

**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 26, 2021 and January 28, 2021

**3. News Release**

The news release dated January 27, 2021 was issued on January 27, 2021 through Cision. The news release dated January 29, 2021 was issued on January 29, 2021 through Cision.

**4. Summary of Material Changes**

On January 27, 2021, the Company announced that it has made a cash payment of \$450,000 and issued 685,391 common shares of the Company (each, a “Share”) at a deemed price of \$1.46 per Share for an aggregate deemed value of \$1,000,000 to Big Ridge Gold Corp. (“Big Ridge”) (TSX-V: BRAU) on January 26, 2021 as the first payment under the Option Agreement dated November 27, 2020.

The Shares issued to Big Ridge are subject to a hold period expiring four months and one day from the date of issuance of the Shares.

On January 28, 2021, the Company completed the second tranche of its non-brokered private placement (the “Offering”), pursuant to which it issued an aggregate of 3,167,340 units (each, a “Unit”) at a price of \$0.96 per Unit for gross proceeds of \$4,542,044.16. Each Unit consists of one 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 \$149,061.29 and issued 155,270 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.

**5. Full Description of Material Changes**

*5.1 Full Description of Material Changes*

See Item 4 above and the news releases filed on SEDAR at [www.sedar.com](http://www.sedar.com) with respect to the matters 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**

February 5, 2021