

FORM 51-102F3
Material Change Report

1. Name and Address of Company

Clarity Metals Corp. (the “**Company**”)
1680 – 355 Burrard Street
Vancouver, BC, V6C 2G8

2. Date of Material Changes

March 27, 2024

3. News Release

The news release dated March 28, 2024 was issued through Market News and Stockwatch.

4. Summary of Material Changes

The Company announced that, further to its News Release of March 17, 2024, it has issued an aggregate of 5,977,033 units (each, a “**Unit**”) of the Company at a deemed price of \$0.04 per Unit in settlement of bona fide debts owed to certain creditors by the Company in the aggregate amount of \$239,081.34 (the “**Debt Settlement**”). Each Unit consists of one common share (each, a “**Share**”) in the capital of the Company and one Share purchase warrant (each, a “**Warrant**”), with each Warrant entitling the holder thereof to acquire one additional Share (each, a “**Warrant Share**”, and collectively with the Shares and the Warrants, the “**Securities**”) on or before March 27, 2025 at an exercise price of \$0.05 per Warrant Share.

5. Full Description of Material Changes

5.1 Full Description of Material Changes

On March 27, 2024, the Company issued an aggregate of 5,977,033 Units of the Company at a deemed price of \$0.04 per Unit in settlement of bona fide debts owed to certain creditors by the Company in the aggregate amount of \$239,081.34. Each Unit consists of one Share and one Share Warrant, with each Warrant entitling the holder thereof to acquire one additional Warrant Share on or before March 27, 2025 at an exercise price of \$0.05 per Warrant Share.

The Securities are subject to a hold period expiring four months and one day from the date of issuance, in accordance with applicable securities laws.

None of the Securities issued in connection with the Debt Settlement 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.

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**

April 1, 2024