

FORM 51-102F3
Material Change Report

1. Name and Address of Company

Clarity Gold Corp. (the “**Company**”)
915 – 1055 West Hastings Street.
Vancouver, BC V6E 2E9

2. Date of Material Changes

July 31, 2020

3. News Release

The news release was issued on July 31, 2020 through Cision.

4. Summary of Material Changes

On July 31, 2020, the Company announced that its Board of Directors had formed an advisory board (the “**Advisory Board**”) and named Ian Graham, an accomplished mining sector professional, as the Advisory Board’s initial member.

The Company also announced that it had granted incentive stock options (each, an “**Option**”) to acquire an aggregate of 100,000 common shares of the Company (each, a “**Share**”) to certain consultants under its stock option plan. Each Option is exercisable for a period of three years expiring on July 31, 2023 at a price of \$1.00 per Share. The Options are subject to vesting provisions, with one-third vesting on the date of grant, one-third on the first anniversary of the date of grant and the remaining one-third on the second anniversary thereof.

The Company also announced the closing of a non-brokered private placement (the “**Offering**”), whereby the Company issued 2,158,000 units (each, a “**Unit**”) at a price of \$0.30 per Unit for aggregate gross proceeds of \$647,400. Each Unit is comprised of one Share and one half of one Share purchase warrant (each whole warrant, a “**Warrant**”), with each Warrant entitling the holder to acquire one Share (each, a “**Warrant Share**”) at a price of \$0.35 per Warrant Share for a period of two years following the closing of the Offering (the “**Closing**”). The proceeds from the Offering are expected to be used for general working capital purposes.

In connection with the Closing, the Company paid a \$10,000 cash finder’s fee and issued 79,310 compensation warrants (each, a “**Finder’s Warrant**”) to Leede Jones Gable Inc. Each Finder’s Warrant is exercisable into one Share (each, a “**Finder’s Warrant Share**”) at a price of \$0.30 per Finder’s Warrant Share for a period of two years following the Closing.

All securities issued in connection with the grant of the Options and the Offering are subject to a statutory hold period expiring four months and one day following the date of issuance.

5. Full Description of Material Changes

5.1 Full Description of Material Changes

See Item 4 above and the attached news release with respect to the matter described above in Item 4.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information

None.

8. Executive Officer

James Rogers, CEO
1 (833) 387-7436

9. Date of Report

August 7, 2020



ClarityGold
CORP.

Vancouver, B.C.

(CSE: CLAR, FSE:27G)

CLARITY GOLD FORMS ADVISORY BOARD, APPOINTS FIRST MEMBER, AND CLOSURES NON-BROKERED PRIVATE PLACEMENT

Vancouver, BC – July 31, 2020, Clarity Gold Corp. (“**Clarity**” or the “**Company**”) (CSE: CLAR) announces that its Board of Directors has formed an advisory board and has named accomplished mining sector professional, Ian Graham to its Advisory Board. Mr. Graham has over 20 years of experience in the development and exploration of mineral projects, and his expertise in corporate transactions, project evaluations, and exploration will be an asset to Clarity.

“Ian’s extensive experience is invaluable for the current growth stage of the Company.” said James Rogers, CEO of Clarity. “We are pleased to welcome someone of his caliber to add to the strength of our team, we look forward to working closely to increase the quality of our efforts and maximize the value for our shareholders”.

Mr. Graham’s experience is mostly at major mining companies, namely Rio Tinto and Anglo American, including as Chief Geologist with the Project Generation Group at Rio Tinto. He has been involved with evaluation and pre-development work on several projects in Canada and abroad, including Resolution Copper (Arizona, USA), Diavik Diamond Mine (Northwest Territories, Canada), Eagle Nickel (Michigan, USA), Lakeview Nickel (Minnesota, USA) and Bunder Diamonds (India). Mr. Graham’s experience in the junior sector are mostly in C-level positions and includes exploration startups that have made new discoveries or acquired overlooked discoveries in base and precious metals and industrial commodities (graphite, potash). He is a passionate believer in the positive social and economic benefits of responsible resource development and is a proponent for the deployment of venture capital for the expansion of the global resource base. Ian studied Geology at the University of Regina and earned a BSc (Hons) in Geology at the University of KwaZulu Natal in South Africa.

“I look forward to contributing to Clarity as the company works toward reaching its corporate milestones.” Mr. Graham stated. “Clarity has a solid team and I’m honoured to help the Company continue creating value for its shareholders.”

Issuance of Options

The Company is also pleased to announce that it has granted incentive stock options (each, an “**Option**”) to acquire an aggregate of 100,000 common shares of the Company (each, a “**Share**”) to certain consultants under its stock option plan. Each Option is exercisable for a period of three years expiring on July 31, 2023 at a price of \$1.00 per Share. The Options are subject to vesting provisions, with one-third

vesting on the date of grant, one-third on the first anniversary of the date of grant and the remaining one-third on the second anniversary thereof.

Closing of Private Placement

Further to the Company's news release July 22, 2020, Clarity wishes to announce the closing of a non-brokered private placement (the "**Offering**"), whereby the Company issued 2,158,000 units (each, a "**Unit**") at a price of \$0.30 per Unit for aggregate gross proceeds of \$647,400.

Each Unit is comprised of one Share and one half of one Share purchase warrant (each whole warrant, a "**Warrant**"), with each Warrant entitling the holder to acquire one Share (each, a "**Warrant Share**") at a price of \$0.35 per Warrant Share for a period of two years following the closing of the Offering (the "**Closing**").

The proceeds from the Offering are expected to be used for general working capital purposes. In connection with the Closing, the Company paid a \$10,000 cash finder's fee and issued 79,310 compensation warrants (each, a "**Finder's Warrant**") to Leede Jones Gable Inc. Each Finder's Warrant is exercisable into one Share (each, a "**Finder's Warrant Share**") at a price of \$0.30 per Finder's Warrant Share for a period of two years following the Closing.

All securities issued in connection with the grant of the Options and the Offering are subject to a statutory hold period expiring four months and one day following the date of issuance, as set out in National Instrument 45-102 - *Resale of Securities*.

None of the securities sold in connection with the Offering will be registered under the United States *Securities Act of 1933*, as amended, and no such securities may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Clarity

Clarity Gold Corp. is a Canadian mineral exploration company focused on the acquisition, exploration and development of gold projects in Canada. The Company is focused on the exploration of its 10,518 ha Empirical Project located approximately 12 km south of Lillooet, BC, and has recently expanded its mineral property portfolio with the acquisitions of the Tyber and Gretna Green projects, both located on Vancouver Island, British Columbia. The Company is based in Vancouver, British Columbia, and is listed on the CSE under the symbol "CLAR". To learn more about Clarity Gold Corp. and its projects please visit www.claritygoldcorp.com.

ON BEHALF OF THE BOARD

"James Rogers"

Chief Executive Officer

Tel: 1 (833) 387-7436

Email: info@claritygoldcorp.com

Website: www.claritygoldcorp.com

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION: *This news release includes certain “forward-looking statements” under applicable Canadian securities legislation. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such forward-looking statements in this news release include, but are not limited to, statements regarding the Offering and the expectations of management regarding the use of proceeds of the Offering. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements, including risks related to factors beyond the control of the Company. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Risks that could change or prevent these statements from coming to fruition include, but are not limited to, the Company not using the proceeds of the Offering as stated in this news release, general market conditions and other factors beyond the direct control of the Company. Accordingly, readers should not place undue reliance on forward-looking statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.*

The Canadian Securities Exchange (operated by CNSX Markets Inc.) has neither approved nor disapproved of the contents of this press release.