REGENERA ANNOUNCES SALE OF CARBON RX

Calgary, Alberta – March 31, 2025 – Regenera CleanTech Inc. ("**Regenera**" or the "**Company**") (CSE:DELT, FRA: 66C).

Regenera is pleased to announce that it has entered into a share exchange agreement dated March 26, 2025 ("**SPA**") with EmissionTech RX Corp. ("**EmissionTech**"), pursuant to which, and conditional upon Special Shareholders' Approval (as defined below), EmissionTech will acquire all the issued and outstanding shares ("**Purchased Shares**") of Carbon RX Inc. ("**CarbonRX**"), a majority owned subsidiary of Regenera. Upon completion of the transaction, CarbonRX will be a wholly owned subsidiary of EmissionTech (the "**Proposed Transaction**").

CarbonRX navigates the complexities of carbon crediting origination and streaming in the voluntary carbon market. Through long term land agreements to measure, report and verify carbon, CarbonRX aims to add value to farms, and forest initiatives in the Canadian carbon economy.

EmissionTech is a full-service carbon company, dedicated to greenhouse gas (GHG) emission reduction and removal, through a variety of technology applications. EmissionTech is in the process of negotiating the acquisition of other assets, that, along with Carbon RX assets and expertise, will set EmissionTech in a very advantageous position, with a multifaceted approach to GHG reduction and removal, through the added applications of Regenerative Agriculture, CO2 capture, improved forestry management, and the strategic use of feed and feed additives in livestock.

Pursuant to the SPA, EmissionTech will acquire CarbonRX for a value of approximately $7,500,000. The consideration for the Purchased Shares ("**Consideration**") consists of the issuance of 7,500,000 Class A common shares of EmissionTech, at an imputed value of $1/Class A common share ("**Consideration Shares**"). Prior to the Proposed Transaction, EmissionTech has 4,500,000 Class A common shares, 1,500,000 warrants and 100,000 stock options ("**Stock Options**") issued and outstanding, with each warrant entitling the holder to purchase a Class A common voting share for $3.00, expiring on May 2, 2027. Upon closing of the Proposed Transaction, EmissionTech will assume all the outstanding share purchase warrants of CarbonRX, and accordingly, in addition to the Stock Options, EmissionTech will have 12,000,000 Class A common voting shares and 2,777,500 Warrants issued and outstanding. The newly acquired warrants will entitle the holder to purchase a Class A common share of EmissionTech, at a price of $0.75; 275,000 of which will expire on August 1, 2025, with the remaining warrants expiring on May 31, 2028. Upon closing of the Proposed Transaction, Regenera will own 5,567,890 Consideration Shares and Nil Warrants, which amounts to 46.4% of the then issued and outstanding share capital of EmissionTech.

The board of directors ("**Board**") of Regenera has approved the Proposed Transaction and management of Regenera believes that it is in the best interest of Regenera's shareholder to proceed with the Proposed Transaction as it will offer Regenera and the remaining CarbonRX shareholders an opportunity to benefit from a diverse, high-growth entity with enhanced strategic opportunities, improved financial structures, and a stronger market position, specifically: (i) EmissionTech has the opportunity to excel as a leader in emissions management, through the acquisition and application of incinerators and other technologies used to meet increasing ESG reporting requirements and regulatory thresholds associated to fugitive gas management; (ii) EmissionTech offers access to new markets, such as the EU, for expanded business opportunities, (iii) EmissionTech offers an enhanced value proposition with a diverse offering of services and technologies, which could open the door to more strategic partnership and investment attraction opportunities, which could increase the value of Regenera's common stock trading on the Canadian Securities Exchange; and (iv) Carbon RX stands to benefit from a pipeline of hydrocarbon based carbon credits with its direct affiliation with EmissionTech opening the door for a diversified portfolio of carbon offsets.

Under the Articles of Incorporation of EmissionTech, the Consideration Shares may not be transferred or otherwise alienated, whether by sale, hypothecation, devise or otherwise, without the prior written consent of the directors.

Pursuant to the Policies of the CSE, the sale of CarbonRX is subject to shareholders' approval. In addition, as the sale of CarbonRX constitutes substantially all of the assets of Regenera, Section 190(1) of the Business Corporations Act *Alberta* ("**Act**") applies, which stipulates that approval by special shareholders resolution is required for the Proposed Transaction. Also, any dissenting shareholder is entitled to be paid the fair value of the shareholder's shares in accordance with Section 191 of the Act. For a "special resolution" of shareholders to be approved, a resolution requires to be passed by a majority of not less than 2/3 of the votes cast by the shareholders who votes in respect of that resolution ("**Special Shareholders' Approval**"). For this purpose, amongst others, Regenera will call its annual general and special shareholders' meeting for May 30, 2025.

Mr. Seymour, the CEO of Regenera, is also a director, officer and shareholder of CarbonRX and EmissionTech, which makes Mr. Seymour a related party to Regenera. Accordingly, as Regenera is a public company, Regenera is subject to Multilateral Instrument 61-101 ("**MI 61-101**") governing, among other things, transactions between listed issuers and related parties of such issuers. In accordance with MI 61-101, the sale of CarbonRX by Regenera to EmissionTech constitutes a "related party transaction" for the purposes of MI 61-101 due to the fact that, pursuant to the SPA, Regenera will sell an asset to EmissionTech, while Mr. Seymour is a control person, director and officer of EmissionTech, a senior officer of Regenera. In accordance with MI 61-101, absent an exemption, MI 61-101 would require Regenera to receive a formal valuation of the subject matter and "majority of the minority" shareholder ("**Disinterested Shareholders**") approval to proceed with the Proposed Transaction. Regenera is relying on the exemption in Section 5.5(b), in that Regenera's shares are not listed on the specified markets and according is exempt from the "valuation" requirement under MI 61-101. Furthermore, Regenera is relying on the exemption in Section 5.7(1)(c), in that the Proposed Transaction is supported by an Arm's Length Control Person (as the term is defined in MI 61-101), and accordingly is exempt from Disinterested Shareholders approval.

The Board of Regenera recommends that the Corporation's shareholders vote in favour of the Proposed Transaction.

No finder's fee is payable in respect to the Proposed Transaction.

Regenera is a 19-year ESG-driven company and a historically recognized global technology leader in post combustion CO2 Capture, Solvent & Glycol Reclamation, Blue Hydrogen Production, and Carbon Credit Aggregation and Management.

Regenera will provide solutions to clients globally through technologies and processes that reduce the CO2 footprint in the decarbonization of oil, gas, and electricity. The Corporation continues to be highly active in biodiversity, nature-based carbon credit certification, tokenization, and streaming.

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Forward Looking Statements This news release contains "forward-looking information" within the meaning of applicable Canadian securities legislation, which are based upon Regenera's current internal expectations, estimates, projections, assumptions and beliefs and views of future events. Forward-looking information can be identified using forward-looking terminology such as "expect", "likely", "may", "will", "should", "intend", "anticipate", "potential", "proposed", "estimate" and other similar words, including negative and grammatical variations thereof, or statements that certain events or conditions "may", "would" or "will" happen, or by discussions of strategy. Forward-looking information include estimates, plans, expectations, opinions, forecasts, projections, targets, guidance, or other statements that are not statements of fact. Specifically, this news release contains

forward looking information relating to Special Shareholders' Approval of the Proposed Transaction, the successful completion of the Proposed Transaction, EmissionTech's ability to successfully implementation and utilization CarbonRX assets, in order to generate revenue to create value for Regenera and the remaining shareholders of CarbonRX, and Regenera's ability to implement a successful business plan post the Proposed Transaction and meet CSE listing requirements.

The CSE does not accept responsibility for the adequacy or accuracy of this release.