



**CLARITY METALS CORP.**

**CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023**

**(Expressed in Canadian dollars)**

## INDEPENDENT AUDITOR'S REPORT

To the Shareholders of  
Clarity Metals Corp.

### *Opinion*

We have audited the accompanying consolidated financial statements of Clarity Metals Corp. (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2024 and 2023, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity (deficiency), and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

### *Basis for Opinion*

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our opinion.

### *Material Uncertainty Related to Going Concern*

We draw attention to Note 1 of the consolidated financial statements, which indicates that the Company incurred a loss and comprehensive loss of \$1,521,102 during the year ended December 31, 2024 and, as of that date, the Company's current liabilities exceeded its current assets by \$675,419. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### *Key Audit Matters*

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Except for the matter described in the Material Uncertainty Related to Going Concern section, we have determined that there are no other key audit matters to communicate in our auditor's report.

### *Other Information*

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.



Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### ***Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements***

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

### ***Auditor's Responsibilities for the Audit of the Consolidated Financial Statements***

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year ended and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Peter Maloff.

A handwritten signature in black ink that reads "Davidson & Company LLP". The signature is written in a cursive, flowing style.

Vancouver, Canada

Chartered Professional Accountants

April 16, 2025

**CLARITY METALS CORP.**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
(EXPRESSED IN CANADIAN DOLLARS)

<b>As at</b>	<b>December 31, 2024</b>	<b>December 31, 2023</b>
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$ 4,230	\$ 20,560
Receivables and prepaid expenses (Notes 3,4)	10,060	31,923
	<b>14,290</b>	<b>52,483</b>
<b>NON-CURRENT ASSETS</b>		
Exploration and evaluation assets (Note 4)	182,546	819,869
<b>TOTAL ASSETS</b>	<b>196,836</b>	<b>872,352</b>
<b>LIABILITIES</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued liabilities (Notes 5,8)	689,709	609,348
<b>SHAREHOLDERS' EQUITY (DEFICIENCY)</b>		
Share capital (Note 6)	12,728,758	12,180,936
Reserves (Note 6)	396,065	178,662
Accumulated deficit	(13,617,696)	(12,096,594)
<b>TOTAL SHAREHOLDERS' EQUITY (DEFICIENCY)</b>	<b>(492,873)</b>	<b>263,004</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 196,836</b>	<b>\$ 872,352</b>

**Nature of operations and going concern (Note 1)**

**Approved on behalf of the Board of Directors on April 15, 2025:**

"James Rogers" Director  
James Rogers

"Rose Zanic" Director  
Rose Zanic

The accompanying notes are integral to these consolidated financial statements

**CLARITY METALS CORP.**  
**CONSOLIDATED STATEMENT OF LOSS AND COMPREHENSIVE LOSS**  
(EXPRESSED IN CANADIAN DOLLARS)

<b>For the years ended December 31,</b>	<b>2024</b>	<b>2023</b>
<b>EXPENSES</b>		
Consulting fees (Note 8)	\$ 136,240	\$ 268,903
Exploration expenditures (Notes 4,8)	55,749	116,807
Foreign exchange loss	1,078	3,174
Investor relations	71,639	20,340
Marketing	-	554,214
Office and administration	7,843	84,806
Professional fees (Note 8)	236,819	303,221
Transfer agent, registration and filing fees	21,770	22,229
Shareholder communications	1,370	74
Share-based compensation (Notes 6,8)	52,700	353,345
Travel	-	15,447
	(585,208)	(1,742,560)
<b>Other items</b>		
BCMETC Recovery	8,810	3,516
Gain (loss) on settlement of debt (Notes 5,6)	(338,217)	8,924
Recovery of accounts payable (Note 5)	30,836	100,000
Impairment (Note 4)	(637,323)	(625,690)
<b>Loss and comprehensive loss for the year</b>	<b>\$ (1,521,102)</b>	<b>\$ (2,255,810)</b>
<b>Basic and diluted loss per share</b>	<b>\$ (0.03)</b>	<b>\$ (0.05)</b>
<b>Weighted average number of common shares outstanding- basic and diluted</b>	<b>51,769,775</b>	<b>45,483,403</b>

The accompanying notes are integral to these consolidated financial statements

**CLARITY METALS CORP.**  
**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)**  
(EXPRESSED IN CANADIAN DOLLARS)

	Share Capital				Reserves		Deficit		Total
	Number of shares	Amount							
<b>Balance, December 31, 2022</b>	<b>43,362,592</b>	<b>\$ 11,759,640</b>	<b>\$</b>	<b>\$</b>	<b>1,334,485</b>	<b>\$</b>	<b>(10,974,952)</b>	<b>\$</b>	<b>2,119,173</b>
Shares issued for acquisition of exploration and evaluation assets	185,185	46,296			-		-		46,296
Share-based compensation	-	-			353,345		-		353,345
Shares issued pursuant to RSU plan	2,500,000	375,000			(375,000)		-		-
Recovery on expiry of agent options	-	-			(1,134,168)		1,134,168		-
Loss for the year	-	-			-		(2,255,810)		(2,255,810)
<b>Balance, December 31, 2023</b>	<b>46,047,777</b>	<b>12,180,936</b>			<b>178,662</b>		<b>(12,096,594)</b>		<b>263,004</b>
Share-based compensation	-	-			52,700		-		52,700
Shares issued pursuant to debt settlement agreements	5,977,033	358,622			-		-		358,622
Warrants issued pursuant to debt settlement agreements	-	-			232,703		-		232,703
Shares issued pursuant to RSU plan	1,700,000	68,000			(68,000)		-		-
Shares issued pursuant to warrant exercise	2,020,000	121,200			-		-		121,200
Loss for the year	-	-			-		(1,521,102)		(1,521,102)
<b>Balance, December 31, 2024</b>	<b>55,744,810</b>	<b>\$ 12,728,758</b>	<b>\$</b>	<b>\$</b>	<b>396,065</b>	<b>\$</b>	<b>(13,617,696)</b>	<b>\$</b>	<b>(492,873)</b>

The accompanying notes are integral to these consolidated financial statements

**CLARITY METALS CORP.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(EXPRESSED IN CANADIAN DOLLARS)

<b>For the years ended</b>	<b>December 31, 2024</b>	<b>December 31, 2023</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Loss for the year	\$ (1,521,102)	\$ (2,255,810)
Add items not affecting cash:		
Share-based compensation	52,700	353,345
Loss on settlement of debt	338,217	-
Recovery of accounts payable	(30,836)	(100,000)
Impairment	637,323	625,690
Non-cash working capital changes:		
Receivables and prepaid expenses	21,863	158,351
Accounts payable and accrued liabilities	364,305	188,965
<b>Net cash used in operating activities</b>	<b>(137,530)</b>	<b>(1,029,459)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Shares issued for exercised warrants	121,200	-
<b>Net cash provided by financing activities</b>	<b>121,200</b>	<b>-</b>
<b>CASH FLOWS FROM INVESTING ACTIVITY</b>		
Acquisition of exploration and evaluation assets	-	(35,000)
<b>Net cash used in investing activity</b>	<b>-</b>	<b>(35,000)</b>
Decrease in cash during the year	(16,330)	(1,064,459)
Cash, beginning of the year	20,560	1,085,019
<b>Cash, end of the year</b>	<b>\$ 4,230</b>	<b>\$ 20,560</b>

**Supplemental disclosures with respect to cash flows (Note 10)**

The accompanying notes are integral to these consolidated financial statements



**CLARITY METALS CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2024**  
(EXPRESSED IN CANADIAN DOLLARS)

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**1. NATURE OF OPERATIONS AND GOING CONCERN**

Clarity Metals Corp. (the “Company”) was incorporated under the *Business Corporations Act* (British Columbia) on September 11, 2019. The Company’s head office and registered office are located at Suite 1680, 355 Burrard Street, Vancouver, British Columbia, V6C 2G8.

On June 29, 2020, the Company’s common shares commenced trading on the Canadian Securities Exchange (“CSE”) under the trading symbol “CLAR”. On July 1, 2020, the Company’s common shares commenced trading on the OTC Pink Sheets Market under the trading symbol “CLGCF”.

On December 12, 2022, the Company’s name changed from Clarity Gold Corp. to Clarity Metals Corp. and resumed trading under the new symbol “CMET” on the CSE.

The Company is a Canadian mineral exploration company focused on the acquisition, exploration and development of mineral projects in Canada. These consolidated financial statements for the Company for the year ended December 31, 2024 are comprised of the results of the Company and its subsidiaries, Clarity Lithium Corp. and 1341314 B.C. Ltd.

The Company is currently evaluating its exploration and evaluation assets and has not determined whether its projects contain reserves that are economically recoverable. The recoverability of amounts recorded for the exploration and evaluation assets are dependent upon the discovery of economically recoverable reserves. The Company's future capital requirements depend on many factors, including costs of exploration and development of the exploration and evaluation assets, cash flow from operations, costs to complete additional exploration, competition and global market conditions. The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs.

The Company incurred a loss and comprehensive loss of \$1,521,102 for the year ended December 31, 2024 (December 31, 2023 - \$2,255,810) and has an accumulated deficit of \$13,617,696 (December 31, 2023 - \$12,096,594) and is expected to incur further losses in the development of its business, all of which indicate there are material uncertainties that may cast significant doubt about its ability to continue as a going concern. As at December 31, 2024, the Company had a working capital deficit of \$675,419 (December 31, 2023 – \$556,865). These statements have been prepared on a going concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. The Company’s ability to continue as a going concern is dependent upon achieving profitable operations and upon obtaining additional financing. While the Company is expending its best efforts in this regard, the outcome of these matters cannot be predicted at this time. These consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

**2. MATERIAL ACCOUNTING POLICY INFORMATION AND BASIS OF PREPARATION**

**a) *Statement of compliance to International Financial Reporting Standards***

These consolidated financial statements have been prepared in accordance with IFRS Accounting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). The policies applied in these consolidated financial statements are based on the IFRS issued and outstanding as at December 31, 2024.

These consolidated financial statements were approved and authorized for issuance by the Board of Directors on April 15, 2025.

**2. MATERIAL ACCOUNTING POLICY INFORMATION AND BASIS OF PREPARATION (cont'd)**

***b) Basis of presentation***

These consolidated financial statements are prepared on a historical cost basis, except for certain financial instruments classified as financial instruments at fair value through profit or loss, which are stated at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

***c) Foreign currency translation***

The Company's reporting and functional currency of all its operations is the Canadian dollar as this is the principal currency of the economic environment in which the Company operates. The functional currency determination was conducted through an analysis of consideration factors identified in IAS 21, The Effect of Changes in Foreign Exchange Rates.

***d) Going concern assumption***

The assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to twelve months from the end of the reporting period.

***e) Significant accounting judgments, estimates and assumptions***

The preparation of the Company's consolidated 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 at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting year. 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.

Information about critical judgments and estimates in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities included in the preparation of these consolidated financial statements are discussed below:

*Fair value of common shares issuance*

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining the fair value of assets received when common shares are issued as consideration. If the fair value of assets received or services rendered cannot be reliably measured, the transaction will be recorded at the fair value of common shares issued on the date of issuance.

*Impairment of Exploration and Evaluation assets*

Assets or cash-generating units ("CGUs") are evaluated at each reporting date to determine whether there are any indications of impairment. The Company considers both internal and external sources of information when making the assessment of whether there are indications of impairment for the Company's mineral properties.

During the year ended December 31, 2024, the Company abandoned the Tyber Project, the Gretna Green Project, the Lithium381 Project, the Harp Lake Project, the Hare Bay Project and the Eddies Cove Project and recognized an impairment of \$637,323 (December 31, 2023 - \$625,690) related to five of these CGU's.

**2. MATERIAL ACCOUNTING POLICY INFORMATION AND BASIS OF PREPARATION (cont'd)**

***e) Significant accounting judgments, estimates and assumptions (cont'd)***

***Impairment of Exploration and Evaluation assets (cont'd)***

In respect of costs incurred for its remaining exploration and evaluation assets, management has determined that the evaluation, development and related costs incurred, which have been capitalized, continue to be appropriately recorded on the consolidated statements of financial position at its carrying value. Management has determined there are no indicators of impairment for its remaining exploration and evaluation assets as at December 31, 2024.

***f) Principles of consolidation***

These consolidated financial statements include the accounts of the Company, and its subsidiaries, Clarity Lithium Corp. and 1341314 B.C. Ltd., from the date control was acquired. Control exists when the Company possesses power over an investee, has exposure to variable returns from the investee, and has the ability to use its power over the investee to affect its returns. Intercompany balances and transactions, and any income and expenses arising from intercompany transactions, are eliminated in preparing the consolidated financial statements.

***g) Determination of control by one entity over another***

Subsidiaries include entities which are controlled by the Company and are accounted for through consolidation. Investments in associates and joint ventures include entities in which the Company has significant influence, but not control or joint control, and are account for using the equity method.

***h) Exploration and evaluation assets***

Upon acquiring the legal right to explore, all costs related to the acquisition and exploration and evaluation of properties are capitalized by property. If economically recoverable ore reserves are developed, capitalized costs of the related property are reclassified as mining assets and amortized using the unit of production method. When a property is abandoned, all related costs are written off to operations. If, after management review, it is determined that the carrying amount of an exploration and evaluation asset is impaired, that property is written down to its estimated net realizable value. An exploration and evaluation asset is reviewed for impairment whenever events or changes in circumstances indicate that its carrying amount may not be recoverable.

The amounts shown for exploration and evaluation assets do not necessarily represent present or future values. Their recoverability is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof.

**CLARITY METALS CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2024**  
(EXPRESSED IN CANADIAN DOLLARS)

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**2. MATERIAL ACCOUNTING POLICY INFORMATION AND BASIS OF PREPARATION (cont'd)**

***i) Share-based compensation***

Share-based compensation to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based compensation to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued. If it is determined the fair value of the goods or services cannot be reliably measured, they are recorded to the option reserve at the date the goods or services are received. The fair value of options is determined using a Black-Scholes pricing model which incorporates all market vesting conditions. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration shall be based on the number of equity instruments that eventually vest. Consideration received on the exercise of stock options is recorded as share capital and the related amount originally recorded in reserves is transferred to share capital. For those unexercised options or warrants that expire, the recorded value is transferred to deficit.

All equity-settled share-based payments are reflected in other equity reserves, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in other equity reserves is credited to share capital, adjusted for any consideration paid. For those unexercised options and share purchase warrants that expire, the recorded value is transferred to deficit.

The Company has granted certain directors and consultants restricted share units ("RSUs") to be settled in shares of the Company. The fair value of the estimated number of RSUs that will eventually vest, determined at the date of grant, is recognized as share-based compensation expense over the vesting period, with a corresponding amount recorded as equity. The fair value of the RSUs is estimated using the market value of the underlying shares as well as assumptions related to the market and non-market conditions at the grant date.

***j) Earnings (loss) per share***

Basic earnings or loss per common share is calculated using the weighted average number of shares outstanding during the period. The Company computes the dilutive effect of options, warrants and similar instruments whereby the dilutive effect on earnings or loss per common share is recognized on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the period. For the period presented, this calculation proved to be anti-dilutive. Shares held in escrow, other than where their release is subject to the passage of time, are excluded from basic earnings or loss per common share until escrow conditions have been removed.

***k) Income taxes***

Current income tax

Current income tax assets and liabilities for the reporting period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**2. MATERIAL ACCOUNTING POLICY INFORMATION AND BASIS OF PREPARATION (cont'd)**

***k) Income taxes*** (cont'd)

Deferred income tax

Deferred income tax is provided for based on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

***l) Financial instruments***

Financial Assets

The Company recognizes a financial asset when it becomes a party to the contractual provisions of the instrument. The Company classifies financial assets at initial recognition as financial assets: measured at amortized cost, measured at fair value through other comprehensive income, or measured at fair value through profit or loss.

*Financial assets measured at amortized costs*

A financial asset that meets both of the following conditions is classified as a financial asset measured at amortized cost:

- The Company's business model for the such financial assets, is to hold the assets in order to collect contractual cash flows.
- The contractual terms of the financial asset gives rise on specified dates to cash flows that are solely payments of principal and interest on the amount outstanding.

A financial asset measured at amortized cost is initially recognized at fair value plus transaction costs directly attributable to the asset. After initial recognition, the carrying amount of the financial asset measured at amortized cost is determined using the effective interest method, net of impairment loss.

*Financial assets measured at fair value through other comprehensive income ("FVTOCI")*

A financial asset measured at fair value through other comprehensive income is recognized initially at fair value plus transaction costs directly attributable to the asset. After initial recognition, the asset is measured at fair value with changes in fair value recognized in other comprehensive income.

**CLARITY METALS CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2024**  
(EXPRESSED IN CANADIAN DOLLARS)

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**2. MATERIAL ACCOUNTING POLICY INFORMATION AND BASIS OF PREPARATION (cont'd)**

***l) Financial instruments (cont'd)***

*Financial assets measured at fair value through profit or loss ("FVTPL")*

A financial asset measured at fair value through profit or loss is recognized initially at fair value with any associated transaction costs being recognized in profit or loss when incurred. Subsequently, the financial asset is re-measured at fair value, and a gain or loss is recognized in profit or loss in the reporting period in which it arises.

The Company derecognizes a financial asset if the contractual rights to the cash flows from the asset expire, or the Company transfers substantially all the risks and rewards of ownership of the financial asset. Any interests in transferred financial assets that are created or retained by the Company are recognized as a separate asset or liability. Gains and losses on derecognition are generally recognized in profit or loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

Financial Liabilities

Financial liabilities are classified as amortized cost, based on the purpose for which the liability was incurred. These liabilities are initially recognized at fair value net of any transaction costs directly attributable to the issuance of the instrument and subsequently carried at amortized cost using the effective interest rate method. This ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the statement of financial position.

Interest expense in this context includes initial transaction costs and premiums payable on redemptions, as well as any interest or coupon payable while the liability is outstanding.

Accounts payables represent liabilities for goods and services provided to the Company prior to the end of the period which are unpaid. Accounts payable amounts are unsecured and are usually paid within forty-five days of recognition.

As at December 31, 2024, the Company's financial instruments are comprised of cash, receivables, accounts payable and accrued liabilities and are all classified as amortized cost.

***m) Unit offerings***

Proceeds received on issuance of units, consisting of common shares and warrants, are allocated first to common shares based on the market trading price of the common shares, and any excess is allocated to warrants.

***n) Changes in accounting policies***

New standards adopted

During the year ended December 31, 2024, the Company adopted the following amendments:

*Presentation of Financial Statements ("IAS 1")* was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company's right to defer settlement at the reporting date. The right needs to be unconditional and must have substance.

**CLARITY METALS CORP.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2024**  
(EXPRESSED IN CANADIAN DOLLARS)

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**2. MATERIAL ACCOUNTING POLICY INFORMATION AND BASIS OF PREPARATION (cont'd)**

*n) Changes in accounting policies (cont'd)*

The amendments also clarify that the transfer of a company's own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments are effective for annual periods beginning on January 1, 2024.

The adoption of this amendment did not have a material impact on the consolidated financial statements.

New standards not yet adopted

*Presentation and Disclosure in Financial Statements (IFRS 18)* - IFRS 18 will replace IAS 1, Presentation of Financial Statements which aims to improve how companies communicate in their financial statements, with a focus on information about financial performance in the statement of profit or loss, in particular additional defined subtotals, disclosures about management-defined performance measures and new principles for aggregation and disaggregation of information. IFRS 18 is accompanied by limited amendments to the requirements in IAS 7 Statement of Cash Flows. IFRS 18 is effective from January 1, 2027. Companies are permitted to apply IFRS 18 before that date.

The Company is not yet able to determine the impact to the consolidated financial statements from the adoption of this standard.

Certain pronouncements were issued by the IASB but are not yet effective as at December 31, 2024. The Company intends to adopt these standards when they become effective but does not expect these amendments to have a material effect on its consolidated financial statements.

**3. RECEIVABLES AND PREPAID EXPENSES**

	<b>December 31, 2024</b>	<b>December 31, 2023</b>
GST receivable	\$ 1,250	\$ 5,974
Prepaid expenses	-	5,249
BCMETS Receivable	8,810	-
Other (Note 4)	-	20,700
	<b>\$ 10,060</b>	<b>\$ 31,923</b>

**4. EXPLORATION AND EVALUATION ASSETS**

Fecteau Project

On November 21, 2022, and subsequently amended on February 1, 2023, the Company entered in an assignment and assumption agreement (the "Fecteau Agreement") among Opus One Resources Corp. ("Opus") and the two original optionors (the "Optionors") to acquire a 100% interest in the Fecteau property (the "Fecteau Project") located in the Province of Quebec.

As consideration for this acquisition, the Company paid \$60,000 as cash to Opus, \$35,000 as cash to the Optionors and issued 185,185 common shares to the Optionors with a fair value of \$46,296.

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**4. EXPLORATION AND EVALUATION ASSETS (cont'd)**

*Fecteau Project (cont'd)*

In addition, the Company has entered into a royalty agreement with the Optionors pursuant to which the Company granted:

- (a) a 2.0% net smelter return royalty (the “Full Royalty”) to the Optionors with respect to production of all precious metals from the mineral claims comprising the Property, other than from certain excluded claims (the “Excluded Claims”); and
- (b) a 1.0% net smelter return royalty to the Optionors with respect to production of all precious metals from the Excluded Claims. At any time and at the sole discretion of the Company, the Company may reduce the Full Royalty from 2.0% to 1.0% by paying the Optionors or their permitted assign(s) a cash payment of \$1,500,000.

In connection with the execution of the Fecteau Agreement, the Company paid an arm’s length finder an aggregate of 250,000 common shares as finder’s fee with a fair value of \$41,250 during the year ended December 31, 2022.

*Lithium381*

On December 6, 2022, the Company entered into an option agreement (the “Lithium Agreement”) with Genius Metals Inc. (“Genius”), an arm’s length public company listed on the TSX Venture Exchange, to earn an undivided 50% right, title, ownership and beneficial interest in the Lithium381 Property (“Lithium381”) located in the Province of Quebec.

Lithium381 comprises 21 mineral claims covering approximately 1107 hectares located in the James Bay Region of Northern Quebec.

As consideration for the acquisition, the Company issued 720,000 common shares to Genius with a fair value of \$126,000 and issued 250,000 common shares as a finders’ fee with a fair value of \$50,000 during the year ended December 31, 2022.

During the year ended December 31, 2024, the Company provided notice to Genius to terminate the option agreement to earn into Lithium381 and consequently wrote-off all capitalized acquisition costs of \$176,000 at December 31, 2024.

*Newfoundland Properties*

On August 23<sup>rd</sup>, 2022, the Company entered into an agreement (the “Newfoundland Agreement”) with two arm’s length vendors, to acquire the Eddies Cove MVT Project (“Eddies Cove”), the Harp Lake Nickel Project (“Harp Lake”), and the Hare Bay Nickel Project (“Hare Bay”), together (the “Newfoundland Properties”).

Eddies Cove comprises of 450 ha of mineral claims and is located 57 kilometres west of the town of Saint Anthony in Northwestern Newfoundland.

Harp Lake comprises of 3,452.5 ha of mineral claims and is located in the Central Northern Labrador, 100 kilometres West of Hopedale and 100 kilometres South-West of Natuashish and 210 kilometres Northwest of Goose Bay.

Hare Bay is located 15 kilometres West of St. Anthony, North-Western Newfoundland and has 750 ha of mineral claims.



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**4. EXPLORATION AND EVALUATION ASSETS (cont'd)**

*Newfoundland Properties (cont'd)*

As consideration for this acquisition, the Company paid \$15,000 as cash and issued 4,000,000 common shares with a fair value of \$520,000 which was allocated proportionally among the three properties based on the total hectares. The Newfoundland Properties are in different geographic locations and are therefore considered to be separate CGU's.

As at December 31, 2024, the Company held \$nil (December 31, 2023 - \$27,600) in deposits with the Government of Newfoundland. The deposits were required in lieu of work commitments on several mineral licenses.

During the year ended December 31, 2024, the Company elected to abandon Harp Lake, Hare Bay, and Eddies Cove. The Company recognized an impairment on acquisition costs of \$137,991. Acquisition costs of \$397,009 related to Harp Lake were already written off during the year ended December 31, 2023.

*Tyber Project*

On July 5, 2020, the Company acquired the Tyber Project, which is comprised of one mineral claim located 1.4 kilometres south of Arrowsmith Lake, British Columbia. As consideration for the acquisition, the Company paid \$3,333 cash, and issued 416,667 common shares with a fair value of \$158,333 to an arm's length private company.

During the year ended December 31, 2024, the Company elected to abandon the Tyber Project and consequently, wrote-off all capitalized acquisition costs of \$161,666 during the year ended December 31, 2024.

*Gretna Green Project*

On July 5, 2020, the Company acquired the Gretna Green Project, which is comprised of one mineral claim located 24 kilometres southwest of Port Alberni, British Columbia. As consideration for the acquisition, the Company paid \$3,333 cash and issued 416,666 common shares with a fair value of \$158,333 to an arm's length private company.

During the year ended December 31, 2024, the Company elected to abandon the Gretna Green Project and consequently wrote-off all capitalized acquisition costs of \$161,666 during the year ended December 31, 2024.

*Empirical Project*

The Empirical Project ("Empirical") consists of six unpatented mineral claims which are located in the Lillooet Mining Division of British Columbia, Canada.

As consideration for the acquisition, the Company paid an aggregate of \$53,334 cash, issued an aggregate of 2,416,667 common shares with an aggregate fair value of \$168,334. The Company also paid \$7,013 in staking fees.

The Company elected to abandon the project and wrote-off capitalized costs of \$228,681 during the year ended December 31, 2023.

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**4. EXPLORATION AND EVALUATION ASSETS (cont'd)**

The following table is a reconciliation of exploration and evaluation assets for the year ended December 31, 2024.

	Acquisition costs December 31, 2023	Impairment	Acquisition costs December 31, 2024
Fecteau Project	\$ 182,546	\$ -	\$ 182,546
Lithium381	176,000	(176,000)	-
Gretna Green Project	161,666	(161,666)	-
Tyber Project	161,666	(161,666)	-
Eddies Cove Project	51,747	(51,747)	-
Hare Bay Project	86,244	(86,244)	-
	\$ 819,869	\$ (637,323)	\$ 182,546

The following table is a reconciliation of exploration and evaluation assets for the year ended December 31, 2023.

	Acquisition costs December 31, 2022	Additions Cash	Additions Shares	Impairment	Acquisition costs December 31, 2023
Lithium381	\$ 176,000	\$ -	\$ -	\$ -	\$ 176,000
Fecteau Project	101,250	35,000	46,296	-	182,546
Empirical Project	228,681	-	-	(228,681)	-
Gretna Green Project	161,666	-	-	-	161,666
Tyber Project	161,666	-	-	-	161,666
Eddies Cove Project	51,747	-	-	-	51,747
Harp Lake Project	397,009	-	-	(397,009)	-
Hare Bay Project	86,244	-	-	-	86,244
	\$ 1,364,263	\$ 35,000	\$ 46,296	\$ (625,690)	\$ 819,869

During the year ended December 31, 2024, the Company incurred exploration costs as follows:

Exploration Expenditures	Harp Lake Project	Lithium381	Fecteau Project	Total
Administration	\$ -	\$ -	\$ 2,911	\$ 2,911
Geological consulting	-	-	19,530	19,530
Licences and permits	19,200	7,000	7,108	33,308
	\$ 19,200	\$ 7,000	\$ 29,549	\$ 55,749

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**4. EXPLORATION AND EVALUATION ASSETS (cont'd)**

During the year ended December 31, 2023, the Company incurred exploration costs as follows:

<b>Exploration Expenditures</b>	<b>Gretna Green Project</b>	<b>Tyber Project</b>	<b>Lithium381</b>	<b>Fecteau Project</b>	<b>Total</b>
Administration	\$ 2,614	\$ 2,204	\$ -	\$ -	\$ 4,818
Database maintenance	-	-	960	4,200	5,160
Drilling	-	-	-	18,018	18,018
Geological consulting	18,275	10,225	-	480	28,980
Licences and permits	-	-	9,352	12,184	21,536
Meals and lodging	840	710	-	-	1,550
Mobilization/Demobilization	3,000	3,000	-	-	6,000
Survey	-	-	-	26,586	26,586
Transportation	490	3,669	-	-	4,159
	<u>\$ 25,219</u>	<u>\$ 19,808</u>	<u>\$ 10,312</u>	<u>\$ 61,468</u>	<u>\$ 116,807</u>

**5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

	<b>December 31, 2024</b>	<b>December 31, 2023</b>
Accounts payable (Note 8) <sup>(1)(2)(4)</sup>	\$ 623,847	\$ 506,894
Accrued liabilities <sup>(3)(5)</sup>	65,862	102,454
	<u>\$ 689,709</u>	<u>\$ 609,348</u>

<sup>(1)</sup>During the year ended December 31, 2024, the Company settled \$239,081 of debt with two creditors (Note 6) and recognized a loss on settlement of debt of \$352,244.

<sup>(2)</sup>During the year ended December 31, 2024, the Company entered a debt settlement agreement with a vendor and recognized a gain on settlement of debt of \$14,027.

<sup>(3)</sup>During the year ended December 31, 2024, the Company recognized a recovery of accounts payable of \$30,836 with a vendor.

<sup>(4)</sup>During the year ended December 31, 2023, the Company entered a debt settlement agreement with a vendor and recognized a gain on settlement of debt of \$8,924.

<sup>(5)</sup>During the year ended December 31, 2023, the Company returned certain surface rights to the original property owners in settlement of \$100,000 of outstanding acquisition payments.

**6. SHARE CAPITAL**

***Authorized***

The authorized share capital consists of an unlimited number of common and preferred shares without par value.

As at December 31, 2024, the total common shares outstanding are 55,744,810 (December 31, 2023 – 46,047,777) and nil preferred shares issued.

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**6. SHARE CAPITAL (cont'd)**

*Escrowed shares*

As at December 31, 2024, the Company had 180,000 (December 31, 2023 – 450,000) shares in escrow. Increments of 90,000 shares are released every four months beginning April 29, 2025.

These escrow shares may not be transferred, assigned, or otherwise dealt without the consent of regulatory authorities.

*Share issuances*

*Year ended December 31, 2024*

- On March 27, 2024, the Company settled \$239,081 in debt, pursuant to which the Company issued 5,977,033 units. Each unit consists of one common share in the capital of the Company with and one share purchase warrant, with each warrant entitling the holder thereof to acquire one additional share on or before March 27, 2026 at an exercise price of \$0.05 per warrant share. The Company recognized a fair value of \$358,622 on the common shares issued, a fair value of \$232,703 on the warrants issued, and a loss on settlement of debt of \$352,244. The warrants were valued using the following Black-Scholes Option-Pricing Model using the following assumptions: expected life of 1 year, an expected dividend of \$nil, a risk-free interest rate of 4.16%, and an expected volatility of 170.42%.
- On June 7, 2024, the Company issued 1,700,000 common shares, with a fair value of \$68,000, upon vesting of Restricted Share Unit's ("RSU") in accordance with the Company's Long Term Incentive Plan ("LTIP").
- The Company issued 2,020,000 common shares upon the exercise of warrants at \$0.06 and received gross proceeds of \$121,200.

*Year ended December 31, 2023*

*Shares issued for Quebec Properties*

On February 2, 2023, the Company issued 185,185 common shares with a fair value of \$46,296 as project acquisition cost pursuant to the Fecteau Agreement (Note 4).

*Shares issued on vesting of Restricted Share Unit's*

On June 7, 2023, the Company issued 2,500,000 common shares with a fair value of \$375,000 upon vesting of 2,500,000 RSUs in accordance with the Company's LTIP.

*Warrants*

During the year ended December 31, 2024, the Company accelerated the expiry of 10,000,000 warrants at \$0.06 previously expiring on January 7, 2026, such that the warrants expired on September 7, 2024, being 30 days following the date on which the Company provided notice to the holders of the warrants of the acceleration. The following is a summary of the Company's warrant activity:

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**6. SHARE CAPITAL (cont'd)**

*Warrants* (cont'd)

The following is a summary of the Company's warrant activity:

	Number of warrants	Weighted average exercise price \$
<b>Balance, December 31, 2022 and 2023</b>	<b>10,000,000</b>	<b>0.06</b>
Issued	5,977,033	0.05
Exercised	(2,020,000)	0.06
Expired	(7,980,000)	0.06
<b>Balance, December 31, 2024</b>	<b>5,977,033</b>	<b>0.05</b>

As of December 31, 2024, the Company had 5,977,033 warrants outstanding and exercisable to acquire common shares of the Company as follows:

Expiry date	Exercise Price \$	Remaining life (years)	Number of warrants outstanding	Number of warrants exercisable
March 27, 2025*	0.05	0.24	5,977,033	5,977,033

\*Subsequent to the year ended December 31, 2024, the Company extended the expiration date of 5,977,033 warrants to March 27, 2026.

*Agent options*

The following is a summary of the Company's agent options activity:

	Number of agent options	Weighted average exercise price \$
<b>Balance, December 31, 2022, 2023 and 2024</b>	<b>51,000</b>	<b>0.12</b>

As of December 31, 2024, the Company had 51,000 agent options outstanding and exercisable to acquire common shares of the Company as follows:

Expiry date	Exercise Price \$	Remaining life (years)	Number of agent options outstanding	Number of agent options exercisable
December 28, 2025	0.12	0.99	51,000	51,000

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**6. SHARE CAPITAL (cont'd)**

***Options***

The following is a summary of the Company's options activity:

	<b>Number of options</b>	<b>Weighted average exercise price \$</b>
<b>Balance, December 31, 2022</b>	<b>3,200,000</b>	<b>0.69</b>
Granted	350,000	0.11
Cancelled	(1,600,000)	1.23
<b>Balance, December 31, 2023 and 2024</b>	<b>1,950,000</b>	<b>0.13</b>

As of December 31, 2024, the Company had options outstanding and exercisable to acquire common shares of the Company as follows:

<b>Expiry date</b>	<b>Exercise Price \$</b>	<b>Remaining life (years)</b>	<b>Number of options outstanding</b>	<b>Number of options exercisable</b>
December 7, 2025	0.14	0.93	1,600,000	1,600,000
April 4, 2026	0.265	1.26	50,000	50,000
December 4, 2026	0.09	1.93	300,000	300,000
		<b>1.10</b>	<b>1,950,000</b>	<b>1,950,000</b>

During the year ended December 31, 2024, the Company recognized a total of \$52,700 (December 31, 2023 - \$353,345) in share-based compensation which was comprised of the following:

During the year ended December 31, 2024, the Company did not grant any options.

During the year ended December 31, 2023, the Company:

- issued 50,000 share options to a consultant of the Company. Each option is exercisable at \$0.265 per share until April 4, 2026. All of the options vested upon date of grant. The estimated fair value of the options was \$6,085 measured using the Black-Scholes Option Pricing Model with the following assumptions: share price \$0.215 exercise price- \$0.265, expected life – 3 years, volatility – 94.94%, dividend yield - \$0, and risk-free rate – 3.33%.
- issued 300,000 share options to a director of the Company. Each option is exercisable at \$0.09 per share until December 4, 2026. All of the options vested upon date of grant. The estimated fair value of the options was \$6,960 measured using the Black-Scholes Option Pricing Model with the following assumptions: share price \$0.04 exercise price- \$0.09, expected life – 3 years, volatility – 117.20%, dividend yield - \$0, and risk-free rate – 5.00%.

***Restricted Share Units***

The Company has a LTIP. RSU's granted under the LTIP entitles directors, officers or employees to common shares of the Company upon vesting, based on vesting terms determined by the Company's Board of Directors at the time of grant.

During the year ended December 31, 2024, the Company did not grant any RSUs. During the year ended December 31, 2023, the Company granted an aggregate of 1,700,000 RSUs which vested on April 4, 2024.

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**6. SHARE CAPITAL (cont'd)**

***Restricted Share Units*** (cont'd)

For the year ended December 31, 2024, the Company recognized \$52,700 (December 31, 2023 - \$340,300) in share-based compensation related to the RSUs.

The following is a summary of the Company's RSU activity:

	<b>Number of RSUs</b>
<b>Balance, December 31, 2022</b>	<b>2,500,000</b>
RSUs granted	1,700,000
Common shares issued	(2,500,000)
<b>Balance, December 31, 2023</b>	<b>1,700,000</b>
Common shares issued	(1,700,000)
<b>Balance, December 31, 2024</b>	<b>-</b>

**7. FINANCIAL RISK MANAGEMENT**

The Company is exposed to minimal financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

***Credit risk***

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The Company's cash is deposited in bank accounts held with major banks in Canada.

As most of the Company's cash is held by the banks there is a concentration of credit risk. This risk is managed by using major banks that are high quality financial institutions as determined by rating agencies.

***Liquidity risk***

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

As at December 31, 2024, the Company had cash of \$4,230 (December 31, 2023 - \$20,560) to settle \$689,709 (December 31, 2023 - \$609,348) in accounts payable and accrued liabilities that are due within 90 days of year-end.

***Currency risk***

The Company currently has minimal foreign exchange risk as it conducts the majority of its business within Canada in Canadian dollars.

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**7. FINANCIAL RISK MANAGEMENT (cont'd)**

***Interest rate risk***

The Company is not currently exposed to significant interest rate risk.

***Capital management***

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern such that it can provide returns for shareholders and benefits for other stakeholders. The Company considers the items included in shareholders' equity as capital. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, sell assets to settle liabilities or return capital to its shareholders. The Company is not exposed to externally imposed capital requirements and there were no changes in the Company's capital management during the year ended December 31, 2024.

***Fair value hierarchy***

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's financial instruments which includes cash, accounts receivable, and accounts payable and accrued liabilities approximate their carrying amounts due to the short-term nature of these financial instruments.

**8. RELATED PARTY TRANSACTIONS**

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operation decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resource or obligations between related parties.

As at December 31, 2024, \$516,914 (December 31, 2023 - \$264,734) was included in accounts payable and accrued liabilities owing to directors, officers, and companies controlled or affiliated with directors and officers of the Company. Amounts due to related parties consist of charges accrued for accounting fees, consulting fees, corporate advisory fees, and exploration and evaluation costs. These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

The Company has identified all directors and officers as its key management personnel. The following are the transactions with related parties during the year ended December 31, 2024 and 2023:



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**8. RELATED PARTY TRANSACTIONS (cont'd)**

For the year ended	December 31, 2024	December 31, 2023
Professional fees to a company controlled by a Director and CEO of the Company	\$ 120,000	\$ 120,000
Director fees to a company controlled by a Director of the Company	27,000	19,500
Director fees paid to a current Director of the Company	24,000	13,500
Director fees paid to a former Director of the Company	-	12,000
Accounting fees to a company that employs the CFO of the Company	60,000	60,000
Rent costs to a company controlled by a Director and CEO of the Company.	-	32,000
Exploration expenditures charged by a company controlled by a Director and CEO of the Company	-	3,000
Share based payments to officers and directors of the Company	6,244	242,716
	\$ 237,244	\$ 502,716

**9. INCOME TAXES**

The reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	December 31, 2024	December 31, 2023
Loss for the year before income taxes	\$ (1,521,102)	\$ (2,255,810)
Tax rate	27%	27%
Expected income tax recovery	\$ (411,000)	\$ (609,000)
Items not deductible for tax purposes	106,000	95,000
Under (over) provided in prior years	-	-
Adjustment to prior years provision versus statutory tax returns and expiry of non-capital losses	7,000	(461,000)
Origination and reversal of temporary differences	-	-
Benefits of tax losses not recognized	298,000	975,000
Total income tax recovery	\$ -	\$ -

The Company has not recognized any deferred tax assets or liabilities as of December 31, 2024.

As at December 31, 2024, the Company has not recognized the benefit of the following deductible temporary differences:

	December 31, 2024	December 31, 2023
Non-capital loss carry-forwards expiration beginning 2039	\$ 6,837,000	\$ 6,133,000
Resource properties	\$ 3,845,000	\$ 3,277,000
Share issue costs	\$ 101,000	\$ 264,000

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**10. SUPPLEMENTAL DISCLOSURES WITH RESPECT TO CASH FLOWS**

The Company's significant non-cash transactions during the year ended December 31, 2024 were as follows:

- The Company settled \$239,081 of debt, pursuant to which 5,977,033 units of the Company were issued (Note 6). The Company recognized a loss on settlement of debt of \$352,244 in connection with the debt settlement agreements.
- The Company issued 1,700,000 common shares with a fair value of \$68,000 upon vesting of 1,700,000 RSU's (Note 6).
- The Company abandoned various exploration and evaluation assets and recognized an impairment on acquisition costs of \$637,323 (Note 4).

The Company's significant non-cash transactions during the year ended December 31, 2023 were as follows:

- On February 2, 2023, the Company issued 185,185 common shares with a fair value of \$46,296 as project acquisition cost pursuant to the Fecteau Agreement (Note 4).
- On June 7, 2023, the Company issued 2,500,000 common shares with a fair value of \$375,000 upon vesting of 2,500,000 RSU's (Note 6).
- The Company recognized a recovery to share-based payment reserves in aggregate of \$1,134,168 related to the cancellation of stock options.
- The Company abandoned the Empirical Project and the Harp Lake Project and recognized an impairment on acquisition costs of \$625,690 (Note 4).

During the year ended December 31, 2024, the Company paid \$nil (December 31, 2023 - \$nil) interest and taxes.

**11. SEGMENTED INFORMATION**

The Company conducts its business as a single operating segment, being the acquisition and exploration of mineral properties. As at December 31, 2024 all of the Company's assets were located in Canada.