

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

January 11, 2021

3. News Release

The news release dated January 12, 2021 was issued on January 12, 2021 through Cision.

4. Summary of Material Changes

On January 11, 2021, the Company completed a first tranche of a non-brokered private placement (the “**Offering**”), pursuant to which it issued an aggregate of 1,563,956 units (each, a “**Unit**”) at a price of \$0.96 per Unit for gross proceeds of \$1,501,397.76. Each Unit consists of one common share in the capital of the Company (each, a “**Share**”) and one-half of one common share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant is exercisable into one additional Share at a price of \$1.25 per Share for a period of one year from the closing date.

The Company paid cash finder’s fees of \$56,347 and issued 58,694 finder’s warrants (each, a “**Finder’s Warrant**”) to certain finders in connection with the Offering. Each Finder’s Warrant is exercisable into one additional Share at a price of \$0.96 per Share for a period of one year from the date of closing of the Offering.

The aggregate gross proceeds from the sale of the Offering will be used for the required payments and exploration expenditures in connection with the Company’s Destiny Project, for exploration to advance the understanding of the Company’s other mineral exploration properties, costs of operations, digital marketing and awareness campaigns and for working capital.

The securities issued under the Offering, and the Shares that may be issuable on exercise of the Warrants and the Finder’s Warrants, are subject to a statutory hold period expiring four months and one day from the date of closing of the Offering.

Longford Capital Corp. (“**Longford**”), a company wholly owned by James Rogers, the CEO and a director of the Company, was issued 52,250 Units under the Offering, which constituted a “related party transaction” within the meaning of Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”). The issuance to the insider is exempt from the valuation requirement of MI 61-101 by virtue of the exemption contained in section 5.5(b) as the Company’s shares are not listed on a specified market and from the minority shareholder approval requirements

of MI 61-101 by virtue of the exemption contained in section 5.7(a) of MI 61-101 in that the fair market value of the consideration of the securities issued to the related parties did not exceed 25% of the Company's market capitalization.

5. Full Description of Material Changes

5.1 Full Description of Material Changes

See Item 4 above and the news release filed on SEDAR at www.sedar.com with respect to the matters described above in Item 4.

MI 61-101 Requirements

Longford, a company wholly owned by James Rogers, the CEO and a director of the Company, was issued 52,250 Units under the Offering. As such, a portion of the Offering is a "related-party transaction" as such term is defined in MI 61-101.

The following supplementary information is provided in accordance with Section 5.2 of MI 61-101.

(a) *a description of the transaction and its material terms:*

See Item 4 above for a description of the Offering.

(b) *the purpose and business reasons for the transaction:*

The purpose of the Offering is for the required payments and exploration expenditures in connection with the Company's Destiny Project, for exploration to advance the understanding of the Company's other mineral exploration properties, costs of operations, digital marketing and awareness campaigns and for working capital.

(c) *the anticipated effect of the transaction on the issuer's business and affairs:*

The Company does not anticipate any material effect on the Company's business and affairs.

(d) *a description of:*

(i) *the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:*

Longford was issued 52,250 Units for gross proceeds of \$50,160.

(ii) *the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:*

The following table sets out the effect of the Offering on the percentage of securities of the Company beneficially owned or controlled by James Rogers:

Name and Position	Dollar Amount of Securities	Number of Securities	No. of Securities Held prior to the Issuance	Percentage of Issued and Outstanding Securities prior to the Issuance	No. of Securities Held After the Issuance	Percentage of Issued and Outstanding Securities After the Issuance
James Rogers Chief Executive Officer and Director	\$50,160	52,250 Units ⁽¹⁾	Undiluted: 2,000,000 ⁽¹⁾ Diluted: 2,000,000	Undiluted: 9.82% ⁽²⁾ Diluted: 9.82% ⁽²⁾	Undiluted: 2,052,250 ⁽¹⁾ Diluted: 2,078,375 ⁽³⁾	Undiluted: 9.36% ⁽⁴⁾ Diluted: 9.46% ⁽⁵⁾

(1) These Units and Shares are held indirectly by Longford.

(2) Based on 20,371,500 Shares outstanding prior to the Offering.

(3) Comprised of: (a) 2,052,250 Shares held indirectly and (b) 26,125 Warrants, each of which is exercisable into one Share at a price of \$1.25 per Share until January 11, 2022, all of which may be exercised or converted within 60 days.

(4) Based on 21,935,456 Shares outstanding after the Offering.

(5) Based on 21,961,581 Shares comprised of: (a) 21,935,456 Shares outstanding after the Offering and (b) 26,125 Shares that may be issued on exercise of Warrants, all convertible within 60 days.

(e) *unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:*

The board of directors approved the Offering. James Rogers abstained from voting on the resolution approving the Offering and the issuance of the Units to Longford. A special committee was not established in connection with the approval of the Offering, and no materially contrary view or abstention was expressed or made by any director.

(f) *a summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:*

Not applicable.

(g) *disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that related to the subject matter of or is otherwise relevant to the transaction:*

(i) *that has been made in the 24 months before the date of the material change report:*

Not applicable.

(ii) *the existence of which is known, after reasonable enquiry, to the issuer or to any director or officer of the issuer:*

Not applicable.

(h) *the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:*

The Company entered into a subscription agreement with Longford pursuant to which Longford acquired 52,250 Units for gross proceeds of \$50,160.

(i) *disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:*

The Offering is exempt from the valuation and minority shareholder approval requirements of MI 61-101 by virtue of the exemptions contained in Section 5.5(b) as the Company's shares are not listed on a specified market and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in Section 5.7(1)(a) of MI 61-101 in that the fair market value of the consideration of the Units issued to the related party did not exceed 25% of the Company's market capitalization.

As this material change report is being filed less than 21 days before the closing of the Offering, there is a requirement under MI 61-101 to explain why the shorter period is reasonable or necessary in the circumstances. In the view of the Company, such shorter period is reasonable and necessary in the circumstances because the Company wished to complete the Offering in a timely manner.

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

February 5, 2021