

CLARA TECHNOLOGIES CORP.

**UNAUDITED INTERIM CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS**

**FOR THE NINE MONTHS ENDED FEBRUARY 28, 2025 AND
FEBRUARY 29, 2024**

(Expressed in Canadian Dollars)

CLARA TECHNOLOGIES CORP.

Unaudited Interim Condensed Consolidated Statements of Financial Position

(Expressed in Canadian Dollars)

		February 28, 2025	May 31, 2024
ASSETS			
Current Assets			
Cash		\$2,801	\$14,909
Accounts receivable		36,564	-
Prepaid expense		-	70,124
Non-Current Assets			
Intangible assets	Note 6	74,750	104,000
Goodwill	Note 8	1,093,236	-
Total Assets		\$1,207,351	\$189,033
LIABILITIES			
Current Liabilities			
Accounts payable and accrued liabilities		\$131,629	\$18,000
Deferred revenue		-	10,180
Due to related party	Note 7	1,800	1,800
Loans from related parties	Note 7	140,000	140,000
Total Liabilities		273,429	169,980
SHAREHOLDER'S EQUITY			
Share capital	Note 4	1,432,595	352,595
Warrants	Note 5	-	-
Deficit		(498,673)	(333,542)
Total Shareholders' Equity		933,922	19,053
Total Liabilities and Shareholders' Equity		\$1,207,351	\$189,033

Nature of operations and going concern (Note 1)

Approved by the Board of Director and authorized on:

Director

Director

The accompanying notes form an integral part of these financial statement

CLARA TECHNOLOGIES CORP.

Unaudited Interim Condensed Consolidated Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars)

		Three months ended February 28, 2025		Nine months ended February 29, 2025	
		February 28, 2025	February 29, 2024	February 28, 2025	February 29, 2024
Income					
Consulting services		\$-	\$5,317	\$22,792	\$15,906
Subscriptions		-	2,490	\$2,245	13,243
Foreign exchange gain	Note 3	1,372	-	1,372	-
Total Income		\$1,372	\$7,807	\$26,409	\$29,149
Expenses					
Amortization	Note 6	9,750	9,750	29,250	29,250
Bank charges		185	291	756	409
Director fees		5,100	3,000	11,100	9,000
General and administrative		4,433	-	3,847	-
Project consulting		76,567	-	122,624	55,655
Professional fees		1,487	22,188	23,963	46,129
Total expenses		\$97,522	\$35,229	\$191,540	\$140,443
Net loss and comprehensive loss for the period		\$(96,150)	\$(27,422)	\$(165,131)	\$(111,294)
Net Loss per share					
Basic and diluted loss per share		\$(0.00)	\$(0.00)	\$(0.01)	\$(0.01)
Weighted average common shares outstanding - basic and diluted		15,399,153	14,956,474	15,399,153	7,558,688

The accompanying notes form an integral part of these financial statement

CLARA TECHNOLOGIES CORP.

Unaudited Interim Condensed Consolidated Statements of Changes in Shareholders' Equity

(Expressed in Canadian Dollars)

For the nine months ended February 28, 2025 and February 29, 2024

	Number of Shares	Capital Stock	Warrants	Deficit	Total
Balance, May 31, 2023	3,900,000	\$39,000	\$315,595	\$(92,470)	\$262,125
Return of warrants	-	-	(2,000)	-	(2,000)
Common shares issued for warrants	11,433,400	313,595	(313,595)	-	-
Loss for the period	-	-	-	(111,294)	(111,294)
Balance, February 29, 2024	15,333,400	\$352,595	-	\$(203,764)	\$148,831
Balance, May 31, 2024	15,333,400	\$352,595	-	\$(333,542)	\$19,053
Shares issued - acquisition	Note 6,000,000	\$1,080,000	-	-	\$1,080,000
Loss for the period	-	-	-	(165,131)	(165,131)
Balance, February 28, 2025	21,333,400	\$1,432,595	-	\$(498,673)	\$933,922

CLARA TECHNOLOGIES CORP.

Unaudited Interim Condensed Consolidated Statements of Cash Flows

(Expressed in Canadian Dollars)

	Nine months ended	
	February 28, 2025	February 29, 2024
Cash flows from operating activities		
Net loss for the period	\$(165,131)	\$(111,294)
Amortization	29,250	29,250
Foreign exchange gain	(1,372)	-
Changes in non-cash working capital:		
Prepaid expenses	70,124	(161,103)
Deferred revenue	(10,180)	(7,574)
Accounts payable and accrued liabilities	65,156	9,000
Total operating activities	(12,153)	(241,721)
Cash flow from financing activities		
Return of warrants	-	(2,000)
Total financing activities	-	(2,000)
Change in cash during the period	(12,153)	(243,721)
Cash, beginning of the period	14,954	278,161
Cash, end of the period	\$2,801	\$34,440

CLARA TECHNOLOGIES CORP.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and nine months ended February 28, 2025 and February 29, 2024

1. NATURE OF OPERATIONS AND GOING CONCERN

Clara Technologies Corp. (formerly Clara Capital Corp.) (“the Company”) was incorporated on April 15, 2021 pursuant to the Business Corporations Act under the name of Clara Capital Corp. The Company’s head office is located at 34 - 11551 Kingfisher Drive, Richmond BC V7E3N5, Canada.

The Company is a startup company providing the software platform through the Corporation’s website at <https://zonpages.com/> for Amazon sellers to manage, launch and promote their products on their landing pages, to control their sales and purchases, to create and increase customer’s email lists, to bring traffic through Facebook.

On February 24, 2025, the Company acquired all of the issued and outstanding shares (the “Acquisition”) of Hunter Sales Co Pty Ltd. (“Hunter Sales”). As a result of the Hunter Sales acquisition, Hunter Sales became a wholly-owned subsidiary of the Company.

These unaudited interim condensed consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. At present, the Company has limited operating income. The Company incurred a net loss of \$165,131 during the nine months period ended February 28, 2025, and as of that date, had a deficit of \$498,673 (May 31, 2024 - \$333,542). Without additional financing, the Company may not be able to fund its ongoing operations and complete development activities. The Company intends to finance its future requirements through a combination of debt and/or equity issuance. There is no assurance that the Company will be able to obtain such financings or obtain them on favorable terms. These uncertainties may cast significant doubt on the Company’s ability to continue as a going concern. The Company will need to raise sufficient working capital to maintain operations. These unaudited interim condensed consolidated financial statements do not include any adjustments related to the recoverability of assets and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

CLARA TECHNOLOGIES CORP.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and nine months ended February 28, 2025 and February 29, 2024

2. BASIS OF PREPARATION

(a) Statement of Compliance

These unaudited interim condensed consolidated financial statements as at and for the nine months ended February 28, 2025 have been prepared in accordance with International Accounting Standard (“IAS”) 34 ‘Interim Financial Reporting’ (“IAS 34”) using accounting policies consistent with the International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). The disclosure contained in these unaudited interim condensed consolidated financial statements does not include all the requirements in IAS 1 Presentation of Financial Statements (“IAS 1”). Accordingly, these unaudited interim condensed consolidated financial statements should be read in conjunction with the Company’s financial statements as at and for the year ended May 31, 2024, which include information necessary to understand the Company’s business and financial statement presentation.

(b) Basis of Presentation

These unaudited interim condensed consolidated financial statements have been prepared on the historical cost basis, except for financial instruments designated at fair value through profit and loss, which are stated at their fair value. In addition, these unaudited interim condensed consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information. These financial statements are presented in Canadian dollars, which is the Company's functional currency. All values are rounded to the nearest dollar.

(c) Basis of consolidation

These unaudited interim condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries: Hunter Sales. All intercompany balances and transactions are eliminated upon consolidation.

(d) Functional and presentation currency

The Company records transactions using its functional currency, being the currency of the primary economic environment in which it operates. The unaudited interim condensed consolidated financial statements are presented in Canadian dollars, which is also the functional currency of the Company.

(e) Summary of significant accounting policies

These unaudited interim condensed consolidated financial statements have been prepared using the same accounting policies and methods of computation as presented in Note 2 of the annual financial statements of the Company as at and for the year ended May 31, 2024, except for those newly adopted accounting standards noted below.

CLARA TECHNOLOGIES CORP.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and nine months ended February 28, 2025 and February 29, 2024

2. BASIS OF PREPARATION (Continued)

(a) Use of Estimates and Judgement

The preparation of these unaudited interim condensed consolidated financial statements requires management to make judgement, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual outcomes could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current future periods.

The preparation of these financial statements requires management to make judgements regarding the going concern of the Company, as disclosed in Note 1.

The Company's functional currency must be determined through an analysis of several indicators, in accordance with IFRS. Judgment is required in determining an entity's functional currency based on individual facts and circumstances. Management considers the primary and secondary indicators as a hierarchy to determine the functional currency that most faithfully represents the economic effects of the underlying transactions, events and conditions.

Judgment is used to estimate each component of a tangible and intangible asset's useful life and is based on an analysis of all pertinent factors including, but not limited to, the expected use of the asset and, in the case of an intangible asset, contractual life without substantial cost. If the estimated useful lives change, this could result in an increase or decrease in the annual amortization and depreciation expense, and future impairment charges.

CLARA TECHNOLOGIES CORP.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and nine months ended February 28, 2025 and February 29, 2024

2. BASIS OF PREPARATION (Continued)

Accounting treatment of Hunter Sales acquisition

The assessment of whether acquisitions are considered business combinations or asset acquisitions requires management judgement, the outcome of which may result in different accounting treatments.

The Company completed an analysis to determine whether the set of activities and assets acquired in the Hunter Sales acquisition meet the definition of a business under IFRS 3. The Company concluded that the acquisition does meet the definition of a business and therefore is accounted for as a business acquisition under IFRS 3 (Note 8).

Business combination costs, including advisory, legal, regulatory, due diligence, and other professional fees were expensed in the statements of operations for the three and nine-month periods ended February 28, 2025.

CLARA TECHNOLOGIES CORP.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and nine months ended February 28, 2025 and February 29, 2024

3. FINANCIAL INSTRUMENTS

The Company's non-derivative financial instruments include cash, accounts payables and accrued liabilities, dues to related party and loans from related parties. Non-derivative financial instruments are recognized initially at fair value. As at February 28, 2025 and May 31, 2024, the carrying value of cash is recorded at fair value. Accounts payable and accrued liabilities, due to related party and loans from related parties approximate their fair value due to their short-term nature.

The Company classifies its financial instruments measured at fair value at one of three levels according to the relative reliability of the inputs used to estimate the fair value:

- (a) Level 1- quoted prices (unadjusted) in active markets for identical assets or liabilities;
- (b) b. 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
- (c) c. Level 3- inputs for the asset or liability that are not based on observable market data (unobservable inputs)

The Company's cash is measured as level 1 input.

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk, market risk.

Risk management is carried out by the Company's management team with guidance from the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Credit Risk

Credit Risk is the risk of potential loss to the Company if the counterparty to a financial instrument fail to meet its contractual obligations. The Company's cash is held with reputable institution in Canada.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk to ensure that it will have sufficient liquidity to meet liabilities when due. The Company does not have significant liquidity risk. As at February 28, 2025, the Company held cash of \$2,801 (May 31, 2024 - \$7,305) to settle current liabilities (excluding due to related party) of 273,429 (May 31, 2024 - \$169,980).

CLARA TECHNOLOGIES CORP.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and nine months ended February 28, 2025 and February 29, 2024

3. FINANCIAL INSTRUMENTS (Continued)

Market Risk

The Company will be subject to normal market risks including fluctuations in foreign exchange rates and interest rates. While the Company manages its operations in order to minimize exposure to these risks, the Company has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure. The Company is not exposed to any significant market risk. During the nine-month period ended February 28, 2025, the Company recognized a net foreign exchange gain of \$1,372 upon consolidation of Hunter Sales.

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. Financial instruments that potentially subject the Company to credit risk consist of cash. The Company has reduced its credit risk by investing its cash with a Canadian chartered bank.

Capital Management

The Company's objectives when managing capital, defined as shareholders' equity, are to safeguard the Company's ability to continue as a going concern (Note 1) to maintain a flexible capital structure that optimizes the cost of capital at an acceptable risk.

The Company manages the capital structure and adjusts in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, or acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The Board of Directors has not yet established quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

There have been no changes to the Company's approach to capital management during the nine months period ended February 28, 2025. The Company is not subject to externally imposed capital requirements.

CLARA TECHNOLOGIES CORP.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and nine months ended February 28, 2025 and February 29, 2024

4. SHARE CAPITAL

(a) Authorized

The Company is authorized to issue an unlimited number of common shares.

(b) Issued and outstanding

As at February 28, 2025, the Company has 21,333,400 common shares outstanding (May 31, 2024 – 15,333,400).

On February 24, 2025, the Company issued an aggregate of 6,000,000 common shares at a price of \$0.18 (the "Consideration Shares") and 6,000,000 common share purchase warrants (the "Consideration Warrants") to the existing shareholders of Hunter Sales at a price of \$0.23 for a term of twenty-four months (Note 11).

5. WARRANTS

On February 24, 2025, pursuant to the acquisition of Hunter Sales, the Company issued 6,000,000 common share purchase warrants. Each common share purchase warrant will be exercisable at a price of \$0.23 for a period of twenty-four months.

The following table summarize the movements of the Company's warrants:

For the nine months ended February 28, 2025						
Opening Balance	During the period		Closing Balance	Date of Issuance	Date of Exercise	Exercise Price and weighted average exercise price (C\$)
	Granted	Exercised				
-	6,000,000	-	-	24-Feb-25	-	0.23
-	6,000,000	-	-	-	-	0.23

CLARA TECHNOLOGIES CORP.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and nine months ended February 28, 2025 and February 29, 2024

6. INTANGIBLE ASSET

Intangible assets include capitalized costs incurred in connection with the acquisition and development of software.

The movements of the Company's intangibles are summarized as follows:

	February 28, 2025	May 31, 2024
Opening balance	\$104,000	\$143,000
Amortization for the period	29,250	39,000
Ending balance	\$74,500	\$104,000

7. RELATED PARTY TRANSACTIONS

As of February 28, 2025, the Company owed \$1,800 (May 31 2024 - \$1,800) to an Officer of the Company. The amount owing is unsecured, non-interest bearing, and due on demand.

As of February 28, 2025, the Company borrowed \$140,000 from the directors of the Company to support its daily operations. The loans are unsecured, non-interest bearing, and due on demand. However, the directors have waived the repayment until May 31, 2025.

During the nine months ended February 28, 2025, the Company incurred \$11,100 director fees (February 29, 2024 - \$9,000).

8. ACQUISITION OF HUNTER SALES CO PTY LTD.

On February 10, 2025, the Company entered into a share exchange agreement (the "Agreement") with Hunter Sales pursuant to which the Company acquires all of the issued and outstanding common shares of Hunter Sales. Pursuant to the terms of the Agreement, the Company issued an aggregate of 6,000,000 common shares at a price of \$0.18, and 6,000,000 common share purchase warrants to the existing shareholders of Hunter Sales. Each consideration warrant is exercisable at a price of \$0.23 for a period of twenty-four months following issuance.

In accordance with the acquisition method of accounting, the acquisition cost had been allocated on a preliminary basis to the identifiable underlying assets acquired and liabilities assumed, based upon their estimated fair values at the date of acquisition.

The acquisition of Hunter Sales resulted in a goodwill amount of \$1,093,236.

CLARA TECHNOLOGIES CORP.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the three and nine months ended February 28, 2025 and February 29, 2024

The purchase price allocation at February 24, 2025 was determined as following:

Fair value of Hunter Sale's net assets acquired	
Cash	\$45
Accounts receivable	35,438
Accounts payable and accrued liabilities	(48,473)
Total fair value of Hunter Sale's net assets acquired	\$(11,864)