributed Surplus	Deficit	Total Equity
Balance, December 22, 2020			$ -	$ -	$ -	$ -
Share issuance	13	100	10	-	-	10
Net income			-	-	-	-
Balance, December 31, 2020		100	$ 10	$ -	$ -	$ 10
Private placement	13	38,523,000	4,811,939	-	-	4,811,939
Business acquisition	5,13	20,000,000	3,000,000	-	-	3,000,000
Share issuance cost	13		(642,605)	-	-	(642,605)
Warrants issued	14		-	2,900,579	-	2,900,579
RSU vested	15			335,000		335,000
Net income			-	-	(2,237,809)	(2,237,809)
Balance, September 30, 2021		**58,523,100**	**$ 7,169,334**	**$ 3,235,579**	**$ (2,237,809)**	**$ 8,167,104**

The accompanying notes are an integral part of these Financial Statements.

Unaudited Interim Consolidated Statement of Cash Flows

(Express in Canadian dollars)

For the nine-month period ended	Note	September 30, 2021
Cash flows used in operating activities:		
Net loss		$ (2,237,809)
Items not affecting cash:		
Amortization	7,8,9,10	194,562
Loss on sale of assets		11,792
Interest expense		1,625
Stock compensation expense	15	335,000
Fair value loss on listed Common Shares	6	(33,033)
Change in working capital and other	17	(428,096)
		(2,155,959)
Cash flows used in investing activities:		
Purchase of property and equipment	7	(38,369)
Purchase of patents	9	(6,693)
Lease payment	12	(33,000)
Purchase of GIC	6	(4,000,000)
Purchase of investment in Plexus	6	(100,000)
		(4,178,062)
Cash flows from financing activities:		
Private placement	13	7,103,649
		7,103,649
Increase in cash during the Period		769,628
Cash – beginning of year		10
Cash – end of Period		$ 769,638

The accompanying notes are an integral part of these Financial Statements.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

For the 9 Months ended September 30, 2021

1) Operations

Delta CleanTech Inc. ("**Delta**" or "**Corporation**") was incorporated on December 22, 2020, under the Business Corporations Act *Alberta* and is domiciled in Canada. The registered office of the Corporation is located at #2308 Palisade Dr. SW, Calgary, AB, T2V 3V1.

The principal activity of the Corporation consists of four main areas: 1) CO2 capture; 2) hydrogen production; 3) solvent and ethanol purification; and 4) carbon credit certification and trading (collectively the "**Business Sectors**"). These Business Sectors will be accomplished by capitalizing on the Corporation's patented process design intellectual property ("**IP**"), as well as its CO_2 capture and related solvent IP, whose focused mandate will be on positioning itself as a leading technology provider in the clean energy technology sector.

2) Significant event

On January 27, 2021, Delta completed the purchase of the clean energy business assets (the "**Clean Energy Assets**") of HTC Purenergy Inc. ("**HTC**") pursuant to an asset purchase agreement ("**Asset Purchase Agreement**"). The Clean Energy Assets consist of all of the IP and certain contractual agreements for the operation of HTC's CO2 capture systems and reclaimer systems. The Asset Purchase Agreement reflects a deemed purchase price of $4,000,000 however as a result of the accounting treatment of the Delta common shares ("**Common Shares**") issued, the financial statements reflect a value of $3,000,000 for the 20,000,000 Common Shares issued as consideration ("**Purchase Price**"). The fair value of the assets and Purchase Price has been measured provisionally in the interim financial statements and may be valued differently in the annual financial statements of the Corporation to be filed following the completion of the year ending December 31, 2021 ("**Asset Purchase**").

The Purchase Price was paid by the Corporation by the issuance of 20,000,000 Common Shares ("**Consideration Shares**") to HTC. The Consideration Shares are subject to a pooling arrangement with a release schedule over a period of 24 months whereby 10% of the Consideration Shares were released on August 19, 2021, when the Common Shares became listed on a recognized stock exchange in Canada ("**Liquidity Event**"), 10% of the Consideration Shares will be released every three months following the date of the Liquidity Event and the final 20% of the Consideration Shares will be released 24 months following the date of the Liquidity Event. The Asset Purchase was conditional upon, among other things, the closing of the Private Placement (as described below). No finder's fees were payable in connection with the Asset Purchase.

On January 27, 2021, immediately following the closing of the Asset Purchase, the Corporation completed a non-brokered private placement financing (the "**Private Placement**"). The first tranche of the Private Placement comprised of 36,200,000 units of Delta (the "**Units**") at a price of $0.20 per Unit for gross proceeds of $7,240,000. Each Unit is comprised of one common share and one-half of a common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant is exercisable to purchase one additional common share at an exercise price of $0.50 for a period of 48 months after its issuance.

On January 29, 2021, the Corporation completed a second tranche of the Private Placement consisting of 2,150,000 Units at a price of $0.20 per Unit for gross proceeds of $430,000. The Corporation paid cash finders

fees of $280,050 and issued 1,398,750 finders' warrants. Each finder warrant entitles the holder to purchase a common share at $0.20 for a period of 48 months after issuance.

On April 16, 2021, the Corporation completed a third tranche of the Private Placement consisting of 173,000 Units at a price of $0.20 per Unit for gross proceeds of $34,600. No finders' fees were payable under this tranche.

On August 19, 2021, Delta's Common Shares commenced trading on the Canadian Securities Exchange ("**CSE**"), under the ticker symbol "DELT".

On September 23, 2021, Delta's Common Shares commenced trading on the Frankfurt Stock Exchange ("**FSE**"), under the ticker symbol "66C".

3) Basis of Presentation

a) Statement of Compliance

These unaudited interim condensed consolidated financial statements of the Corporation for the nine-month period ended September 30, 2021 (the "**Financial Statements**") have been prepared by management in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and with interpretation of the International Financial Reporting Interpretations Committee ("**IFRIC**"). These Financial Statements meet the requirements of International Accounting Standard ("**IAS**") 34, *Interim Financial Reporting*. No comparative figures have been presented for the comparative nine-month period ended September 30, 2020, because the Corporation was only incorporated on December 22, 2020.

These Financial Statements were authorized for issuance by the audit committee of the Board of Directors ("Board") November 24 , 2021.

b) Functional Currency

The Financial Statements are presented in Canadian dollars, which is the Corporation's functional currency.

c) Principals of consolidation

Subsidiaries are entities controlled by the Corporation. The financial statements of the subsidiaries are included in the Financial Statements from the date that control commences until the date that control ceases.

Intercompany balances and transactions, and any unrealized income and expenses arising from intercompany transactions are eliminated in preparing the Financial Statements. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

The Financial Statements include the accounts of Delta, consolidated with those of its wholly owned subsidiary CO_2 Technologies Pty. Ltd. ("**CO_2 Technologies**") incorporated February 9, 2005, in New South Wales. All inter-company transactions, balances, revenues, and expenses have been eliminated on consolidation.

d) Use of Estimates and Judgment

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income (loss) in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

Preparation of the Corporation's Financial Statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, and contingent liabilities as at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Key judgments and estimates made by management with respect to those areas noted previously have been disclosed in the notes to the Financial Statements ("**Notes**"), as appropriate.

Significant accounting judgements

Investment classifications

As part of the evaluation of whether the Corporation has significant influence over any investee, management must exercise judgment based on current information. Determination of whether or not an investment should be classified and accordingly accounted for as a subsidiary, significant influence or equity investment has a material impact on the financial statements. Management takes into account all facts and circumstances in concluding the classification of an investment.

Fair value measurement of financial instruments

When the fair value of financial assets recorded in the Statement of Financial Position cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow method. The inputs to these models are taken from observable markets where possible.

Asset impairment

The carrying amounts of the Corporation's non-financial assets, other than inventories which are reviewed regularly, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated and compared to the carrying amount of the cash generating unit ("**CGU**") to which the asset belongs. There was no impairment in the nine-month period ended September 30, 2021 (the "**Period**").

The Corporation's most significant estimates and assumptions involve values associated with determining the recoverable amounts of product development costs, property, plant and equipment, patents and intangible assets. These estimates and assumptions include those with respect to future cash inflows and outflows, discount rates, asset lives, and the determination of CGUs.

Management is required to use judgment in determining the grouping of assets to identify their CGU for the purposes of testing for impairment. CGUs are based on an assessment of the unit's ability to generate independent cash inflows. The determination of these CGUs was based on management's judgment in regard to several factors such as shared infrastructure, and exposure to market risk and materiality.

Estimated useful lives and amortization of property, plant and equipment, patents and intangibles

Amortization of property, plant and equipment, product development, patents and intangibles are dependent upon estimates of useful lives which are determined through the exercise of judgment. The assessment of any impairment of these assets is dependent upon estimates of recoverable amounts that take into account factors such as economic and market conditions and the useful lives of assets.

Development costs

Development costs are capitalized in accordance with the accounting policy described in Note 4. Initial capitalization of costs is based on management's judgment that technical and economic feasibility is confirmed, usually when a project has reached a defined milestone according to an established project management model.

Expected credit losses

Management determines expected credit losses by evaluating individual receivable balances and considering customers' financial condition and current economic conditions. Accounts receivables are written off when deemed uncollectible. Recoveries of accounts receivable previously written off are recorded as income when received. All receivables are expected to be collected within one year of the consolidated statement of financial position date.

Income taxes

Income tax laws and regulations are subject to change. Deferred tax liabilities that arise from temporary differences between recorded amounts on the consolidated statement of financial position and their respective tax basis will be payable in future periods. Deferred tax assets that arise from temporary differences between recorded amounts on the consolidated statement of financial position and their respective tax basis are recognized to the extent that it is probably that future taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax losses can be utilized. The amount of a deferred tax asset/liability is subject to managements best estimate of when a temporary difference will reverse and expected changes in income tax rates. These estimates by nature involve significant measurement uncertainty.

The going concern assumption

The assessment of the Corporation's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meet its liabilities for the ensuing year, and to fund planned and contractual programs, involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

Leases

The Corporation applies judgment in determining whether the contract contains an identified asset, whether the Corporation has the right to control the asset, and the lease term. Lease term reflect the period over which the lease payments are reasonably certain including renewal options that the Corporation is reasonably certain to exercise. The determination of lease terms involves significant judgment with respect to assumptions of whether lease extensions will be utilized. Management makes assumptions about long-term industry outlook and store operating performances and growth which relate to future events and circumstances. Actual results could vary from these assumptions, and the differences could be material to the carrying value of the lease liabilities and right of use assets, for which the lease term is the basis for determining useful life.

Warrants

The Corporation utilizes the Black-Scholes Option Pricing Model to determine the fair value of warrants issued as part of a unit. The Corporation uses judgment in the evaluation of the input variables in the Black-Scholes Calculation which includes: estimates of the future volatility of the Corporation's share price, forfeiture rates, expected lives of the underlying security, expected dividends and other relevant assumptions.

Business combinations

For acquisition accounting purposes, all identifiable assets, liabilities, and contingent liabilities acquired in a business combination are recognized at fair value at the date of acquisition. Estimates are used to calculate the fair value of these assets and liabilities as at the date of acquisition. Contingent consideration resulting from business combinations is valued at fair value at the acquisition date as part of the business combination. Where the contingent consideration is recognized, it is subsequently remeasured to fair value at each reporting date. The determination of the fair value is based on discounted cash flows. The key assumptions take into consideration the probability of meeting each performance target and the discount factor.

4) Summary of significant accounting policies

a) Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured at the fair value of the assets given, equity instruments and liabilities incurred or assumed at the date of exchange. Acquisition costs for business combinations are expensed and included in general and administrative expenses. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at fair values at the date of acquisition.

Goodwill is initially measured at cost, being the excess of the cost of the business combination over the Corporation's share in the net fair value of the acquiree's identifiable assets, liabilities, and contingent liabilities. Any negative difference is recognized directly in the consolidated statements of income. If the fair values of the assets, liabilities and contingent liabilities can only be calculated on a provisional basis, the business combination is recognized using provisional values. Any adjustments resulting from the completion of the measurement process are recognized within 12 months of the date of acquisition.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Corporation's cash-generating units or groups of CGUs that are expected to benefit from the synergies of the combination, irrespective of whether other assets and liabilities of the acquiree are assigned to those CGUs. Where goodwill forms part of a CGU or group of CGUs and part of the operating unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of operation. If the Corporation reorganizes its reporting structure in a way that changes the composition of one or more CGUs or group of CGUs to which goodwill has been allocated, the goodwill is reallocated to the units affected. Goodwill disposed of or reallocated in these cases is measured based on the relative values of the operation disposed of and the portion of the CGU retained, or the relative fair value of the part of a CGU allocated to a new CGU compared to the part remaining in the old organizational structure.

b) Financial instruments

Classification and Measurement

The Corporation classifies and measures financial assets based on their contractual cash flow characteristics and the Corporation's business model for the financial asset. All financial assets and financial liabilities are recognized at fair value in the consolidated statements of financial position when the Corporation becomes party to the contractual provisions of a financial instrument or non-financial derivative contract. Subsequent to initial recognition, financial assets must be classified and measured at either amortized cost, at fair value through profit or loss ("**FVTPL**"), or at fair value through other comprehensive income ("**FVTOCI**").

The Corporation classifies its financial instruments as follows:

Financial Instrument	**Classification**
Financial assets	
Cash	FVTPL
Investments	FVTPL
Accounts receivable	Amortized cost

Financial liabilities	
Accounts payable and accrued liabilities	Amortized cost
Lease liability	Amortized cost

Financial assets

Impairment of financial assets

The expected credit loss model requires entities to account for expected credit losses on financial assets, other than financial assets measured at FVTOCI, at the date of initial recognition, and to account for changes in expected credit losses at each reporting date to reflect changes in credit risk. Expected credit losses are measured to reflect a probability-weighted amount, the time value of money, and reasonable and supportable information regarding past events, current conditions and forecasts of future economic conditions.

The Corporation's management reviewed and assessed its existing financial assets for impairment using reasonable and supportable information to determine the credit risk of the respective items at the date they were initially recognized and compared that to the credit risk as at September 30, 2021. The assessment of changes in credit risk resulted in an immaterial impact on the Consolidated Statement of Financial Position.

Derecognition of financial assets

The Corporation derecognizes a financial asset when its contractual rights to the cash flows from the financial asset expire.

Financial liabilities

Recognition and initial measurement

The Corporation recognizes a financial liability when it becomes party to the contractual provisions of the instrument. At initial recognition, the Corporation measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in profit or loss.

Classification and subsequent measurement

Subsequent to initial recognition, all financial liabilities are measured at amortized cost using the effective interest rate method. Interest, gains and losses relating to a financial liability are recognized in profit or loss.

Derecognition of financial liabilities

The Corporation derecognizes a financial liability only when its contractual obligations are discharged, cancelled or expire.

c) Cash

Cash includes balances in banks and cash on hand.

d) Foreign Currency Translation

The Corporation translates monetary assets and liabilities using the rate of exchange at the Financial Statement date and non-monetary assets liabilities using the historical exchange rate at the transaction date. Revenues and expenses are translated using the average exchange rate in effect for the period or year.

e) Property, Plant and Equipment

The initial cost of an asset is comprised of its purchase price or construction cost, borrowing costs and any costs directly attributable to bringing the asset into operation. The purchase price or construction cost is the amount paid and the fair value of any other consideration given to acquire the asset. Long-lived assets are tested for recoverability if events or changes in circumstances indicate that the carrying amount may not be recoverable. Asset values are comprised of cost less accumulated amortization and impairment if required.

Assets are amortized over their estimated useful lives as follows:

Equipment and vehicles	30% declining balance
Leasehold improvements	3 years straight-line

f) Impairment of Assets

Non-Financial and Intangible Assets

The carrying amounts of the Corporation's property, plant and equipment, product development costs, patents and intangible assets having a finite useful life are assessed for impairment indicators at least on an annual basis to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any.

An impairment loss is recognized for the amount by which the assets carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's or group of assets' estimated fair value less costs to sell and its value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable independent cash inflows (CGUs).

Where an impairment loss is subsequently reversed, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount but limited to the carrying amount that would have been determined had no impairment loss been recognized for the asset or CGU in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Assets that have an indefinite useful life and goodwill are not subject to amortization and are tested for impairment at least on an annual basis or earlier when there is an indication of potential impairment.

g) Patents

Costs associated with registration of patents are accumulated at cost and when registration is complete, amortized on a straight-line basis over 15 years.

h) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is its fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses. The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite useful lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization method and amortization period of an intangible asset with a finite useful life are reviewed at least annually. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the consolidated statements of income in the expense category consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives, which include brand names, are not amortized, but are tested for impairment annually, either individually or at the CGU level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Internally generated intangible assets are capitalized when the product or process is technically and commercially feasible and the Corporation has sufficient resources to complete development. The cost of an internally generated intangible asset comprises all directly attributable costs necessary to create, produce and prepare the asset to be capable of operating in the manner intended by management. Expenditures incurred to develop new demos and prototypes are recorded at cost as internally generated intangible assets. Amortization of the internally generated intangible assets begins when the development is complete and the asset is available for use and it is amortized over the period of expected future benefit. During the period of development, the asset is tested for impairment at least annually.

Finite-life intangible assets are amortized over their estimated useful lives as follows:

Carbon Rx™ Intellectual Property	20 years
CO_2 Technologies Intellectual Property	10 years
Delta Reclaimer® System	10 years
LCDesign® CCS	10 years
PDOengine®	10 years

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the consolidated statements of income when the asset is derecognized.

i) Research and Development

Research costs are expensed as they are incurred in accordance with specific criteria set out under IFRS. Product development costs are expensed as incurred, except if the costs are related to the development and setup of new products, processes, and systems, and satisfy certain conditions for capitalization, including reasonable assurance that they will be recovered. All capitalized development costs are amortized when commercial production begins, based on the expected useful life of the completed product. The carrying value of capitalized development costs are examined for recoverability annually.

j) Leases

At the inception of a contract, the Corporation considers whether the contract is, or contains, a lease. A lease is defined as ‘a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration’. To apply this definition, the Corporation assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Corporation;
- the Corporation has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract the Corporation has the right to direct the use of the identified asset throughout the period of use; and
- the Corporation assess whether it has the right to direct ‘how and for what purpose’ the asset is used throughout the period of use.

Right-of-use assets are amortized over the term of the lease.

Recognition and measurement

At the lease commencement date, the Corporation recognizes a right-of-use asset and a lease liability on the statement of financial position. The right of use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred, estimated costs to dismantle or remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received).

The Corporation depreciates the right-of-use asset on a straight-line basis to the earlier of the useful life of the asset, or the end of the lease term. The Corporation also assessed the right-of-use asset for impairment when indicators exist.

At the commencement date, the Corporation measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available, or the Corporations incremental rate of borrowing.

Lease payments included in the measurement of the lease liability include fixed payments, variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability is reduced for payments made and increased for interest.

k) Revenue Recognition

The Corporation's revenues from contracts with customers are derived from engineering, processing, design and consulting services.

To determine whether to recognize revenue, the Corporation follows a 5-step process:

1. Identifying the contract with a customer.
2. Identifying the performance obligations.
3. Determining the transaction price.
4. Allocating the transaction price to the performance obligations.
5. Recognizing revenue when/as performance obligation(s) are satisfied.

The total transaction price for a contract is allocated amongst the various performance obligations based on their relative stand-alone selling prices. The transaction price for a contract excludes any amounts collected on behalf of third parties.

Revenue is recognized either at a point in time or over time, when (or as) the Corporation satisfies performance obligations by transferring the promised goods or services to its customers. Revenue for engineering processing design and consulting services are recognized at a point in time when the service is completed.

Performance Obligations

Each promised good or service is accounted for separately as a performance obligation, if it is distinct.

Transaction Price

The Corporation allocates the transaction price in the contract to each performance obligation. Transaction price allocated to performance obligations may include variable consideration. Variable consideration is included in the transaction price for each performance obligation when it is highly probable that a significant

reversal of the cumulative variable revenue will not occur. Variable consideration is assessed at each reporting period to determine whether the constraint is lifted. The consideration contained in some of the Corporation's contracts with customers has a variable component, and may include both variability in quantity and pricing, such as: revenues can be dependent upon the quantity handled or the number of days any product is stored.

When multiple performance obligations are present in a contract, transaction price is allocated to each performance obligation in an amount that depicts the consideration the Corporation expects to be entitled to, in exchange for transferring the good or service. The Corporation estimates the amount of the transaction price, to allocate to individual performance obligations, based on their relative standalone selling prices.

Recognition

The nature, timing of recognition of satisfied performance obligations, and payment terms for the Corporation's goods and services are described below:

Revenues from contracts for rendering of services are recognized at point in time when the control on those services is transferred to the customer, which is normally when the service is accepted by the customers and when the performance obligation is fulfilled.

The Corporation recognizes a contract asset or contract liability for contracts where either party has performed. A contract liability is recorded when the Corporation receives consideration before the performance obligations have been satisfied. A contract asset is recorded when the Corporation has rights to consideration for the completion of a performance obligation before it has invoiced the customer. The Corporation recognizes unconditional rights to consideration separately as a receivable. Contract assets and receivables are evaluated at each reporting period to determine whether there is any objective evidence that they are impaired.

The Corporation recognizes a significant financing component where the timing of payment from the customer differs from the Corporation's performance under the contract and where that difference is the result of the Corporation financing the transfer of goods and services. No significant financing components were identified in the Corporation's contracts.

l) Income taxes

Income tax expense comprises the sum of deferred tax and current tax not recognized in other comprehensive income or directly in equity.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting periods, that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

The resulting changes in the net future tax asset or liability are included in income. Future tax assets and liabilities are measured using enacted or substantively enacted tax rates, expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on future income tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the date of enactment or substantive enactment. Future income tax assets are recognized to the extent it is probable that these will be realized in the future.

m) Earnings per share

The computation of earnings per share is based on the weighted average number of shares outstanding during the period. Diluted profit per share is computed in a similar way to basic profit per share except that the weighted average shares outstanding are increased to include additional shares assuming the exercise of share options, share appreciation rights and convertible debt options, if dilutive.

Standards issued but not yet effective

*Amendments to IAS 1 - Presentation of Financial Statements ("**IAS 1**")*

In January 2020, amendments were issued to IAS 1, which provide requirements for classifying liabilities as current or non-current. Specifically, the amendments clarify:

- What is meant by a right to defer settlement.
- That a right to defer must exist at the end of the reporting period.
- That classification is unaffected by the likelihood that an entity will exercise its deferral right.
- That only if an embedded derivative in a convertible liability is itself an equity instrument, would the terms of a liability not impact its classification.

The amendments must be applied retrospectively for annual periods beginning after January 1, 2023. The Corporation is currently assessing the impact, if any, of adoption of the amendment.

Amendments to IFRS 3 Business Combinations - Reference to the Conceptual Framework

The amendments add an exception to the recognition principle of IFRS 3 to avoid the issue of potential 'day 2' gains or losses arising from liabilities and contingent liabilities that would be within the scope of IAS 37 Provisions, Contingent Liabilities and Contingent Assets or IFRIC 21 Levies, if incurred separately. The exception requires entities to apply the criteria in IAS 37 or IFRIC 21, respectively, instead of the Conceptual Framework, to determine whether a present obligation exists at the acquisition date. At the same time, the amendments add a new paragraph to IFRS 3 to clarify that contingent assets do not qualify for recognition at the acquisition date. The amendments to IFRS 3 apply to annual reporting periods beginning on or after January 1, 2022. The Corporation is currently assessing the impact of the amendments.

5) Business acquisitions

Clean Energy Asset purchase from HTC Purenergy Inc.

On January 27, 2021, Delta completed the Asset Purchase of the Clean Energy Assets of HTC. HTC is a related party due to common directors (see Note 21). The Clean Energy Assets consist of all the intellectual property and certain contractual agreements for the operation of HTC's CO_2 capture systems and reclaimer systems.

The purchase has been accounted for as a business acquisition using the acquisition method of accounting, with the results of the Clean Energy Assets included in the Corporation's net earnings from the date of acquisition.

The following table summarizes the fair values of the identifiable assets and liabilities as at the date of acquisition:

	$
Prepaid expenses	21,476
Property plant and equipment	14,000
Intangible assets	2,000,000
Patents	750,000
100% shares of CO_2 Technologies Pty. Ltd.	1
Investments in associates	154,900
Goodwill	59,623
Purchase consideration	**$ 3,000,000**

The intangible assets of $2,000,000 comprise the values associated with the LCDesign®, Delta Reclaimer® system, PDOengine®, Carbon Rx™ IP, and CO_2 Technologies IP.

As part of the consideration under the Asset Purchase, Delta granted HTC two non-exclusive, royalty free licenses, to use certain extraction and carbon credit IP for limited purposes.

The goodwill of $59,623 comprises the value of the assembled workforce and other expected synergies arising from the acquisition.

Transaction costs related to the Clean Energy Assets acquisition during the Period were $27,539 and are included in general and administrative expenses.

The valuation techniques used for measuring the fair value of material assets acquired were as follows.

Assets acquired	Valuation technique
Intangible assets	Historical cost method: This method requires an estimate of the cost incurred to reproduce the intangible asset in its acquisition date condition and building in a developer premium to account for the returns expected if a market participant were to outsource the development of the Delta intangibles to a third-party. The margin a contract developer would require was estimated at 18% based on the benchmark data collected for guideline companies. Due to the fact that the technology has taken several years to complete there has also been a technology obsolescence factor ("**TOF**") applied to the valuations. The TOF reflects the risk that a process, product, or technology used or produced by a company for profit will become obsolete, and thus no longer competitive in the marketplace. In assessing the timeframe of development, a discount to the replacement costs was used of between 50% and 95%.
Patents	Historical cost method: This method requires an estimate of the cost incurred to reproduce the patents in its acquisition date condition and building in a developer premium to account for the returns expected if a market participant were to outsource the development of the Delta patents to a third-party. The margin a

	contract developer would require was estimated at 18% based on the benchmark data collected for guideline companies. Due to the fact that the technology has taken several years to complete there has also been a TOF applied to the valuations. The TOF reflects the risk that a process, product, or technology used or produced by a company for profit will become obsolete, and thus no longer competitive in the marketplace. In assessing the timeframe of development, a 45% discount to the replacement costs was used.

Investments in associates have been recorded at their trading value on the date of acquisition.

6) Investments

	September 30, 2021
Guaranteed Investment Certificate	$ 4,000,000
Listed Common Shares	187,930
Unlisted Common Shares	100,003
	$ 4,287,933
Less: non-current portion	287,933
Current portion	4,000,000

The Guaranteed Investment Certificate is redeemable, has a term of one year maturing February 11, 2022, and carries a variable interest rate of prime less 2.00% (September 30, 2021 – 0.45%).

The fair value of quoted securities is based on published market prices. The Corporation has not received any dividends and has recognized a gain in fair value of the listed Common Shares of $33,033 during the Period.

The unlisted securities fair values are based on the cost of the securities due to the recency of the purchase, making cost the best estimate of fair value. The current portion relates to those assets the Corporation expects to sell within the next 12 months.

7) Property and equipment

	Equipment $	**Vehicle $**	**Leasehold Improvements $**	**Total $**
Cost:				
Balance, December 31, 2020	-	-		-
Additions	5,982	-	20,117	26,099
Acquisition	1,277	12,723	-	14,000
Disposition	-	(12,723)	-	(12,723)
Balance, September 30, 2021	**7,259**	**-**	**20,117**	**27,376**

Accumulated amortization:

Balance, December 31, 2020	-	-	-	-
Amortization	745	628	2,235	3,608
Disposition	-	(628)	-	(628)
Balance, September 30, 2021	**745**	**-**	**2,235**	**2,980**

Carrying amounts:

Balance, September 30, 2021	**6,514**	**-**	**17,882**	**24,396**

The Corporation regularly assesses its long-lived assets for impairment. As at September 30, 2021, the recoverable amount of each CGU exceeded the carrying amounts of the assets allocated to the respective units.

8) Right-of-use assets

	Office
	$
Cost:	
Balance, December 31, 2020	-
Additions	96,282
Balance, September 30, 2021	**96,282**
Accumulated amortization:	
Balance, December 31, 2020	-
Amortization	32,094
Balance, September 30, 2021	**32,094**
Carrying amounts:	
Balance, September 30, 2021	**64,188**

9) Patents

	Total
	$
Cost:	
Balance, December 31, 2020	-
Additions	6,693
Acquisition	750,000
Balance, September 30, 2021	**756,693**

Accumulated amortization:	
Balance, December 31, 2020	-
Amortization	33,556
Balance, September 30, 2021	**33,556**

Carrying amounts:	
Balance, September 30, 2021	**723,137**

Delta has completed the WTO patenting, commercialization and the construction and commissioning of the Delta Purification System®, reclaiming hydrocarbon based and other solvents, such as single, mixed, and formulated amines, for use in natural gas processing ethanol-based solvents and post combustion CO_2 capturing processes.

10) Intangible assets

	PDOengine®	LCDesign® CCS	Delta Reclaimer® System	CO2 Technologies IP	Carbon Rx™ IP	Total
	$	$	$	$	$	$
Cost:						
Balance, December 31, 2020	-	-	-	-	-	-
Acquisition	550,000	550,000	550,000	100,000	250,000	2,000,000
Balance, September 30, 2021	**550,000**	**550,000**	**550,000**	**100,000**	**250,000**	**2,000,000**
Accumulated amortization:						
Balance, December 31, 2020	-	-	-	-	-	-
Amortization	36,667	36,667	36,667	6,666	8,333	125,000
Balance, September 30, 2021	**36,667**	**36,667**	**36,667**	**6,666**	**8,333**	**125,000**
Carrying amounts:						
Balance, September 30, 2021	**513,333**	**513,333**	**513,333**	**93,334**	**241,667**	**1,875,000**

11) Goodwill

	Total
	$
Cost:	
Balance, December 31, 2020	-
Acquisitions (Note 5)	59,623
Balance, September 30, 2021	**59,623**

12) Lease liability

	Total $
Balance, December 31, 2020	-
Additions	96,282
Payments	(31,375)
Balance, September 30, 2021	**64,907**

Lease liabilities are presented in the statement of financial position as follows:

	Incremental Borrowing Rate (%)	Maturity	$
Current	2.95	2022	11,926
Non-current	2.95	2023	52,981
Lease liability			64,907

Interest expense of $1,625 is included in financing expense and payments are applied against the lease liability.

The maturity analysis of the lease liabilities at September 30, 2021 is as follows:

	$
2021	12,375
2022	49,500
2023	4,125
Total undiscounted lease payments	66,000
Present value of lease payments	1,093
Net investment in the lease	64,907

Lease expenses relating to short-term leases amounted to $14,775 and were recorded as general and administrative expenses.

13) Share capital

At September 30, 2021, the Corporation had authorized an unlimited number of Common Shares without par value, and an unlimited number of preferred shares. Common Shares are voting, participating and are not subject to restrictions. Preferred shares may be issued in series. At the end of the Period the Corporation had 58,523,100 Common Shares, and Nil preferred shares issued and outstanding.

On December 22, 2020 the Corporation issued 100 Common Shares at a weighted average value of $0.10 per share for net proceeds of $10.

On January 27, 2021 Delta completed the Asset Purchase acquiring the Clean Energy Assets of HTC. The Clean Energy Assets consist of all of the IP and certain contractual agreements for the operation of HTC's CO2 capture systems and reclaimer systems. The Asset Purchase Agreement reflects a deemed purchase price of $4,000,000 however as a result of the accounting treatment of the Common Shares issued, the

financial statements reflect a value of $3,000,000 for the 20,000,000 Common Shares issued. The fair value of the assets and share consideration has been measured provisionally in the Financial Statements and may be valued differently in the annual financial statements of the Corporation to be filed following the completion of the year ending December 31, 2021. The Consideration Shares are subject to a pooling arrangement with a release schedule over a period of 24 months whereby 10% of the Consideration Shares were released upon the Liquidity Event, 10% of the Consideration Shares are released every three months following the date of the Liquidity Event and the final 20% of the Consideration Shares are released 24 months following the date of the Liquidity Event. The Asset Purchase was conditional upon, among other things, the closing of the Private placement (as described below). No finder's fees were payable in connection with the Asset Purchase.

On January 27, 2021, immediately following the closing of the Asset Purchase, the Corporation completed the first tranche of a Private Placement. The first tranche of the Private Placement comprised of 36,200,000 Units of Delta at a price of $0.20 per Unit for gross proceeds of $7,240,000. Each Unit was comprised of one Common Share and one-half of a Common Share purchase warrant. Each whole Warrant is exercisable to purchase one additional common share at an exercise price of $0.50 for a period of 48 months after its issuance.

On January 29, 2021, the Corporation completed a second tranche of the Private Placement consisting of 2,150,000 Units at a price of $0.20 per Unit for gross proceeds of $430,000. Each Unit was comprised of one Common Share and one-half of a Common Share purchase warrant. Each whole Warrant is exercisable to purchase one additional Common Share at an exercise price of $0.50 for a period of 48 months after its issuance. Pursuant to the offering (including the first tranche), the Corporation paid a cash finders' fees of $280,050 and issued 1,398,750 finders' warrants. Finders' warrants are exercisable at a price of $0.20 for a period of 4 years.

On April 16, 2021, the Corporation completed a third tranche of the Private Placement consisting of 173,000 Units at a price of $0.20 per Unit for gross proceeds of $34,600. Each Unit was comprised of one Common Share and one-half of a Common Share purchase warrant. Each whole Warrant is exercisable to purchase one additional Common Share at an exercise price of $0.50 for a period of 48 months after its issuance.

	As at September 30, 2021		**As at December 31, 2020**	
Common Shares	**Number**	**Amount**	**Number**	**Amount**
Balance, beginning of Period	100	$ 10	-	$ -
Issuance on incorporation	-	-	100	10
Issuance on Asset Purchase	20,000,000	3,000,000	-	-
January 27, 2021 Private Placement	36,200,000	4,556,946	-	-
January 29, 2021 Private Placement	2,150,000	224,500	-	-
April 16, 2021 Private Placement	173,000	30,483		
Issuance costs	-	(642,605)	-	-
Balance, end of period	**58,523,100**	**$ 7,169,334**	**100**	**$ 10**

14) Contributed surplus

The Corporation's warrants as at and for the six months ended September 30, 2021 were as follows:

Warrants	Number	Weighted average exercise price	Value of warrants vested
Balance, beginning of Period	-	$ -	$ -
January 27, 2021 Private Placement	18,100,000	0.50	2,515,485
January 27, 2021 Finders Warrants	1,398,750	0.20	223,659
January 29, 2021 Private Placement	1,075,000	0.50	149,400
April 16, 2021 Private Placement	86,500	0.50	12,035
Balance, end of Period	**20,660,250**	**$ 0.48**	**$ 2,900,579**

As at September 30, 2021, outstanding warrants to acquire common shares of the Corporation were as follows:

Number outstanding	Grant date	Expiry date	Exercise price ($)	Grant date fair value vested ($)	Expected life (yrs)	Expected dividend yield	Risk-free interest rate	Volatility
18,100,000	January 27, 2021	January 27, 2025	0.50	2,515,485	4	0%	0.15%	127.84%
1,398,750	January 27, 2021	January 27, 2025	0.20	223,659	4	0%	0.15%	127.84%
1,075,000	January 29, 2021	January 29, 2025	0.50	149,400	4	0%	0.15%	127.84%
86,500	April 16, 2021	April 16, 2023	0.50	12,035	4	0%	0.15%	127.84%
20,660,250			**0.48**	**2,900,579**	**4**	**0%**	**0.15%**	**127.84%**

As at September 30, 2021, the warrants outstanding had a weighted average remaining contractual life of 3.25 years. Expected volatility is based on the historical share price of companies in a comparable industry.

15) Option and RSU plan

On February 19, 2021, the Corporation approved a stock option plan ("**Option Plan**") as well as a restricted stock unit plan ("**RSU Plan**"). 5,800,000 options were issued under the Option Plan, with an exercise price of $0.20 per share, a term of 4 years, and a vesting period of 1-year intervals over 3 years. Due to the vesting dates of the stock options only commencing after the Period, no amount has been recorded in the Financial Statements regarding the stock options to date. 5,800,000 restricted share units ("**RSU**") were issued under the RSU Plan with an exercise price of $0.20 per share, a term of 4 years, of which 300,000 **RSU's** vested immediately and 5,500,000 **RSU's** vest over 6-month intervals over 2 years starting August 19, 2021. Vested RSU's have been valued at the grant date on February 19, 2021. An amount of $335,000 has been recorded to stock compensation expense in the Financial Statements.

Below is the summary of RSUs vested and exercised.

	In number of units	$
Outstanding and vested at beginning of year	-	-
RSU's vested	1,675,000	335,000
RSU's exercised	-	-
Balance at September 30, 2021	**1,675,000**	**335,000**

16) Basic and diluted income per share

The basic and dilutive earnings per share have been calculated using the weighted average number of Common Shares outstanding during the Period. Since there are no items of a dilutive nature, the basic and dilutive share amounts are the same. The total basic and dilutive weighted average number of Common Shares for September 30, 2021 is 34,774,699.

			September 30, 2021
	Net income $	Weighted average common shares	Income per share $
Basic and dilutive	(2,237,809)	34,774,699	(0.06)

17) Changes in Working Capital and Other

The net change in the non-cash working capital balances related to continuing operations is calculated as follows:

Change in working capital is comprised of	**September 30, 2021**
Accounts receivables	$ (4,280)
Government receivables	(27,213)
Prepaids	(45,558)
Deposits	(438,705)
Accounts payable and accrued liabilities	87,660
	$ (428,096)

18) Financial Risk Management

Management's risk management policies are typically performed as a part of the overall management of the Corporation's operations. Management is aware of risks related to these objectives through direct personal involvement with employees and outside parties. In the normal course of its business, the Corporation is exposed to a number of risks that can affect its operating performance. Management's close involvement in operations helps identify risks and variations from expectations. The Corporation has not designated transactions as hedging transactions to manage risk. As a part of the overall operation of the Corporation, management considers the avoidance of undue concentrations of risk. These risks and the actions taken to manage them include the following:

a) Credit risk

The risk of financial loss in the event of failure of a customer or counterparty to a financial instrument to meet its contractual obligation is defined as credit risk. The Corporation's principal exposure to credit risk is in respect to its accounts receivable. In order to reduce the risk on its accounts receivable, the Corporation has adopted credit policies which mandate performing an ongoing credit review of all its customers and establishing allowances for bad debts when the amounts are not collectible. The allowance for bad debt at September 30, 2021 was $Nil.

Due to the nature of the Corporation's operations, Management considers accounts receivable outstanding for 90 days or less, to be current amounts. Over 90 days are also considered current, if extended terms exist and

security is provided, or amounts are subject to contract restrictions and performance markers. The aging of the Corporations accounts receivable at September 30, 2021 is as follows:

	Current	Over 90 Days	Total
Aging of accounts receivable at September 30, 2021	$ 4,280	$ -	$ 4,280

b) **Currency risk**

The Corporation is exposed to currency risk as a certain portion of sales and expenses are incurred in US dollars resulting in US denominated accounts receivable and accounts payable. These balances are, therefore, subject to gains and losses due to fluctuations in that currency in relation to the Canadian dollar.

The Canadian dollar equivalent amounts of the balances denominated in US funds at September 30, 2021 are:

	$
Cash	683

c) **Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Corporation's only interest-bearing financial instrument is the GIC that it holds as at September 30, 2021 at a fixed rate of interest.

d) **Liquidity risk**

Liquidity risk is the risk that the Corporation cannot meet its financial obligations associated with financial liabilities in full. The Corporation's main sources of liquidity are its operations and equity financing. The funds are primarily used to finance working capital and capital expenditure requirements and are adequate to meet the Corporation's financial obligations associated with financial liabilities.

The timing of cash outflows relating to the financial liabilities are outlined in the table below:

September 30, 2021	< 1 year	1-2 years	3-5 years	Thereafter	Total
Accounts payable and accrued liabilities	$ 87,660	$ -	$ -	$ -	$ 87,660
Lease liability	11,926	52,981	-	-	64,907
Balance	**$ 99,586**	**$ 52,981**	**$ -**	**$ -**	**$ 152,567**

19) Financial Instruments

Fair Value

For all current assets and liabilities, the difference between cost and fair value is assumed to be negligible due to the short-term maturities of these items. The following table provides a summary, by class and level on the fair value hierarchy, of the financial assets and liabilities that are measured at fair value, together with the carrying amounts included in the consolidated statements of financial position, as at September 30, 2021 and December 31, 2020:

		September 30, 2021	
	Level	**Carrying amount**	**Fair value**
Financial assets			
Amortized cost			
Accounts receivable		$ 4,280	$ 4,280
Fair value through profit and loss			
Cash	1	769,638	769,638
Guaranteed investment certificate	1	4,000,000	4,000,000
Listed common shares	1	187,933	187,933
Unlisted common shares	3	100,003	100,003
Financial Liabilities			
Amortized cost			
Accounts payable and accrued liabilities		87,660	87,660
Lease liabilities		64,907	64,907

		December 31, 2020	
	Level	**Carrying amount**	**Fair value**
Financial assets			
Fair value through profit and loss			
Cash	1	$ 10	$ 10

The Corporation uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

(i) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
(ii) Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e., derived from prices); and
(iii) Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Interest from financial instruments is recognized in finance costs.

20) Capital Disclosures

There are no restrictions on the Corporation's capital. The Corporation's capital is summarized as follows:

	September 30, 2021	**December 31, 2020**
Shareholders' equity	$ 8,167,104	$ 10

The Corporation's objectives when managing capital are to:
- maintain financial flexibility in order to preserve its ability to meet financial obligations;
- deploy capital to provide an appropriate investment return to its shareholders in the future; and

- maintain a capital structure that allows multiple financing options to the Corporation, should a financing need arise.

The Corporation's financial strategy is designed and formulated to maintain a flexible capital structure consistent with the objectives stated above and to respond to changes in economic conditions and the risk characteristics of underlying assets. In order to maintain or adjust its capital structure, the Corporation may raise debt (secured, unsecured, convertible and/or other types of available debt instruments) or refinance existing debt with different characteristics.

21) Related Party

Related party transactions include transactions with corporate investors who have representation on the Corporation's Board.

During the Period, the Corporation paid $8,169 for legal services for a law firm that a director is a partner of. As of September 30, 2021, there are $Nil amounts owing to the law firm (December 31, 2021 - $Nil).

Clearview Financial Services Inc. ("**Clearview**") is a related party due to one common director. During the Period, the Corporation paid $56,250 in consulting and $7,200 in rent expense. At September 30, 2021, there are amounts payable of $Nil (December 31, 2020 - $Nil).

KF Group of Companies ("**KF Group**") is a related party due to one common director. During the Period, the Corporation paid $21,580 in rent expense.

HTC is a related party due to common directors. On January 27, 2021, **Delta** announced it had acquired assets comprising **HTC**'s Clean Energy Assets, pursuant to the Asset Purchase (See Note 2 and Note 5). During the Period, the Corporation paid $370,000 to **HTC** for fees incurred for the preparation of the prospectus and private placement documentation. As of September 30, 2021, there are $Nil amounts owing to **HTC** (September 30, 2020 - $Nil). As of September 30, 2021, there are $Nil amounts owing to **HTC** (September 30, 2020 - $Nil).

The Corporation has identified all of the directors and officers as its key management personnel. During the Period, the Corporation did not incur transactions with directors and officers, or companies that are controlled by directors or officers of the Corporation, other than disclosed above.

22) Key Management Compensation

The remuneration of key management personnel included in the Statements of Loss were:

For the nine months ended	September 30, 2021
Operating wages and consulting	
Salaries and short-term benefits	$ 130,019
Consulting	56,250
Total key management compensation	$ 186,269

The key management personnel of the Corporation consist of the executive officers and members of the Board. Key management personnel include those persons that have the authority and responsibility for planning, directing and controlling the activities of the Corporation, directly and indirectly.

The Corporation has employment agreements with its Chairman and CEO, and CFO, and a consulting agreement with its President. Yearly compensation is paid in accordance with the remuneration package agreed upon by the disinterested board of directors and the individual respectively.

Under the Chairman and CEO employment agreement, the Corporation may terminate the agreement without cause, and the employee may terminate for good cause, and in both instances: (i) the Corporation shall be liable to pay, in lieu of notice, or any combination of both, a severance equal to 36 months, based on the base salary and bonus commitments; (ii) all unvested Stock Options and/or RSU will immediately vest and be exercisable. In the event of a change in control, all unvested securities granted or issued shall automatically vest and, at the option of the employee, the employee may resign and be entitled to a lump sum payment equal to the value of his base salary and any bonus, equal to 36 months.

During the Period, $2,000 were paid in director fees. In addition to their salaries, senior management and directors also participate in the Corporation's share-based compensation plans.

23) Subsequent Events

a) COVID-19

Subsequent to and during the Period, there was a continued global outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on Delta as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence.

These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. While the extent of the impact is unknown, the Corporation anticipates this outbreak may cause reduced customer demand, supply chain disruptions, staff shortages, and increased government regulations, all of which may negatively impact the Corporation's business and financial condition.

b) Investor Relations

On October 7, 2021, the Corporation announced that it has entered into a 6 month engagement with Generation IACP Inc. to provide trading services with the primary objective of contributing to market liquidity of the Shares in Canada.

On November 2, 2021, the Corporation announced that it has entered into an agreement pursuant to which Delta engaged the services of Circadian Group, on a non-exclusive basis, for a 6-month period, commencing November 1, 2021, to perform investor relations activities.

Schedule "B"

INCLUDED IN SCHEDULE 'A'

Schedule "C"

MANAGEMENT DISCUSSION AND ANALYSIS

3RD QUARTER ENDING SEPTEMBER 30, 2021

Delta CLEANTECH

CAPTURING SUSTAINABILITY

INTRODUCTION

The following Management's Discussion and Analysis ("**MD&A**") is prepared as of September 30, 2021 and should be read together with the Delta CleanTech Inc.("**Delta**" or the "**Corporation**") unaudited interim condensed consolidated financial statements for the nine months ending September 30, 2021 (the "**Period**" or "**YTD 2021**") and related notes attached thereto (collectively referred to as the "**Financial Statements**"), which are prepared in accordance with International Financial Reporting Standards ("**IFRS**"). All amounts are stated in Canadian dollars unless otherwise indicated. The Corporation has adopted National Instrument 51-102F1 as the guideline in representing the MD&A. Terms used but not defined in this MD&A shall bear the meaning as set out in Part 1 of National Instruments ("**NI**") 51-102 and NI 14-101 *Definitions* and accounting terms that are not defined herein shall bear the meaning as described or used in IFRS applicable to publicly accountable enterprises.

This MD&A is dated November 26, 2021

FORWARD-LOOKING STATEMENTS DISCLAIMER

Statements in this MD&A that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties that may cause the Corporation's actual results or outcomes to be materially different from those anticipated and discussed herein. In assessing forward-looking statements contained herein, readers are urged to read carefully all cautionary statements contained in this MD&A and accompanying Financial Statements, and to not put undue reliance on such forward-looking statements. Forward-looking statements in this MD&A include statements with respect to: the expected performance of the Corporation and operations and the Corporation's intentions to expand its business and operations; the Corporation's expectations regarding revenue, expenses and anticipated cash needs; the Corporation's plans to expand its purification capabilities; the ability of the Corporation to meet consumer demand; the ability of the Corporation to execute on its strategic priorities and objectives; the size of the market that the Corporation operates in; the Corporation's ability to create engineering and distribution channels. Although ***Delta's*** management ("**Management**") believes that the expectations reflected in the forward-looking statements are reasonable, Management cannot guarantee future results, levels of activity, performance or achievements, or other future events. Forward-looking statements in this MD&A speak only as of the date on which they are made, and Management is under no duty to update any of its forward-looking statements after the date of this MD&A, other than as required and governed by applicable securities laws.

Additional information related to the Corporation is available for view on SEDAR at www.sedar.com.

Corporate Overview

Delta is a clean energy technology business that is dedicated to providing proven clean technology solutions that address the Environmental Social Governance ("**ESG**") needs of corporations. The principal activity of ***Delta*** consists of the following five business sectors:

1) CO_2 capture;
2) Hydrogen Production (CO_2 capture);
3) Solvent and Ethanol Purification;
4) Methane Collection and Destruction; and
5) Carbon Credit Validation, Certification, and Trading.

Delta provides the above services by bundling its patented process design intellectual property, with CO_2 capture, methane destruction and solvent purification. The proprietary and patented technologies are designed to reduce the cost of carbon capture, methane destruction, and solvent and ethanol purification creating compliance and voluntary offset carbon credits. Delta's projects are engineered to lower capital and operating costs, while at the same time delivering superior performance through energy reduction and lowering emissions. Further, **Delta Purification®** is a solvent and glycol purification division, focused in the field of purifying, reclaiming, recycling and reusing solvents and glycols, providing energy processors and heavy industry participants the option of reclaiming and not disposing of these waste materials in underground disposal wells.

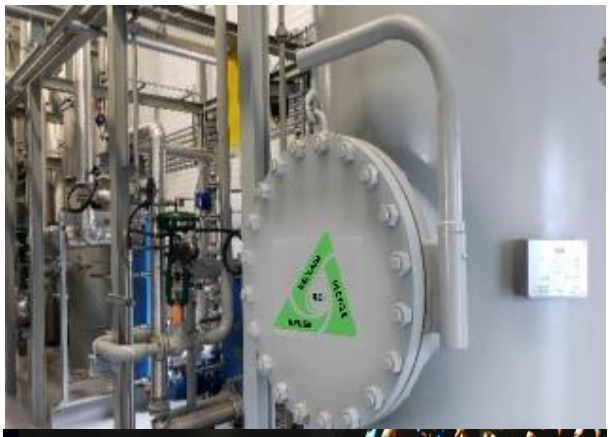
DELTA CLEANTECH INC.

Delta has developed proprietary extraction and purification systems for the energy business sector that have been designed to extract CO_2 and waste solids from gases and liquids.

The Corporation benefits from the pedigree, management, experience, proprietary intellectual property, and historic customer brand ***Delta*** has developed.

CO_2 Capture & Utilization

ESG is driving Identity Preserved Waste ("**IPW**") Solutions. An ESG audit will consider IPW and in the process, retain ownership for its disposed waste. ***Delta's*** IPW solutions (CO_2 capture, methane destruction and liquids reclamation) assists with mitigating this liability issue for companies.



The advanced adoption and success of electric vehicle transportation refocuses the call for decarbonized electricity, which can be achieved through ***Delta's*** CO_2 capture/utilization IP, while renewable energy such as wind and solar become a growing and larger part of the energy mix in the next 25 years. Hydrocarbon combustion for electricity production will dominate the electric grid and CO_2 capture/utilization is required.

Delta's CO_2 capture technology, was the selected technology to provide the CO_2 for the NRG COSIA Carbon XPRIZE competition announced in Calgary, Alberta earlier this year.

Solvent, Glycol and Ethanol Reclamation Systems

Delta Purification® is a solvent, glycol and ethanol purification division, focused in the field of purifying, reclaiming, recycling and reusing ethanol, solvents and glycols, providing energy processors and heavy industry participants the option of not disposing of these waste materials in underground disposal wells.

Delta has completed the WTO patenting, commercialization and the construction and commissioning of the **Delta Purification®** System. A **Delta Purification®** System reclaimer unit is like a kidney in the human body, in that it removes the impurities that build up in solvents, ethanol, glycols and liquids used as solvents in commercial clean energy and biomass extraction systems. This system allows these liquids to be reclaimed, recycled, and reused.

The **Delta Purification®** System offers the following commercial products:

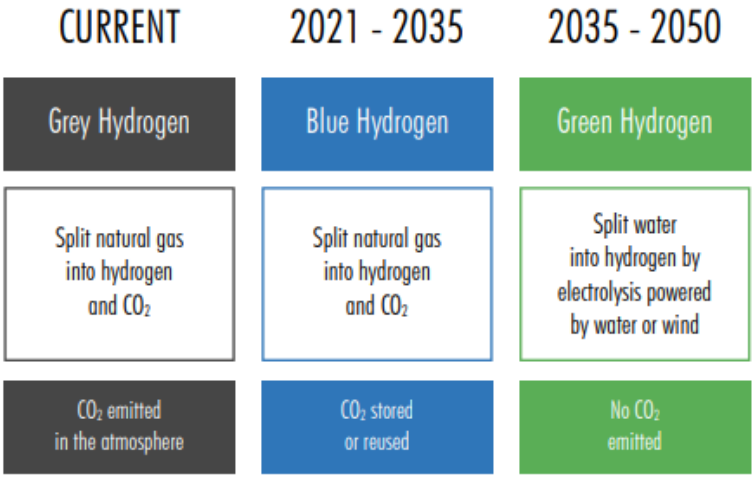
- **Delta Solvent Reclaiming System™** - Reclaiming hydrocarbon-based and other solvents, such as single, mixed, and formulated amines, for use in natural gas processing, ethanol-based solvents and post-combustion CO_2 capturing processes.

- **Delta Glycol Reclaiming System™** - Reclaims and purifies glycols, such as mono-ethylene glycol and tri-ethylene glycol, used for natural gas dehydration processes.

Hydrogen Fuel Production and Related CO_2 Capture

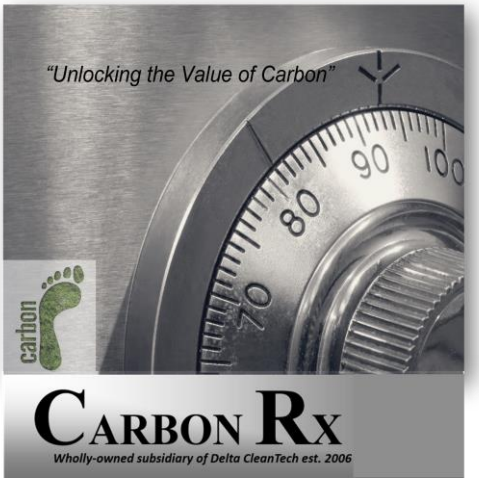
Grey hydrogen accounts for some 95% of the hydrogen produced in the world today using processes such as steam methane reforming.

Delta's approach is to integrate its low-cost design, known as the LCDesign®, and its carbon capture technology within the existing large grey hydrogen plants (retrofit), in order to convert these plants to Blue Hydrogen production as well as capturing CO_2 on newly installed blue hydrogen plants.



Carbon Origination and Streaming

Delta's **Carbon**$_{RX}$ IP has been utilized for carbon credit origination, aggregation and trading on the Chicago Climate Exchange beginning 2006. The trading system utilized, consisted of the trading platform, the clearing and settlement platform, and the registry.



It is intended that the trading of compliance carbon credits and fidelity validation of voluntary offset carbon credits will become an integral part of ***Delta***'s customers' overall carbon program as the Corporation integrates its' carbon origination and streaming platform.

SELECTED FINANCIAL INFORMATION

In Canadian Dollars	Period ending September 30, 2021
Total revenue	375,000
Operating loss	(1,418,350)
Interest expense	(1,625)
Listing fees	(504,075)
Stock compensation expense	(335,000)
Loss on sale of assets	(11,792)
Fair value gain on listed common shares	33,033
Net and comprehensive loss	(2,237,809)
Total assets	8,319,671
Lease liability	64,907
Increase in cash	769,638

CURRENT ENVIRONMENT

In March 2020, the World Health Organization declared a global pandemic related to the novel coronavirus ("**COVID-19**"). The emergence of COVID-19 and the steps taken by governments to control the spread of the virus resulted in significant instability in the global economy and a sharp decline in demand for carbon recapture or purification processes as the entire extraction industry dialed back production and investment. As the world continues to persevere through this global pandemic the global economy begins to recover. Global demand for oil is reporting at close to pre-pandemic levels, following last years collapse. Global crude oil prices are supported by recovering demand and supply restraint by the Organization of the Petroleum Ex-

porting Countries and allies known as OPEC+. As the global economy recovers so does demand for carbon recapture and purification through commitments to moving towards net-zero emissions by 2050.

REVENUES

	Three months ended September 30, 2021	YTD ended September 30, 2021
Total Revenues	$ -	$375,000

Total revenues during the Period were $375,000. The revenue earnings during the Period relate to engineering and consulting contracts in place during the first and second quarters with Alco Gas & Oil Production Equipment Ltd, Enerflex, and Thermo Design Engineering Ltd. The contracts align under the CO_2 capture business sector. ***Delta's*** ability to showcase its new technology at tradeshows, conferences, competitions and other means has gained traction as the global economy recovers. Global opportunities continue to present themselves as clean technology solutions are sought to address ESG and as ***Delta*** expands its operations in UK, China and USA.

OPERATING EXPENSES

	Three months ended September 30, 2021	YTD ended September 30, 2021
Operating wages and benefits	$156,239	$310,313
Consulting and contractor costs	294,715	512,407
Business development	198,749	424,718

General and administrative	$114,103	$261,283

Operating wages and benefits category consists of the wages, salaries, and short-term benefits of the employees of the Corporation. Expenses during the 3-month period ending September 30, 2021 ("**Q3**") and **YTD** 2021 were $156,239 and $310,313 respectively which represents reasonable incurrence through the Period.

Consulting and contractor costs consist of costs incurred to advance the technology at ***Delta.*** Expenses in Q3 and YTD 2021 were $294,715 and $512,407 respectively. Q3 costs reflect an increase due to strengthened marketing initiatives.

Business development consists of salaries and consulting costs incurred to advance the business of ***Delta***. Expenses in Q3 and YTD 2021 were $198,749 and $424,718 respectively.

General and administrative costs for Q3 and YTD 2021 were $114,103 and $261,283 respectively. The expenses included in general and administrative are licencing, insurance, short term or nominal rent, information technology, travel and other expenses that are expected to remain consistent.

AMORTIZATION

	Three months ended September 30, 2021	YTD ended September 30, 2021
Amortization	$73,612	$194,562

Amortization for the 9-Month Period was $194,562 and $73,612 for Q3. Amortization consists of expenses taken on property, plant and equipment, right-of-use assets, patents, and the remaining other intangible assets.

OPERATING LOSS

	Three months ended September 30, 2021	YTD ended September 30, 2021
Operating loss	$(837,418)	$(1,418,350)

The Corporation had an operating loss for the 9-Month Period of $(1,418,350) and a loss of $(837,418) for Q3. The loss is primarily driven by slow revenue growth during the Period, combined with operating wages and consulting costs that are required to advance the technologies, combined with share issuance costs and general and administrative costs that are largely driven by the preliminary prospectus filing and listing expenses during the Period.

LISTING FEES

	Three months ended September 30, 2021	YTD ended September 30, 2021
Listing fees	$(107,381)	$(504,075)

The listing fees consist primarily of professional fees associated with listing the Corporation on the Canadian Stock Exchange ("**CSE**") including legal, accounting, and advisory expenses in preparing the prospectus and meeting all regulatory requirements.

CSE: DELT

On August 19, 2021, ***Delta's*** common shares ("**Common Shares**") commenced trading on the CSE under the ticker symbol "DELT".

FSE: 66C

On September 23, 2021, ***Delta's*** Common Shares commenced trading on the Frankfurt Stock Exchange under the ticker symbol "66C", the objective being to take advantage of the strong investment demand in Europe for companies dealing win the ESG space.

STOCK COMPENSATION EXPENSE

	Three months ended September 30, 2021	YTD ended September 30, 2021
Stock compensation expense	$(335,000)	$(335,000)

Stock compensation expense is the RSU's vested during the Period valued on the grant date. These RSU's have not been exercised and are expected to convert to stock.

NET AND COMPREHENSIVE LOSS

	Three months ended September 30, 2021	YTD ended September 30, 2021
Net and comprehensive loss	$(1,221,950)	$(2,237,809)

Included in net and comprehensive loss are interest and the change in the fair value of listed Common Shares. Interest on the lease liabilities for Q3 was $537 and $1,625 for the Period. Fair value gain on listed Common Shares includes the unrealized gains and losses on investments classified and measured at fair value through profit and loss ("**FVTPL**") of $33,033 for Q3 and $70,178 for the Period and represents the net change in the carrying value of the investments to the quoted value.

The net and comprehensive loss for the Period is $(2,237,809) and $(1,221,950) for Q3. The loss is primarily driven by slow revenue growth during the Period, combined with operating wages and consulting costs that are required to advance the technologies combined with share issuance costs, stock compensation expenses derived from vested RSU's during the Period, and general and administrative costs that are largely driven by the preliminary prospectus filing and filing expenses during the Period.

TOTAL ASSETS

Total assets for the Period were $8,319,671 compared to $10 as at December 31, 2020. The increase is primarily attributable to the asset purchase ("**Asset Purchase**") between Delta and HTC Purenergy Inc. ("**HTC**") pursuant to which Delta acquired HTC's clean energy business assets ("**Clean Energy Assets**"). The Clean Energy Assets consist of all of the intellectual property and certain contractual agreements for the operation of HTC's CO_2 capture systems and reclaimer systems. The Asset Purchase agreement reflects a deemed purchase price of

$4,000,000 however as a result of the accounting treatment of the Common Shares issued, the financial statements reflect a value of $3,000,000 for the 20,000,000 Common Shares issued. The fair value of the assets and share consideration has been measured provisionally in the Financial Statements and may be valued differently in the annual financial statements of the Corporation to be filed following the completion of the year ending December 31, 2021.

On January 27, 2021, the Corporation completed the first tranche of a non-brokered, private placement financing (the "**Private Placement**"). The first tranche of the Private Placement comprised of 36,200,000 units of ***Delta*** (the "**Units**") at a price of $0.20 per Unit for gross proceeds of $7,240,000. These funds were used in the first quarter to purchase investments and fund ongoing operations, with the remainder in cash as at September 30, 2021.

Investments purchased in the first quarter included a redeemable GIC that matures in February 2021 and has a value as at September 30, 2021 of $4,000,000. The Corporation also purchased $100,000 unlisted common shares in Plexus Technology Corp. As at September 30, 2021, the cost of the unlisted common shares approximate the fair value due to the recency of the purchase. The Corporation also recognized $96,282 in right-of-use assets in the first quarter of 2021.

Patents

	Total $
Cost:	
Balance, December 31, 2020	-
Additions	6,693
Acquisition	750,000
Balance, September 30, 2021	**756,693**

Accumulated amortization:

Balance, December 31, 2020	-
Amortization	33,556
Balance, September 30, 2021	**33,556**

Carrying amounts:	
Balance, September 30, 2021	**723,137**

Delta has completed the WTO patenting, commercialization and the construction and commissioning of the Delta Purification System®. Reclaiming hydrocarbon-based and other solvents, such as single, mixed, and formulated amines, for use in natural gas processing of ethanol-based solvents and post combustion CO_2 capturing processes.

Intangible assets

	PDOengine® $	LCDesign® CCS $	Delta Re-claimer® System $	CO_2 Technologies Pty Ltd IP $	Carbon Rx™ IP $	Total $
Cost:						
Balance, December 31, 2020	-	-	-	-	-	-
Acquisition	550,000	550,000	550,000	100,000	250,000	2,000,000
Balance, September 30, 2021	**550,000**	**550,000**	**550,000**	**100,000**	**250,000**	**2,000,000**
Accumulated amortization:						
Balance, December 31, 2020	-	-	-	-	-	-
Amortization	36,667	36,667	36,667	6,666	8,333	125,000
Balance, September 30, 2021	**36,667**	**36,667**	**36,667**	**6,666**	**8,333**	**1,125,000**
Carrying amounts:						
Balance, September 30, 2021	**513,333**	**513,333**	**513,333**	**93,334**	**241,667**	**1,875,000**

Goodwill

	Total $
Cost:	
Balance, December 31, 2020	-
Acquisition	59,623
Balance, September 30, 2021	**59,623**

CURRENT LIABILITIES

Current liabilities are $99,586 for the Period. The balance is primarily comprised of accounts payable, accrued liabilities, and current portions of the lease liabilities.

CASH FLOW

Cash flows used in operating activities were $(2,155,959) for the Period, which is primarily attributable to the net loss of $(2,237,809) offset by reversing amortization as it is a non-cash item and the change in working capital.

Cash flows used in investing activities were $(4,178,062) for the Period. The Corporation purchased a GIC for $4,000,000 in cash as well as an investment in Plexus Technologies Corp. for $100,000 cash during the Period.

Cash flows provided by financing activities were $7,103,649 for the Period. ***Delta*** raised $7,326,094 in tranche 1 and tranche 2 of the Private Placement during the first quarter of 2021 and raised $34,600 in the second quarter. Share issuance costs have been offset against the raise.

The net change in cash position was an increase of $769,628 for the Period, as a result of the cash flows used in operating activities, used in investing activities and provided by financing activities as outlined above.

OFF-BALANCE SHEET ARRANGEMENTS

The Corporation has no off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

Related party transactions include transactions with corporate investors who have representation on the Board of Directors of **HTC**.

During the Period, the Corporation paid $8,169 for legal services for a law firm that a director is a partner of. As of September 30, 2021, there are $Nil amounts owing to the law firm (December 31, 2021 - $Nil).

Clearview Financial Services Inc. ("**Clearview**") is a related party due to one common director. During the Period, the Corporation paid $56,250 in consulting and $7,200 in office rent expense. As of September 30, 2021, there are amounts payable of $Nil (December 31, 2020 - $Nil).

HTC is a related party due to common directors. On January 27, 2021, **Delta** announced it had acquired assets comprising **HTC**'s Clean Energy Assets, pursuant to the Asset Purchase (See Note 2 and Note 5 to the Financial Statements). During the Period, the Corporation paid $370,000 to **HTC** for fees incurred for the preparation of the prospectus and private placement documentation. As of September 30, 2021, there are $Nil amounts owing to **HTC** (September 30, 2020 - $Nil).

The Corporation has identified all of the directors and officers as its key management personnel. During the Period, the Corporation did not incur transactions with directors and officers, or companies that are controlled by directors or officers of the Corporation, other than disclosed above.

DIRECTOR AND OFFICER COMPENSATION

The remuneration of key management personnel included in the Statements of Loss were:

For the nine months ended	September 30, 2021
Operating wages and consulting	
Salaries and short-term benefits	$ 130,019
Consulting	56,250
Total key management compensation	$ 186,269

The key management personnel of the Corporation consist of the executive officers and members of the Board. Key management personnel include those persons that have the authority and responsibility for planning, directing and controlling the activities of the Corporation, directly and indirectly.

The Corporation has employment agreements with its Chairman and CEO, and CFO, and a consulting agreement with its President. Yearly compensation is paid in accordance with the remuneration package agreed upon by the disinterested board of directors and the individual respectively.

Under the Chairman and CEO employment agreement, the Corporation may terminate the agreement without cause, and the employee may terminate for good cause, and in both instances: (i) the Corporation shall be liable to pay, in lieu of notice, or any combination of both, a severance equal to 36 months, based on the base salary and bonus commitments; (ii) all unvested Stock Options and/or RSU will immediately vest and be exercisable. In the event of a change in control, all unvested securities granted or issued shall automatically vest and, at the option of the employee, the employee may resign and be entitled to a lump sum payment equal to the value of his base salary and any bonus, equal to 36 months.

During the Period, $2,000 were paid in director fees. In addition to their salaries, senior management and directors also participate in the Corporation's share-based compensation plans.

ADDITIONAL INFORMATION ON DELTA CLEANTECH

DELTA CLEANTECH invites you to review current and historical press releases and News Express releases. This material can be viewed on the Corporation's web site at https://deltacleantech.ca/news-releases/.

RISKS AND UNCERTAINTIES

Risks and uncertainties relate to dependence of CO_2 emitters being legislated or provided incentive, to adapt CO_2 capture technology and the price of oil for adoption of CO_2 EOR.

The preparation of the Financial Statements in conformity with IFRS requires Management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the Financial Statements and the reported amounts of revenues and expenses during the Period.

Significant items subject to judgment, estimates and assumptions include: revenue recognition (judgments on principal versus agent relationship, the identification of performance obligations within contracts, and estimation of the allocation of transaction price to different performance obligations), non-financial asset impairment, inventory provision, underlying estimations of useful lives of depreciable assets, fair value of financial instruments, environmental remediation and contingent liabilities, if any.

The Financial Statements are based on Management's best estimates using information available. Uncertainty regarding the timing of anticipated large-scale market demand for carbon capture technology, related legislative incentives, and uncertainty in financial markets has complicated the estimation process. Accordingly, the inherent uncertainty involved in making estimates and assumptions may impact the actual results reported in future years by a material amount.

CHANGES IN ACCOUNTING PRINCIPLES

Standards issued but not yet effective

*Amendments to IAS 1 - Presentation of Financial Statements ("**IAS 1**")*

In January 2020, amendments were issued to IAS 1, which provide requirements for classifying liabilities as current or non-current. Specifically, the amendments clarify:

- What is meant by a right to defer settlement.
- That a right to defer must exist at the end of the reporting period.
- That classification is unaffected by the likelihood that an entity will exercise its deferral right.
- That only if an embedded derivative in a convertible liability is itself an equity instrument, would the terms of a liability not impact its classification.

The amendments must be applied retrospectively for annual periods beginning after January 1, 2023. The Corporation will assess the impact, if any, of adoption of the amendment.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Investments classification

As part of the evaluation of whether the Corporation has significant influence over any investee, management must exercise judgment based on current information. Determination of whether or not an investment should be classified and accordingly accounted for as a subsidiary, significant influence or equity investment has a material impact on the financial statements. Management takes into account all facts and circumstances in concluding the classification of an investment.

Fair value measurement of financial instruments

When the fair value of financial assets recorded in the Statement of Financial Position cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow method. The inputs to these models are taken from observable markets where possible.

Asset impairment

The carrying amounts of the Corporation's non-financial assets, other than inventories which are reviewed regularly, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated and compared to the carrying amount of the cash generating unit ("**CGU**") to which the asset belongs. There was no impairment in the Period.

The Corporation's most significant estimates and assumptions involve values associated with determining the recoverable amounts of product development costs, property, plant and equipment, patents, and intangible assets. These estimates and assumptions include those with respect to future cash inflows and outflows, discount rates, asset lives, and the determination of CGUs.

Leases

The Corporation applies judgment in determining whether the contract contains an identified asset, whether the Corporation has the right to control the asset, and the lease term. Lease terms reflect the period over which the lease payments are reasonably certain including renewal options that the Corporation is reasonably certain to exercise. The determination of lease terms involves significant judgment with respect to assumptions of whether lease extensions will be utilized. Management makes assumptions about long-term industry outlook and store operating performances and growth which relate to future events and circumstances. Actual results could vary from these assumptions, and the differences could be material to the carrying value of the lease liabilities and right of use assets, for which the lease term is the basis for determining useful life.

Warrants

The Corporation utilizes the Black-Scholes Option Pricing Model to determine the fair value of warrants issued as part of a unit. The Corporation uses judgment in the evaluation of the input variables in the Black-Scholes Calculation which includes; estimates of the future volatility of the Corporation's share price, forfeiture rates, expected lives of the underlying security, expected dividends and other relevant assumptions.

RSU's are valued at the grant date and recorded to stock compensation expense when vested. As the RSU's are converted to stock, at the option of the Corporation, they are being accounted for as an equity instrument.

Business combinations

For acquisition accounting purposes, all identifiable assets, liabilities, and contingent liabilities acquired in a business combination are recognized at fair value at the date of acquisition. Estimates are used to calculate the fair value of these assets and liabilities as at the date of acquisition. Contingent consideration resulting from business combinations is valued at fair value at the acquisition date as part of the business combination. Where the contingent consideration is recognized, it is subsequently remeasured to fair value at each reporting date. The determination of the fair value is based on discounted cash flows. The key assumptions take into consideration the probability of meeting each performance target and the discount factor.

FINANCIAL INSTRUMENTS

For all current assets and liabilities, the difference between cost and fair value is assumed to be negligible due to the short-term maturities of these items. The following table provides a summary, by class and level on the fair value hierarchy, of the financial assets and liabilities that are measured at fair value, together with the carrying amounts included in the Consolidated Statements of Financial Position, as at September 30, 2021 and December 31, 2020:

		September 30, 2021	
	Level	**Carrying amount**	**Fair value**
Financial assets			
Amortized cost			
Accounts receivable		$ 4,280	$ 4,280
Fair value through profit and loss			
Cash	1	769,638	769,638
Guaranteed investment certificate	1	4,000,000	4,000,000
Listed ordinary shares	1	187,933	187,933
Unlisted ordinary shares	3	100,003	100,003
Financial liabilities			
Amortized cost			
Accounts payable and accrued liabilities		87,660	87,660
Lease liabilities		64,907	64,907

		December 31, 2020	
	Level	**Carrying amount**	**Fair value**
Financial assets			
Fair value through profit and loss			
Cash	1	$ 10	$ 10

The Corporation uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

(i) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
(ii) Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
(iii) Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Interest from financial instruments is recognized in finance costs.

FINANCIAL RISK MANAGEMENT

Management's risk management policies are typically performed as a part of the overall management of the Corporation's operations. Management is aware of risks related to these objectives through direct personal involvement with employees and outside parties. In the normal course of its business, the Corporation is exposed to a number of risks that can affect its operating performance. Management's close involvement in operations helps identify risks and variations from expectations. The Corporation has not designated transactions as hedging transactions to manage risk. As a part of the overall operation of the Corporation, management considers the avoidance of undue concentrations of risk. These risks and the actions taken to manage them include the following:

Credit risk
The risk of financial loss in the event of failure of a customer or counterparty to a financial instrument to meet its contractual obligation is defined as credit risk. The Corporation's principal exposure to credit risk is in respect to its accounts receivable. In order to reduce the risk on its accounts receivable, the Corporation has adopted credit policies which mandate performing an ongoing credit review of all its customers and establishing allowances for bad debts when the amounts are not collectible. The allowance for bad debt at September 30, 2021 was $Nil.

Due to the nature of ***Delta's*** operations, Management considers accounts receivable outstanding for 90 days or less, to be current amounts. Over 90 days are also considered current, if extended terms exist and security is provided, or amounts are subject to contract restrictions and performance markers. The aging of the Corporations accounts receivable at September 30, 2021 is as follows:

	Current	Over 90 Days	Total
Aging of accounts receivable at September 30, 2021	$ 4,280	$ -	$ 4,280

Currency risk

The Corporation is exposed to currency risk as a certain portion of sales and expenses are incurred in US dollars resulting in US denominated accounts receivable and accounts payable. These balances are, therefore, subject to gains and losses due to fluctuations in that currency in relation to the Canadian dollar.

The Canadian dollar equivalent amounts of the balances denominated in US funds at September 30, 2021 are:

	$
Cash	683

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Corporation's only interest-bearing financial instrument is the GIC that it holds as at September 30, 2021 at a fixed rate of interest.

Liquidity risk

Liquidity risk is the risk that the Corporation cannot meet its financial obligations associated with financial liabilities in full. The Corporations' main sources of liquidity are its operations and equity financing. The funds are primarily used to finance working capital and capital expenditure requirements and are adequate to meet the Corporation's financial obligations associated with financial liabilities.

The timing of cash outflows relating to the financial liabilities are outlined in the table below:

September 30, 2021	< 1 year	1-2 years	3-5 years	Thereafter	Total
Accounts payable and accrued liabilities	$ 87,660	$ -	$ -	$ -	$ 87,660
Lease liability	11,926	52,981	-	-	64,907
Balance	**$ 99,586**	**$ 52,981**	**$ -**	**$ -**	**$ 152,567**

SUBSEQUENT EVENTS

COVID-19

During and subsequent to the Period, there was a continued global outbreak of the novel strain of coronavirus, specifically identified as “COVID-19”, which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on ***Delta*** as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence.

These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. While the extent of the impact is unknown, the Corporation anticipates this outbreak may cause reduced customer demand, supply chain disruptions, staff shortages, and increased government regulations, all of which may negatively impact the Corporation’s business and financial condition.

Investor Relations

On October 7, 2021, the Corporation announced that it has entered into a 6 month engagement with Generation IACP Inc. to provide trading services with the primary objective of contributing to market liquidity of the Shares in Canada.

On November 2, 2021, the Corporation announced that it has entered into an agreement pursuant to which Delta engaged the services of Circadian Group, on a non-exclusive basis, for a 6-month period, commencing November 1, 2021 to provide investor relations activities.

Signed “Jeffrey Allison”
JEFFREY ALLISON
PRESIDENT

Signed “Jacelyn Case”
JACELYN CASE
CFO

To the Shareholders of Delta CleanTech Inc.
("Delta" or the "Corporation")

Management's Accountability for Management's Discussion and Analysis and Consolidated Financial Statements

The unaudited interim condensed consolidated financial statements for the nine-month period ending September 30, 2021 ("**Financial Statements**") have been prepared by management in accordance with International Financial Reporting Standards in Canada. Management is responsible for ensuring that these Financial Statements, which include amounts based upon estimates and judgment, are consistent with other information and operating data contained in management's discussion and analysis for the period ending September 30, 2021 ("**MD&A**") and reflect Delta's business transactions and financial position.

Management is also responsible for the information disclosed in the MD&A, including responsibility for the existence of appropriate information systems, procedures, and controls, to ensure that the information used internally by management and disclosed externally is complete and reliable in all material respects.

In addition, management is responsible for establishing and maintaining an adequate system of internal control over financial reporting. Such systems are designed to provide reasonable assurance that the financial information is relevant, reliable, and accurate and that the Corporation's assets are appropriately accounted for and adequately safeguarded.

The board of directors ("**Board**") annually appoints an audit committee which includes directors who are not employees of the Corporation. This committee meets regularly with management and the shareholders' auditors to review significant accounting, reporting and internal control matters. The shareholders' auditors have unrestricted access to the audit committee. The audit committee reviews the interim and annual financial statements, the report of the shareholders' auditors, and the interim and annual management's discussion and analysis and has delegated authority to approve the interim filings and makes recommendations to the Board regarding annual filings.

Management has reviewed the filings of the Corporation's interim MD&A, Financial Statements, and attachments thereto. Based on our knowledge, having exercised reasonable diligence, these interim filings do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, with respect to the period covered by the interim filings. Based on our knowledge, having exercised reasonable diligence, the Financial Statements together with the other financial information included in the interim filings fairly present in all material respects the financial condition, the financial performance, and cash flows of the Corporation, as of the date of and for the periods presented in the interim filings.

Signed "Jeffrey Allison"
JEFFREY ALLISON
PRESIDENT

Signed "Jacelyn Case"
JACELYN CASE
CFO

BOARD OF DIRECTORS & SENIOR OFFICERS

Of the Corporation as at September 30, 2021

Directors:	Lionel Kambeitz, Regina, Saskatchewan, Jeffrey Allison, Calgary, Alberta, Wayne Bernakevitch, Regina, Saskatchewan, Garth Fredrickson Regina, Saskatchewan, Nitin Kaushal Richmond Hill, Ontario.
Senior Officers:	Lionel Kambeitz, Chairman &, CEO; Jeffrey Allison, President; Jacelyn Case, CFO
Committees of the Board of Directors:	Audit Committee Compensation Committee Nominating Committee
Members of Audit Committee:	Lionel Kambeitz, Garth Fredrickson and Wayne Bernakevitch
Members of Compensation Committee:	Jeffrey Allison and Wayne Bernakevitch
Members of Nominating Committee:	Jeffrey Allison and Wayne Bernakevitch

SHAREHOLDER INFORMATION

Stock exchange: Canadian Securities Exchange & Frankfurt Stock Exchange

Stock symbol: CSE:DELT; FRA:66C

Common Shares outstanding as of September 30, 2021: 58,523,100

Head office and Investor relations address:

DELTA CLEANTECH INC.
#2308 Palisade Drive SW
Calgary, Alberta T2V 3V1
Telephone: (306) 352-6132
Fax: (306) 545-3262
E-mail: investorinfo@deltacleantech.ca

Sales and Marketing Offices

Canada:
Regina, Sask.
Calgary, Alberta

Registrar and Transfer Agent:
Odyssey Trust Company
1230, 300 – 5th Avenue S. W.
Calgary, Alberta T2P 3C4

Registrar and Transfer Agent:
Odyssey Trust Company
1230, 300 – 5th Avenue S. W.
Calgary, Alberta T2P 3C4

Banks: **RBC**

Auditors: **Manning Elliot,** Vancouver, BC

Legal Counsel: **McDougall Gauley, Barristers and Solicitors**, Regina Saskatchewan
Gowling WLG, Calgary Alberta

Dividend policy:
No dividends have been paid on any common shares of the Corporation since the date of inception, and it is not contemplated that any dividends will be paid in the immediate or foreseeable future.

Duplicate Communications:
Some shareholders may receive more than one copy of the annual report and proxy-related material. This is generally due to ownership of registered shares in addition to non-registered shares; holding shares in more than one account; or purchasing shares from more than one stock brokerage firm. Every effort is made to avoid such duplication. Shareholders who receive duplicate mailings should notify the investor relations department at the above address.