

A copy of this preliminary Prospectus has been filed with the securities regulatory authority in British Columbia but has not yet become final. Information contained in this preliminary Prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the prospectus is obtained from the securities regulatory authority.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This Prospectus does not constitute a public offering of securities.

PRELIMINARY PROSPECTUS

New Issue Prospectus

August 15, 2023

CLARA CAPITAL CORP.

**11,473,400 Common Shares
issuable on deemed exercise of 11,473,400 Special Warrants**

at an issue price of \$0.02, \$0.05 and \$0.10

This prospectus (the “Prospectus”) seeks to qualify the distribution of 11,473,400 common shares (the “Shares”) of Clara Capital Corp. (the “Company”), issuable for no additional consideration upon the exercise or deemed exercise of 11,473,400 special warrants (the “Special Warrants”) of the Company. The Special Warrants were issued by the Company in June-August, 2021, August-October, 2021 and October, 2021-May, 2022 at an issue price of \$0.02, \$0.05 and \$0.10 per Special Warrant (the “Offering Price”) to purchasers in in British Columbia, Saskatchewan and foreign countries on a private placement basis pursuant to prospectus exemptions under applicable securities legislation (the “Offering”).

No securities are being offering pursuant to this Prospectus.

The Special Warrants are not available for purchase pursuant to this Prospectus and no additional funds are to be received by the Company from the distribution of the Shares upon the exercise or deemed exercise of the Special Warrants.

The Special Warrants were issued by the Company on a private placement basis (the “Special Warrant Private Placement”) in June-August, 2021 at an issue price of \$0.02; in August-October, 2021 at an issue price of \$0.05; and October 2021-May, 2022 at an issue price of \$0.10. The Company issued an aggregate of 11,473,400 Special Warrants and received gross proceeds of \$315,595 from the sale of the Special Warrants. Each Special Warrant entitles the holder to acquire, for no additional consideration, one common share (a “Share”) of the Company from the date that the Issuer’s shares commence trading on a recognized stock exchange. The Special Warrants are exercisable by the holders thereof at any time after the Closing Date of the Offering for no additional consideration and all unexercised Special Warrants will be deemed to be exercised on (a) the day following the Closing Date, and (b) the third business day after a receipt is issued for a (final) prospectus by the securities regulatory authorities in each of the Provinces of Canada where the Special Warrants are sold (the "Qualifying Jurisdictions") qualifying the Common Shares to be issued upon the exercise or deemed exercise of the Special Warrants (the "Final Qualification Prospectus").

The Special Warrants were purchased by subscribers pursuant to private placement exemptions from the

prospectus requirements in the Provinces of British Columbia (the “Qualifying Jurisdictions”), Saskatchewan and foreign countries.

There is currently no market through which the Special Warrants or Shares may be sold and purchasers may not be able to resell securities purchased under this Prospectus. This may affect the pricing of the securities in the secondary market; the transparency and availability of trading prices; the liquidity of the securities; and the extent of issuer regulation. See also “Risk Factors”.

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside of Canada and the United States of American (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

The Company has applied to list its Shares on the Canadian Securities Exchange (the “CSE”). Listing of its Shares will be subject to the Company fulfilling all of the listing requirements of the CSE, including without limitation, the distribution of the Shares to a minimum number of public shareholders and the Company meeting certain financial and other requirements.

An investment in the Company should be considered highly speculative. An investment in the Company is appropriate only for investors who have the capacity to absorb a loss of some or all of their investment. There are certain risk factors associated with an investment in the Company’s securities. In reviewing this Prospectus, an investor should carefully consider the matters described under the heading “Risk Factors”.

No dealer and/or underwriter has been involved in the preparation of this Prospectus or performed any review of the contents of this Prospectus.

Agent for Service of Process

Yuliia Baranets, a Director of the Company reside under the laws of a foreign jurisdiction or reside outside of Canada. Yuliia Baranets has appointed the following agents(s) for service of process:

Name of Person	Name and Address of Agent
Yuliia Baranets	Oleksandr Havrylov 1902-935 Marine Dr, West Vancouver, BC V7T1A7, Canada

Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

Prospective investors should rely only on the information contained in or incorporated by reference into this Prospectus. The Company has not authorized anyone to provide you with different information. Readers should assume that the information appearing in this Prospectus is accurate only as of its date, regardless of its time of delivery. No underwriter has been involved in the preparation of or has performed a review or independent due diligence of, the contents of this Prospectus.

There is no market through which the Company’s securities may be sold and shareholders may not be able to resell securities of the Company owned by them. This may affect the pricing of the Company’s securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See “Risk Factors”. Listing will be

subject to the Company fulfilling all of the listing requirements of the CSE.

This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities.

The Company's head office is located at 34 - 11551 Kingfisher Drive, Richmond BC V7E3N5, Canada.

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GLOSSARY

In this Prospectus, the following terms have the meanings set forth below, unless otherwise indicated. Words importing the singular include the plural and vice versa and words importing any gender include all genders. “\$” means Canadian dollars, unless otherwise noted.

“**Audit Committee**” means a committee (or an equivalent body) established by and among the board of directors of an issuer for the purpose of overseeing the accounting and financial reporting processes of the issuer and audits of the financial statements of the issuer, and, if no such committee exists, the entire board of directors of the issuer;

“**BCBCA**” means the *Business Corporations Act* (British Columbia).

“**Board**” means the board of directors of the Company.

“**CEO**” means chief executive officer.

“**CFO**” means chief financial officer.

“**Closing Date**” means the day when a receipt is issued for a (final) prospectus by the securities regulatory authorities qualifying the Common Shares to be issued upon the exercise or deemed exercise of the Special Warrants.

“**Common Shares**” means the common shares in the authorized capital of the Company.

“**Company**” or “**Clara**” means **CLARA CAPITAL CORP.**

“**COVID-19**” means coronavirus disease 2019, an infectious disease caused by severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2).

“**CSE**” means the Canadian Securities Exchange.

“**Deemed Exercise Date**” means (a) the day following the Closing Date, and (b) the third business day after a receipt is issued for a (final) prospectus by the securities regulatory authorities.

“**Escrow Agent**” means the Transfer Agent, in its capacity as escrow agent for the Shares held in escrow under the Escrow Agreement to be entered into prior to Listing.

“**Escrow Agreement**” means the escrow agreement entered into among the Escrow Agent, the Company, and the Principals, pursuant to which 3,900,000 Shares are held in escrow pursuant to [NP 46-201](#).

“**Final Receipt**” means the receipt for the final prospectus of the Company qualifying the distribution of the Shares issuable on exercise of the Special Warrants.

“**Listing**” means the proposed listing of the Shares on the CSE for trading.

“**Listing Date**” means the date of the Listing.

“**NI 41-101**” means National Instrument 41-101 – *General Prospectus Requirements*, of the Canadian Securities Administrators.

“**NI 45-106**” means National Instrument 45-106 – *Prospectus Exemptions*, of the Canadian Securities Administrators.

“**NI 52-110**” means National Instrument 52-110 – *Audit Committees*, of the Canadian Securities Administrators.

“**NP 46-201**” means National Policy 46-201 – *Escrow for Initial Public Offerings*, of the Canadian Securities Administrators.

“**Offering**” means the issuance of an aggregate of 11,473,400 Special Warrants by the Company at the Offering Price.

“**Offering Price**” means \$0.02, \$0.05 and \$0.10 per Special Warrant.

“Principals” means:

- (a) a person or company who acted as a promoter of the issuer within two years before the prospectus;
- (b) a person or company that holds securities carrying more than 20% of the voting rights attached to the Company’s outstanding securities immediately before and immediately after the Listing; or
- (c) a person or company that: (i) holds securities carrying more than 10% of the voting rights attached to the Company’s outstanding securities immediately before and immediately after the Listing; and (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Company or any of its material operating subsidiaries.

“Project Consulting” means the development of Company’s software.

“Promoter” means a person or company who, acting alone or in conjunction with one or more other persons, companies, or a combination thereof, directly or indirectly, takes the initiative in founding, organizing or substantially reorganizing the business of an issuer.

“Prospectus” means this prospectus of the Company dated August 15, 2023, prepared in accordance with NI 41-101, in connection with the Listing (including any supplementary material hereto).

“Qualifying Jurisdictions” means each of the Provinces of British Columbia.

“Shares” means the common shares of the Company, having no par value.

“SEDAR” means the System for Electronic Document Analysis and Retrieval(www.sedar.com).

“Shares” means the common shares of the Company, having no par value.

“Special Warrants” means non-transferable special Common Share purchase warrants of the Company, each of which is convertible into common Shares, subject to the terms and conditions set forth in the certificates representing such Special Warrants.

“Special Warrant Private Placement” means the private placement closed by the Company on the Closing Date of 11,473,400 Special Warrants at a price of \$0.02, \$0.05 and \$0.10 per Special Warrant for total gross proceeds of \$315,595.

FORWARD-LOOKING STATEMENTS

This Prospectus includes statements that express our opinions, expectations, beliefs, plans, objectives, assumptions or projections regarding future events or future results, and therefore are, or may be deemed to be, “forward-looking statements”. These forward-looking statements can generally be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “anticipates”, “expects”, “seeks”, “projects”, “intends”, “plans”, “may”, “will” or “should”, or their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this Prospectus and include statements regarding our intentions, beliefs or current expectations concerning, among other things, our results of operations, financial condition, liquidity, prospects, growth, strategies and the industry in which we operate. These statements reflect management’s current beliefs with respect to future events and are based on information currently available to management. Forward-looking statements involve significant known and unknown risks, uncertainties and assumptions. Many factors could cause the Company’s actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements, including, without limitation, those listed in the “Risk Factors” section of this Prospectus. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance or achievements could vary materially from those expressed or implied by the forward-looking statements contained in this Prospectus. Such risks include, but are not limited to:

- global financial conditions, including market reaction to COVID-19;
- risks related to the COVID-19 outbreak;
- additional funding requirements;
- fluctuations in currency and interest rates;
- risks relating to global financial and economic conditions;
- alteration of tax regimes and treatments;
- limited operating history;
- potential claims and legal proceedings;
- operating hazards, risks and insurance; and
- other factors discussed under “Risk Factors”.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Those factors should not be construed as exhaustive and should be read with the other cautionary statements in this Prospectus.

These factors should be considered carefully and prospective investors should not place undue reliance on the forward-looking statements. Although we base our forward-looking statements on assumptions that we believe were reasonable when made, which include, but are not limited to, assumptions with respect to the Company’s future growth potential, results of operations, future prospects and opportunities, execution of the Company’s business strategy, access to adequate services and supplies, access to capital and debt markets and associated costs of funds, availability of a qualified workforce, that financial markets will not in the long term be adversely impacted by the COVID-19 crisis, there being no material variations in the current tax and regulatory environments, future levels of indebtedness and current economic conditions remaining unchanged, we caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and the development of the industry in which we operate may differ materially from the forward-looking statements contained in this Prospectus. In addition, even if our results of operations, financial condition and liquidity, and the development of the industry in which we operate are consistent with the forward-looking statements contained in this Prospectus, those results or developments may not be indicative of results or developments in subsequent periods. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in this Prospectus. Investors are cautioned against placing undue reliance on forward-looking statements.

Any forward-looking statements which we make in this Prospectus speak only as of the date of such statement, and we do not undertake, except as required by applicable law, any obligation to update such statements or to publicly announce the results of any revisions to any such statements to reflect future events or developments. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data. All of the forward-looking statements made in this Prospectus are qualified by these cautionary statements

GENERAL DISCLOSURE INFORMATION

No person has been authorized by the Company to give any information or make any representations in connection with the transactions herein described other than those contained in this Prospectus and, if given or made, any such information or representation must not be relied upon as having been authorized by the Company.

Definitions and Selected Abbreviations

Various terms used in this Prospectus, including the cover pages, are defined under “Glossary”.

Except as otherwise indicated or the context otherwise requires in this Prospectus, references to “the Company”, “Clara”, “we”, “us” and “our” refer to the Company.

Certain Information

Unless otherwise indicated or the context otherwise requires, all dollar amounts in this Prospectus are in Canadian dollars. Aggregated figures in graphs, charts and tables contained in this Prospectus may not add due to rounding. Historical statistical data and/or historical returns do not necessarily indicate future performance. Unless otherwise indicated, the market and industry data contained in this Prospectus is based upon information from industry and other publications and the knowledge of management and experience of the Company in the markets in which it operates. While management of each of the Company believes this data is reliable, market and industry data is subject to variations and cannot be verified with complete certainty due to limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any statistical survey. The Company has not independently verified any of the data from third-party sources referred to in this Prospectus or ascertained the underlying assumptions relied upon by such sources.

Words importing the singular number include the plural and vice versa, and words importing any gender include all genders.

SUMMARY

The following is a summary of some of the information contained in this Prospectus and should be read together with the more detailed information and financial data and statements contained elsewhere in the Prospectus. Unless otherwise defined in the Prospectus, all capitalized terms used herein shall have the meaning ascribed thereto under the heading “Glossary”.

The Company

The Corporation was incorporated on April 15, 2021 under the *Business Corporations Act (British Columbia)*. The Company’s head office is located at 34 - 11551 Kingfisher Drive, Richmond BC V7E3N5, Canada. The Company has no subsidiaries and does not hold securities in any corporation, partnership, trust or other corporate entity.

See “Description and General Development of the Business”.

The Company’s Business and Software

Clara Capital Corp. is a provider of IT software designed specifically for Amazon sellers. The software allows Amazon sellers to efficiently manage, launch, and promote their products on their landing pages. It also offers features to control sales and purchases, create and increase customer email lists, and bring traffic through Facebook and other social networks.

Clara Capital Corp. distributes the software online to Amazon sellers. The software enables users to work with multiple Amazon marketplaces on a single account, create distinctive tabs for different components of their business, and use template widgets or create new ones. The software also provides a wide range of data points to help users make charts, graphs, and KPIs, and collect order client data to analyze product statistics such as profits, margins, and ROI. Additionally, it has powerful search engines to find top customers, highest return customers, customers by name with order history, clients that used certain promo codes, or left

feedback sorting by a multitude of filters to find target buyers or the orders with discounts, customer name, order ID, ASIN, SKU, price, date range, product returns, etc.

Moreover Clara Capital Corp. provides professional services to clients who want to sell their products on Amazon's online marketplace. These services include creating of high-quality product listings which involves correction of product descriptions, optimizing product images, and ensuring that products are properly categorized and listed in relevant search results; optimizing product content which involves analyzing the performance of existing product listings and identifying areas for improvement to help clients improve their rankings in search results and increase their chances of making sales; providing strategic advice on how to increase sales and maximize profits on the platform.

Additionally, Clara Capital Corp. plans to offer teaching services to clients who want to learn how to list and trade on the Amazon platform themselves. These services may include online courses and one-on-one coaching sessions, all aimed at helping clients understand the intricacies of Amazon's platform and how to best leverage it for their business.

Management, Directors and Officers

Name	Title
George Kovalyov	President, Director, CFO
Oleksandr Havrylov	Director, CEO
Vladimir Vinogradov	Director, Secretary
Yuliia Baranets	Director

Employees

As of date of this prospectus, the Company has no employees and one independent contractor, Yuliia Baranets. We don't have a formal agreement or resolution in place. We verbally agreed to her fees of \$ 1,000/month, starting in December 2022.

The Company expects that the next year, the Company will hire employees to fulfill certain roles in its organization when its' business grows.

Listing

The Company has applied to list the Shares on the CSE. Listing on the CSE is subject to the Company fulfilling all of the listing requirements and conditions of the CSE. There is no guarantee that the Shares will be listed on the CSE or on any exchange.

Proceeds

The Company is not raising any funds in conjunction with this Prospectus, and no proceeds will be realized by the Company upon the conversion of the Special Warrants to Shares. The Company has previously raised total gross proceeds of \$354,595 through the sale and distribution of its Common Shares and Special Warrants as follows:

- (i) \$39,000 through the sale of its 3,900,000 Common Shares; and,
- (ii) \$315,595 through the sale of 11,473,400 Special Warrants.

Those funds were made available to the Company following the closing of each stage of financing. The price at which the Shares and Special Warrants was determined by the Company.

From Inception to May 31, 2023, the Company has used the funds received from the sale of its Shares and Special Warrants as follows:

Use of Funds	Funds Expended (\$)
Filing Fees	4,254.30
Costs associated with the distribution of the 10,043,300 Special Warrants ⁽¹⁾	1,800.00
CSE listing cost	5,250.00
Auditing Fees	9,040.00
Transfer Agent Services	1,980.30

Project Consulting	51,772.11
Unallocated Working Capital	259,125
Total	\$354,595

(1) Includes \$1,800 for filing Form 45-106F1 *Report of Exempt Distribution*.

Available Funds and Principal Purposes of Such Funds

As of May 31, 2023, and May 31, 2022 the Company had approximately \$259,125 and \$159,172 in working capital, respectively. These funds are related to proceeds from shares and warrants issuance less cash expenditures and other items.

For the year ended May 31, 2023, the Company had \$40,589 in revenues and \$119,636 in expenses.

For the period from incorporation and ended May 31, 2022, the Company had \$0 in revenues, \$11 in interest income and \$13,400 in expenses.

Estimated Funds Available

The estimated funds available to the Company in the next 12 months are as follows:

Source of Estimated Funds Available	as of June 30, 2023	as of May 31, 2022
Working capital	\$259,534	\$159,172

Clara Capital Corp. intends to use the estimated funds available to fund the pursuit of their business objectives as stated below:

Principal Purpose	Estimated Cost
Costs of the Offering (including legal, audit, transfer agent and applicable filing fees and listing fees)	\$25,000
Marketing and advertisement	\$40,000
General and Administrative expenses for 12 months	\$50,000
Executive compensation	\$12,000
Software extension for Ebay, Walmart, etc.	\$90,000
Unallocated working capital	\$43,000
Total	\$260,000

- (1) Total estimated costs of the Offering are \$75,000, comprised of auditor's review costs of \$10,000, applicable filing fees and listing fees of \$10,000 and legal fees of \$5,000 and general and administrative expenses (not including HST) of \$50,000. To date the Company has paid around \$20,000 (plus HST) of this total amount, including auditor's, transfer agent's fees, filing and listing fees.
- (2) See "Description and General Development of the Business".

The Company's marketing and advertisement purposes is centered around digital advertising and content marketing. We utilize various channels such as search engine advertising and optimization, social media advertising, email marketing, banner advertisement, and PPC to reach potential customers. We believe that these channels are essential to reaching our target audience, who are active Amazon users.

In addition to paid advertising, we plan to create high-quality content such as blog posts, videos, and case studies to educate our target audience about our product and its benefits. We believe that providing valuable information to potential customers can help build trust and establish our software as a thought leader in the industry.

We also plan to leverage Amazon's advertising platform to increase our visibility among Amazon sellers. Amazon's advertising platform allows us to target specific audiences based on various factors such as product category and search terms.

Additionally, the Company plans to expand the software in the future with the addition of a multichannel listing tool, which will enable our customers to manage their listings, track their inventory, and fulfill customer orders across multiple sales channels from a single interface.

The software will provide a centralized software for eCommerce businesses to manage their products across multiple platforms, such as eBay, Walmart, etc.

The multichannel listing software will eliminate the need for duplicating efforts and creating new listings for each channel separately. It will also ensure that all versions are consistent with one another, making it easier for businesses to manage, update, and optimize their listings. The multichannel listing tool will be available under the Clara’s Multi channel software, which will allow the customers to manage their inventory across top eCommerce marketplaces and platforms simultaneously.

Expanding the features of the software will be completed principally by the independent contractors. We estimate of approximately \$90,000 totally for programming, design work and all improvements together with expanding of new features of the software to be completed till the end of 2023 year or the beginning of 2024 year.

Currently there are no any agreements with the contractors for this development.

The Company intends to spend the available funds as stated in this Prospectus. There may be circumstances, however, where, for sound business reasons a reallocation of the funds may be necessary.

If the Company requires additional financing the officers and directors will loan their funds to the Company for implementing it’s business goals.

A breakdown of the estimated general and administration expenses for the 12 months following the Company becoming a public company is set out below:

12 Month General & Administrative Expenses	Annual \$
Audit	\$ 10,000
Office expenses	\$ 2,000
Shareholder Communications	\$ 5,000
Telecommunications / Internet / Computer	\$ 2,000
Transfer Agent / Filing Fees	\$ 19,000
Management fees	\$12,000
Total	\$ 50,000

Business Objectives and Milestones

Based on the Company’s current capital, it plans to achieve the following business objectives:

Business Objective	Estimated Timeframe	Estimated Cost	The progress	Steps Required
CSE Listing of the Company’s shares	1-12 months	\$50,000	All the preparation of the documents, the Prospectus itself and audit review is done. Currently we are in process of filing the Prospectus with BCSC and revising it according the comments of the Commission	File the prospectus with BCSC; Apply for CSE Listing
Marketing and advertisement	1-12 months	\$40,000	Search engine advertisement and optimization, social media advertisement, PPC marketing are done. Currently in process of banner and email advertisement, blog posts and videos and Amazon advertisement	Search engine advertisement and optimization; Social media advertisement; PPC marketing; Banner and email advertisement; Blog posts and Videos; Amazon advertisement
Software extension for Ebay, Walmart, etc.	1-12 months	\$90,000	The processes of market research and feasibility study are done. Currently in the process of search for qualified IT specialists for software extension.	Market research; Feasibility study; Search for IT specialists; Extension of the software; Testing and removing bugs.

While the Company intends to spend its current capital as listed above, there may be circumstances where, for sound business reasons, a re-allocation of the funds may be necessary or advisable.

The actual amount that the Company spends in connection with each intended use of funds may vary significantly from the amounts specified above and will depend on a number of factors including those listed under the heading “Risk Factors.”

The Company has not yet achieved positive operating cash flow, and there are no assurances that the Company will not continue to experience negative cash flow from operations in the future.

Other Sources of Funding

If the Company requires additional financing the officers and directors will loan their funds to the Company for implementing its business goals.

Dividend Policy

The Company has not paid dividends since its incorporation. While there are no restrictions in the Company’s articles of incorporation, bylaws, or pursuant to any agreement or understanding which could prevent the Company from paying dividends or distributions, the Company has limited cash flow and anticipates using all available cash resources to fund working capital and grow its business. As such, the Company has no plans to pay dividends in the foreseeable future. Any decisions to pay dividends in cash or otherwise in the future will be made by the Board of Directors on the basis of the Company’s earnings, financial requirements and other conditions existing at the time a determination is made.

The Offering

This prospectus (the “Prospectus”) qualifies the distribution of 11,473,400 common shares (the “Shares”) of Clara Capital Corp. (the “Company”), issuable for no additional consideration upon the exercise or deemed exercise of 11,473,400 special warrants (the “Special Warrants”) of the Company. The Special Warrants were issued by the Company in June-August, 2021, August-October, 2021 and October, 2021-May, 2022 at an issue price of \$0.02, \$0.05 and \$0.10 per Special Warrant (the “Offering Price”) to purchasers in British Columbia, Saskatchewan and foreign countries on a private placement basis pursuant to prospectus exemptions under applicable securities legislation (the “Offering”).

The Special Warrants are not available for purchase pursuant to this Prospectus and no additional funds are to be received by the Company from the distribution of the Shares upon the exercise or deemed exercise of the Special Warrants. See “Plan of Distribution”.

Risk Factors

An investment in the Shares should be considered highly speculative due to the nature of the Company’s business and the present stage of its development and should only be considered by investors who can afford the total loss of their investment.

A prospective purchaser should be aware that there are various risks that could have a material adverse effect on, among other things, the property (including its software and any applicable intellectual property), business and condition (financial or otherwise) of the Company. These risk factors, together with all of the other information contained in this Prospectus, including information contained in the sections entitled “Risk Factors” and “Cautionary Statement Regarding Forward-Looking Information”, should be carefully reviewed and considered before the decision to purchase any shares.

The Company has a limited operating history upon which to evaluate the Company. The Company has no history of earnings and the Company may need to raise additional capital in the future. The intended use of proceeds described in this prospectus is an estimate only and is subject to change. The Company and its assets may become subject to uninsurable risks.

The Company competes with other companies with greater financial resources and technical facilities. The Company’s operations may involve the storage and transmission of customer or user data, including personally identifiable information, and security incidents could result in unauthorized access to, the loss of, or unauthorized disclosure of such information. The Company’s success will depend on its ability to attract users to its software and services. The Company’s success may be heavily dependent upon its intellectual property and software. Companies in the Internet, software and mobile app industries own large numbers of patents, copyrights, trademarks and trade secrets and frequently enter into litigation based on allegations of infringement or other violations of intellectual property rights.

The success of the Company’s products and services will depend largely on the development and maintenance of the Internet infrastructure. The Company’s ability to provide its products and services depends on the continuing operation of its software and marketplaces. The Company’s software and products could contain undetected errors or “bugs” that could adversely affect their performance. The Company’s ability to generate sufficient cash flow from operations to make scheduled payments to its contractors, service providers and merchants will depend on future financial performance. The Company’s future growth and profitability will depend on the effectiveness and efficiency of advertising and promotional expenditures. Maintaining and promoting the Company’s brand will depend largely on its ability to continue to provide useful, reliable and innovative services. The Company’s future success will depend in part on its ability to modify or enhance its products to meet consumer needs, add functionality and address technological developments. The Company and its users are or may be subject to numerous regulations that affect the technology industry. The Company is currently largely dependent on the performance of its directors and management and there is no assurance that their services can be maintained. The Company has an unlimited number of common shares that may be issued by the board of directors without further action or approval of the Company’s shareholders. Income tax consequences in relation to the securities will vary according to the circumstances of each purchaser. Situations may arise where the interests of certain of the Company’s directors and officers could conflict with the interests of the Company. An economic slowdown or downturn of global capital markets may make the raising of capital by equity or debt financing more difficult. The Company has not declared or paid any dividends and does not currently have a policy on the payment of dividends. Preparation of its financial statements requires the Company to use estimates and assumptions, and actual amounts could differ from those based on these estimates and assumptions. Legal, accounting and other expenses associated with public company reporting requirements have increased significantly in recent years.

See “Risk Factors”.

Selected Financial Information for the Company

The following table sets forth selected financial information for the Company. The selected financial information has been derived from, and is qualified by, the Company’s audited financial statements for the period from incorporation to the year ended May 31, 2022, appearing elsewhere in this Prospectus. The following information should be read in conjunction with those financial statements and the accompanying notes, and management’s discussion and analysis of the Company included elsewhere in this Prospectus. See “Selected Financial Information and MD&A of the Company”.

	For the year ended May 31, 2023 (\$ (audited))	For the year ended May 31, 2022 (\$ (audited))	For the period from inception (April 15, 2021) to May 31, 2021 (\$ (audited))
Total revenue	40,589	-	-
Interest income	-	11	-
Project Consulting	51,772	-	-
Amortization	39,000	13,000	-
Director Fees	6,000	-	-
Professional fees	22,377	-	-
Bank charges	487	400	-
Net income (loss)	(79,047)	(13,389)	(34)
Basic and diluted loss per Share	-	-	-
Total assets	421,161	341,172	38,966
Total current liabilities	19,036	-	-
Cash dividends per Share	-	-	-

Cautionary Statement Regarding Forward-looking Information

This Prospectus contains forward-looking information which deals with intentions, beliefs, expectations and future results as they pertain to the Company and the Company’s industry. This forward-looking information also includes information regarding the financial condition and business of the Company, as they exist at the date of this Prospectus and as they are expected to be after the Offering. Forward-looking information is often, but not always, identified by the use of words such as “seeks”, “believes”, “plans”, “expects”, “intends”, “estimates”, “anticipates” and statements that an event or result “may”, “will”, “should”, “could” or “might” occur or be achieved and other similar expressions. This forward-looking information includes, without limitation, information about the Company’s opportunities, strategies, competition, expected activities and expenditures as the Company pursues its business plan,

the adequacy of the Company's available cash resources and other statements about future events or results. In particular, and without limiting the generality of the foregoing, this Prospectus contains forward-looking information concerning the development of the software. Forward-looking information is information about the future and is inherently uncertain, and actual achievements of the Company or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, such as business and economic risks and uncertainties, including, without limitation, those referred to under the heading "Risk Factors". The forward-looking information is based on a number of assumptions, including assumptions regarding general market conditions, the availability of financing for proposed transactions and programs on reasonable terms, and the ability of outside service providers to deliver services in a satisfactory and timely manner. The Company's forward-looking information is based on the beliefs, expectations and opinions of management of the Company on the date the information is provided. For the reasons set forth above, investors should not place undue reliance on forward-looking information. The Company does not intend, and expressly disclaims any intention or obligation to, update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required by applicable law. This Prospectus includes many cautionary statements, including those stated under the heading "Risk Factors". You should read these cautionary statements as being applicable to all related forward-looking information wherever it appears in this Prospectus.

Corporate Structure

The Corporation was incorporated on April 15, 2021 under the *Business Corporations Act (British Columbia)*. The Company's head office is located at 34 - 11551 Kingfisher Drive, Richmond BC V7E3N5, Canada. The Company has no subsidiaries and does not hold securities in any corporation, partnership, trust or other corporate entity.

THE COMPANY

Name, Address and Incorporation

The Corporation 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.

Business of the Company and the Software

Clara Capital Corp. is a provider of IT software designed specifically for Amazon sellers. The software allows Amazon sellers to efficiently manage, launch, and promote their products on their landing pages. It also offers features to control sales and purchases, create and increase customer email lists, and bring traffic through Facebook and other social networks.

Clara Capital Corp. distributes the software online to Amazon sellers. The software enables users to work with multiple Amazon marketplaces on a single account, create distinctive tabs for different components of their business, and use template widgets or create new ones. The software also provides a wide range of data points to help users make charts, graphs, and KPIs, and collect order client data to analyze product statistics such as profits, margins, and ROI. Additionally, it has powerful search engines to find top customers, highest return customers, customers by name with order history, clients that used certain promo codes, or left feedback sorting by a multitude of filters to find target buyers or the orders with discounts, customer name, order ID, ASIN, SKU, price, date range, product returns, etc.

Moreover Clara Capital Corp. provides professional services to clients who want to sell their products on Amazon's online marketplace. These services include creating of high-quality product listings which involves correction of product descriptions, optimizing product images, and ensuring that products are properly categorized and listed in relevant search results; optimizing product content which involves analyzing the performance of existing product listings and identifying areas for improvement to help clients improve their rankings in search results and increase their chances of making sales; providing strategic advice on how to increase sales and maximize profits on the platform.

Additionally, Clara Capital Corp. plans to offer teaching services to clients who want to learn how to list and trade on the Amazon platform themselves. These services may include online courses and one-on-one coaching sessions, all aimed at helping clients understand the intricacies of Amazon's platform and how to best leverage it for their business.

Software Tools

Clara Capital Corp. provides a suite of unique tools for Amazon sellers, including a multifunctional landing page.

The most popular tools include:

- Client Management:

The software allows Amazon sellers to export clients based on various criteria, such as repeat buyers, minimum amount spent, and excluding promotional buyers. This process involves managing, coordinating, and overseeing a company's interactions between potential and existing clients, with the opportunity to acquire new prospective clients and fostering relationships with lifelong customers.

The software enables Amazon sellers to provide fast and personalized responses to clients, including calls back, finding desirable products, and controlling the delivery of goods.

- Customizable Dashboards:

Clara's Software custom dashboard enables Amazon sellers to display a specific set of metrics and data points on one screen. The software combines data from multiple sources and calculates new metrics, KPIs, conversion rates, and ROI without coding or spreadsheets. Instantly, it shows top product segments from the most profitable to the lowest profitable SKUs, and analyzes them within specific time ranges.

Clara Capital Corp. offers the ability to turn key data visualizations and dashboards into regularly scheduled email reports for daily and bi-weekly updates as well as tracking goals. The dashboard layouts are customizable, allowing users to drag widgets by selecting the widget's title and moving them to the relevant location. Additionally, users can rearrange the order of the widgets, reorganize them in columns or remove them if required, and resize dashboard columns.

- Alerts

Clara Capital Corp. offers Amazon sellers an alerts that notifies them of critical product changes that could harm their business in the marketplace, helping them handle issues quickly. The software enables sellers to monitor reviews, track keyword rankings and BSR history, estimate profit margins, and spy on competitors, all from one easy-to-navigate dashboard. Clara's software helps sellers search for potentially successful products and validate their ideas using a calculator to estimate costs and profit margins. The software enables sellers to build more optimized product listings and monitor their competitors. Additionally, our tracker protects sellers' businesses by keeping them aware of all listing changes, Buybox hijackers, and product suppressions with smart notifications.

Clara's Software provides current alert types:

- ✓ Title changes.
- ✓ Product description changes.
- ✓ Bullet point changes.
- ✓ Product image changes.
- ✓ Parent ASIN changes.
- ✓ New questions added to Q&A.
- ✓ Product listing suspensions and suppressions.
- ✓ Out-of-stock issues.
- ✓ Product rating changes.
- ✓ Rating number changes.
- ✓ New product reviews added, including upvotes on critical reviews.

Clara Capital Corp. offers an option for Amazon sellers to set notification preferences per product and receive alerts immediately or as a report with all changes to their email daily. The software helps sellers to not miss any changes in Amazon products, including their own and those of their competitors. This enables them to proceed with resolving issues instantly and protecting their brand reputation.

- Products manager

Clara Capital Corp. offers a Products Manager tool for Amazon sellers to monitor their products' stats and details. It enables sellers to analyze data points based on different time ranges and effortlessly view parent and child views of their products.

With software tools, sellers can track their products' sales history, monitor changes in product ranking, and analyze their products' performance in terms of volume and sales amount. Clara's software also allows sellers to track and compare multiple metrics at once, including profits vs margins, reviews vs inventory, sessions vs conversions, TACoS vs ACoS, and more, using product-specific charts and overview graphs.

Sellers can view statistics for all product variations grouped by parent ASIN and monitor their performance with our easy-to-read mini graphs. Additionally, important data such as daily velocity, revenue share, BSR history, and estimated days of stock based on inventory levels and average sales per day can be viewed.

Clara's software also allows sellers to manually add multiple COGS or bulk upload them using a pre-filled CSV file, providing a proper sales breakdown in the dashboard and products module.

- Orders manager

The orders manager tool allows for a customizable view of current orders, including order details such as product, buyer, and shipping information. Users can filter by date range or specific order types using the Search function. The tool also enables various order-related tasks, such as printing packing slips, confirming shipment, or issuing refunds.

It is designed for multichannel, multifulfillment sellers and offers a comprehensive view of sales and order fulfillment data. It synchronizes data from various sources, including sales channels, CRM, warehouses, 3PLs, and POS systems, to help retailers minimize storage costs and free up capital.

Amazon sellers can use the software tools to track inventory levels, deliveries, sales, and orders originating from their Amazon sales channels, and import FBA orders and inventory for accurate customer data and analytics.

It also allows for forecasting per FBA warehouse, providing detailed information such as buy box price, units sold, and sales velocity.

- Keywords monitoring

AMZ keyword tracking is essential to the success of any e-commerce company. It enables users to track and monitor their product rankings and competitors' ratings on target keywords. Historical rankings can be viewed, allowing for comparisons and analysis of improvements or deteriorations over time.

The tool provides valuable data for further analysis, including comparison with competitors' search terms.

In addition, the software offers feedback monitoring for Amazon product reviews, detecting new critical and positive reviews, reviews removals and changes, and critical reviews upvoting. Instant review alerts via email allow for immediate issue handling to improve brand reputation management and provide customer insights on how to improve products.

The tool also enables analysis of competitors and their product features, influences clients' purchasing decisions, and has a direct impact on sales.

- Review Requester

Review Requester enables users to automatically request reviews and feedback for their products and track all reviews in one place. The software automatically requests reviews from customers on Amazon's Manage Order page and provides a centralized view of all product reviews.

Users can sort and search for reviews by product title or ASIN, and select specific ASINs for review requests. Advanced reporting and activity log features allow users to track review request activities and monitor new and existing product reviews within a selected time period.

To improve response time on Amazon, the auto-responder feature automatically replies to new customer messages, and users can review and respond to messages when they are available.

- Email automation

This tool enables users to manage their contacts and automate email campaigns using a simple user interface.

The email marketing feature allows users to create personalized newsletters and messages targeted to their customers' interests, using segmentation and workflows to automate marketing.

The software's smart CRM with email and sales automation keeps customer data organized in one platform.

Moreover, users can message their customers at important times, using powerful email sequences tailored to individual products and buyer behaviors.

Users can create effective custom templates with emojis, animated gifs, file attachments, and custom HTML, and A/B test email subject lines to improve open rates.

Users can also customize follow-up messages with promo codes, personalized recommendations, or helpful information about their products, using custom images, variables, and file attachments.

- QR Code Generator

This tool enables users to create customized QR codes for their campaigns and corporate identity without any coding.

Users can generate brand-matching designs for their QR codes in minutes by adding their logo, customizing the shape and form of the corner elements, and applying their choice of fonts and colors.

Dynamic QR codes feature provides users with flexibility by allowing them to edit or change a part of the code, rather than the entire code, thus avoiding invalid URLs.

- Keyword finder

Keyword finder tool helps sellers to identify popular search terms and trends to improve their product offerings and optimize their Amazon Pay-Per-Click (PPC) campaigns.

Using keyword niche finder tool, sellers can research frequently searched keywords to choose and sell products for maximum profitability.

- Reverse ASIN

The software utilizes the reverse ASIN lookup technique to identify high-performing keywords associated with the products. This involves analyzing the listing of the competitors' products to determine the keywords for which their listings are indexed in Amazon's search results.

The tool provides a list of keywords, along with their associated cost-per-click and search volume data. The sellers compare these keywords to their own to identify potential opportunities for optimization.

The tool includes the analyze of the results by reviewing the relevancy score, search volume, and CPC bid amount for all keywords used by the competitors in their product listing. The tool also includes a switch option to identify common and exclusive keywords across multiple listings.

To monitor the performance of these keywords, software tracks their position and rank in search results and export them to an excel sheet for future reference. This information is used to inform the marketing and advertising strategies and improve the visibility and sales of the products.

- ASIN Spy

ASIN Spy is an All-in-One Amazon sales tracker designed to track actual sales of Fulfilled by Amazon (FBA) products, sale rank, change in number of reviews, and change in sentiment based on customer reviews. It enables customers to understand the shortcomings of their competitors and improve their own products. The machine algorithm predicts the sentiment expressed by customers and allows customers to monitor their competition and take quick action. ASIN Spy also sends out email alerts when negative sentiment or negative reviews are detected, helping customers prevent negative feedback, and providing up to three months of historical data.

Clara's spy includes:

Monitoring Alerts

- ✓ alerts on negative sentiment,
- ✓ product category changes,
- ✓ negative reviews (most recent/new),
- ✓ product star/rating changes,
- ✓ losing/gaining buy box (hijackers),
- ✓ new seller on listing (piggybacker/leeches),
- ✓ and best seller rank (BSR) changes.

Product tracking

- ✓ sales,
- ✓ rank,
- ✓ reviews,
- ✓ AI-based sentiment analysis

- Customer segments

Customer segmentation tool helps to divide the customer base into groups and sub-groups based on their characteristics or patterns.

The tool employs various segmentation methods such as demographic (age, sex, education, marital status, family income, nationality), geographic (country, area, city, population, zip code), behavioral (purchase history, attitude toward product or brand, buyers' searches, timing), and psychographic (habits, hobbies, political views, lifestyle, social status) segmentation to enable our customers to target their customers in personalized and effective ways, which increases the likelihood of converting them into paying clients.

The process of customer segmentation begins with the collection of customer information, which is then used by the tool to perform segmentation.

The software utilizes social media insight data to assist companies in focusing on key performance indicators (KPIs), streamlining the process of data collection and distribution.

- Product segments

This tool designed to divide products into small, real-time segments based on similar characteristics such as ASIN, ratings, sales, prices, and more. This enables to focus on each segment individually and monitor the products within those segments.

The tool allows for the instant viewing of critical product information, including cost of goods sold (COGS), sales history, units sold, average sales, and other relevant data. In addition, any new products that meet the segment's conditions will be automatically added to the group.

The unique filters for each new product segment:

- ✓ Seller account
- ✓ Product / Product details/ Status
- ✓ Parent ASIN
- ✓ Ratings
- ✓ Sales history last 2 weeks
- ✓ Units All Time
- ✓ Avg. sales 7 days
- ✓ Avg. sales 14 days
- ✓ Avg. sales 30 days
- ✓ COGS
- ✓ Sales All Time
- ✓ Inventory retail
- ✓ Inventory cost
- ✓ Daily Velocity Units, avg.
- ✓ Profit All Time
- ✓ Margin All Time

Monitor the performance of each product segment individually through detailed sales overview graphs to tailor the attention to the most profitable segments.

Revenue Model

The company charges a monthly or yearly subscription fee for its Amazon store management software. The fee is based on the client's requirements, number of products or SKUs managed, the volume of sales, or a combination of both.

All of the subscription plans start with a 30-day \$1 trial. So the customers have plenty of time to test the services.

After trial period the clients are willing to choose the package required for their type of business, depending on their sales, the number of goods and their marketing plans.

There are 3 different monthly subscriptions:

1. Starter – \$19.95/month;
2. Business - \$49.95/month;
3. Enterprise - \$99.95/month;

For the clients who are interested in annual subscription we provide the discount of 10% if they pay the annual subscription in

advance.

There is a full money-back guarantee as long as cancellations occur within the first 5-day period from the start date of the subscription.

Additionally, the company offers consulting services to help Amazon sellers optimize their store using the software. These consulting services can be offered on a per-project or hourly basis. Moreover Clara Capital Corp. provides professional services to clients who want to sell their products on Amazon's online marketplace. These services include creating of high-quality product listings which involves correction of product descriptions, optimizing product images, and ensuring that products are properly categorized and listed in relevant search results; optimizing product content which involves analyzing the performance of existing product listings and identifying areas for improvement to help clients improve their rankings in search results and increase their chances of making sales; providing strategic advice on how to increase sales and maximize profits on the platform.

Additionally, Clara Capital Corp. plans to offer teaching services to clients who want to learn how to list and trade on the Amazon platform themselves. These services may include online courses and one-on-one coaching sessions, all aimed at helping clients understand the intricacies of Amazon's platform and how to best leverage it for their business.

As of May 31, 2023, the Company generate 40,589 of revenue through its subscriptions and consulting services.

Improvement and the Development of the Software

We plan to expand our software in the future with the addition of a multichannel listing tool, which will enable our customers to manage their listings, track their inventory, and fulfill customer orders across multiple sales channels from a single interface.

The software will provide a centralized software for eCommerce businesses to manage their products across multiple platforms, such as eBay, Walmart, etc.

The multichannel listing software will eliminate the need for duplicating efforts and creating new listings for each channel separately. It will also ensure that all versions are consistent with one another, making it easier for businesses to manage, update, and optimize their listings. The multichannel listing tool will be available under the Clara's Multi channel software, which will allow the customers to manage their inventory across top eCommerce marketplaces and platforms simultaneously.

Clara's Multichannel listing software will have such features:

- Support around 6 eCommerce platforms and 7 marketplaces
- Connect multiple channels at once - all in 1 dashboard
- Use a spreadsheet-style interface to quickly edit listings in bulk
- Make use of templates & recipes to create listings quicker than ever before
- Sync data in real-time across sales channels
- Import orders from other sales channels into software's main dashboard for better order management
- Allow integration via Facebook & Google Ads
- Effectively manage large quantities of listings and revise existing product information in bulk in just a couple of clicks by grouping similar listing templates together
- Manage prices for all of your listings across key sales channels like Amazon, eBay, Walmart, Shopify and others seamlessly with automatic price revision
- Match products to eBay and Amazon catalogues
- Keep track of all listings status and resolve errors that are surfaced in the platform with recommended actions.

Expanding the features of the software will be completed principally by the independent contractors. We estimate of approximately \$90,000 totally for programming, design work and all improvements together with expanding of new features of the software to be completed till the end of 2023 year or the beginning of 2024 year.

Currently there are no any agreements with the contractors for this development.

The Industry, Market and the Competition

Clara operates in the eCommerce industry, which is rapidly growing and evolving due to the increasing number of businesses selling their products online. The eCommerce industry has experienced significant growth over the past decade and is projected to reach \$6.5 trillion in global sales by 2023, according to industry reports.

We offer software solutions that cater specifically to Amazon and in future eBay, Wallmart, etc. sellers, who are key players in the eCommerce industry. These platforms have a combined total of over 400 million active buyers, making them important

marketplaces for businesses to sell their products online. As more businesses shift their focus to online sales, there is a growing need for eCommerce store management solutions that enable them to manage their inventory, track their sales, and fulfill customer orders across multiple channels.

Clara's software helps eCommerce businesses manage their Amazon and eBay stores more efficiently. The software caters to the growing demand for eCommerce store management solutions, particularly for Amazon and in future eBay, Walmart, etc sellers. We believe that our software solutions are well-positioned to address the needs, and we intend to continue investing in research and development to improve our software's features and functionality depend on the industry and market changes.

However, we face competition from both established and emerging players in the market, including companies that offer similar store management softwares. Our success depends on our ability to effectively compete in the highly competitive eCommerce industry.

The eCommerce industry is highly competitive, and our success depends on our ability to effectively compete with other software providers. We face competition from both established and emerging players in the market, including companies that offer similar Amazon store management software.

Our major competitors in the market include established players such as Seller Labs, Jungle Scout, and AMZFinder, as well as emerging players such as Helium 10 and Sellics. While we face competition from these companies, we believe our software provides unique features and functionality that differentiate us from our competitors.

Our software's user-friendly interface and integration with Amazon's platform give us a competitive advantage in the market. Additionally, we offer personalized customer support and a pricing structure that is competitive with our competitors. We believe that our focus on providing excellent customer service and continuously improving our software will enable us to maintain a competitive position in the market.

Marketing and Advertisement

Our marketing strategy is centered around digital advertising and content marketing. We utilize various channels such as search engine advertising and optimization, social media advertising, email marketing, and PPC to reach potential customers. We believe that these channels are essential to reaching our target audience, who are active Amazon users.

In addition to paid advertising, we plan to create high-quality content such as blog posts, videos, and case studies to educate our target audience about our product and its benefits. We believe that providing valuable information to potential customers can help build trust and establish our software as a thought leader in the industry.

We also plan to leverage Amazon's advertising platform to increase our visibility among Amazon sellers. Amazon's advertising platform allows us to target specific audiences based on various factors such as product category and search terms.

Target Audience

The Corporation's intended client base currently is Amazon sellers; however, in future Clara is going to focus also on additional marketplaces such as Walmart, EBay etc. Company's marketing plans include efforts to increase product awareness.

History

Since incorporation, the Company has taken the following steps to develop its business:

On September 06, 2021, Clara Capital Corp. started negotiating with ZON PAGES LLC on the matter of purchasing Software with its website for Amazon.

ZON PAGES LLC with the address 690 S Highway 89, Suite 200, Jackson, WY 83002 is a limited liability company incorporated under the laws of Wyoming. Who are a technology company that specializes in the development of different softwares, expertises in a variety of programming languages and technologies, including Java, Python, Swift, and React Native.

On September 17, 2021, the parties have agreed on a plan of purchase and transfer of ownership for the Software with its website and signed an agreement on the terms below:

- a) paying CDN \$60,000 to the Contractor upon execution of this Agreement;

- b) paying an additional CDN \$40,000 to the Contactor upon the Contactor’s delivery of a Software to the Client in a form acceptable to the Client;
- c) paying an additional CDN \$50,000 to the Contactor upon providing structured and thorough feedback using the Contractor bug list template.
- d) paying an additional CDN \$45,000 to the Contactor after Contactor’s rectifying all Errors and bugs in a Software and making all changes, updates and corrections provided by the Client.

From September 2021 to January 2022, the parties were engaged in transferring of a website and software content, files, database, including domain, hosting, other rights and accesses to all connected services and accounts. The stage was completed on January 21, 2022.

Clara Capital Corp is the owner of “ZON PAGES” software and the website with the address as follows: <https://zonpages.com/>. The company's website serves as a central hub for the services and offerings, and includes information on various packages, pricing, and the Company’s information.

See “Use of Proceeds” and “Material Contracts”.

SELECTED FINANCIAL INFORMATION AND MD&A OF THE COMPANY

Selected Financial Information

The following tables set forth selected financial information for the Company. The selected financial information has been derived from, and is qualified by, the Company’s audited financial statements for the year ended May 31, 2023 and year ended May 31, 2022, and the notes thereto appearing elsewhere in this Prospectus. The following information should be read in conjunction with those financial statements and the accompanying notes, and management’s discussion and analysis included elsewhere in this Prospectus.

	For the year ended May 31, 2023 (\$ (audited))	For the year ended May 31, 2022 (\$ (audited))	For the period from inception (April 15, 2021) to May 31, 2021 (\$ (audited))
Total revenue	40,589	-	-
Interest income	-	11	-
Project Consulting	51,772	-	-
Amortization	39,000	13,000	-
Director Fees	6,000	-	-
Professional fees	22,377	-	-
Bank charges	487	400	-
Net income (loss)	(79,047)	(13,389)	(34)
Basic and diluted loss per Share	-	-	-
Total assets	421,161	341,172	38,966
Total current liabilities	19,036	-	-
Cash dividends per Share	-	-	-

Management Discussion and Analysis

Management’s discussion and analysis of the financial condition and results of operations of the Company for the year ended May 31, 2022 are attached to this Prospectus as Appendix B. These management’s discussions and analysis should be read in conjunction with the financial statements and the accompanying notes thereto included in this Prospectus. Certain information included in such management’s discussions and analysis is forward-looking and based upon assumptions and anticipated results that are subject to uncertainties. Should one or more of these uncertainties materialize or should the underlying assumptions prove incorrect, actual results may vary significantly from those expected. See “Risk Factors”.

DESCRIPTION OF SECURITIES

No securities are being offered pursuant to this Prospectus.

Common Shares

The Company's authorized capital consists of an unlimited number of Common Shares, of which only 3,900,000 Common Shares are issued and outstanding as at the date of this Prospectus as fully paid and non-assessable. 3,900,000 common shares were issued to three Directors of the Company and one shareholder. Holders of the Common Shares are entitled to vote at all meetings of the holders of the Common Shares, and to participate ratably in any distribution of the Company's property or assets upon liquidation or wind-up.

The Board is authorized to issue additional Common Shares on such terms and conditions and for such consideration as the Board may deem appropriate without further security holder action.

Special Warrants

As of the date of this Prospectus, there are outstanding Special Warrants exercisable to acquire up to an aggregate of 11,473,400 Special Warrants. These Special Warrants were issued in connection with the Offering. Each Special Warrant entitles the holder thereof to acquire, upon voluntary exercise prior to, or deemed exercise on, the Deemed Exercise Date, one Share, subject to adjustment in certain circumstances, without payment of any additional consideration. See "**Plan of Distribution**".

The Company has granted to each holder of a Special Warrant a contractual right of rescission of the prospectus- exempt transaction under which the Special Warrant was initially acquired. The contractual right of rescission provides that if a holder of a Special Warrant who acquires a Share on exercise of the Special Warrant as provided for in this Prospectus is, or becomes, entitled under the securities legislation of a jurisdiction to the remedy of rescission because of the Prospectus or an amendment to the Prospectus containing a misrepresentation,

- (a) the holder is entitled to rescission of both the holder's exercise of its Special Warrant and the private placement transaction under which the Special Warrant was initially acquired,
- (b) the holder is entitled in connection with the rescission to a full refund of all consideration paid to the Issuer, as the case may be, on the acquisition of the Special Warrant, and

Warrants

As at the date hereof, the Company has a total of 11,473,400 Special Warrants issued and outstanding.

CONSOLIDATED CAPITALIZATION

The following table sets out the consolidated capitalization as at the dates indicated. This table should be read in conjunction with the financial statements of the Company, including the notes thereto, contained elsewhere in the Prospectus.

Description of the security	Authorized Amount	Outstanding as at May 31, 2022	Outstanding before giving effect to the deemed exercise of the Special Warrants	Outstanding after giving effect to the deemed exercise of the Special Warrants
Special Warrants	Unlimited	11,473,400	11,473,400	-
Common Shares	Unlimited	3,900,000	3,900,000	15, 373,400

OPTIONS TO PURCHASE SECURITIES

At this time, the Company has not established Option Plan for its officers, directors, employees, management company employees. The Company may elect to establish such in the future.

PRIOR SALES

The following table sets out all issuances of securities that have been issued or sold since the incorporation of Clara Capital Corp.:

Date Issued	Number and Type of Securities	Price per Security	Value Received	Nature of Consideration
May 2021	3,900,000 Shares	\$0.01	\$39,000	Check Payment/Wire Payment
June – August 2021	9,950,000 Share Special Warrants	\$0.02	\$199,000	Check Payment/Wire Payment
August-October 2021	714,900 Share Special Warrants	\$0.05	\$35,745	Check Payment/Wire Payment
October 2021- May 2022	808,500 Share Special Warrants	\$0.10	\$80,850	Check Payment/Wire Payment

Notes:

- (1) Issued for Directors' round.
- (2) Issued in connection with the first round of Special Warrant Offering. The Special Warrants were issued to 12 shareholders at a price of \$0.02
- (3) Issued in connection with the second round of Special Warrant Offering. The Special Warrants were issued to 11 shareholders at a price of \$0.05
- (4) Issued in connection with the third round of Special Warrant Offering. The Special Warrants were issued to 130 shareholders at a price of \$0.10

In April 2021, Clara started negotiating with Zon Pages LLC on the matter of purchasing its intended software.

In May 2021 the Shares were issued for Directors' round at a price \$0.01 per share.

The first round of Special Warrant Offering was closed in August, 2021. 9,950,000 Special Warrants were issued in at a price of \$0.02.

In September Clara Capital Corp. and Zon Pages LLC executed the Software Purchase Agreement.

The second round of Special Warrant Offering was closed in October, 2021. 714,900 Special Warrants were issued at a price of \$0.05.

In November Zon Pages LLC delivered the software in a form acceptable to Clara for testing.

During the period from November, 2021 to January, 2022, the Clara and Zon Pages LLC tested the software, rectified all Errors and bugs, made all required changes, updates and corrections.

The third round of Special Warrant Offering was closed in May, 2022. 808,500 Special Warrants were issued at a price of \$0.10.

TRADING INFORMATION

The Company is a private corporation and its securities have never been publicly traded.

ESCROWED SECURITIES

Escrowed Securities

Under the applicable policies and notices of the Canadian Securities Administrators, securities held by Principals are required to be held in escrow in accordance with the national escrow regime applicable to initial public distributions. Equity securities, including Shares, owned or controlled by the Principals of the Company are subject to the escrow requirements. In connection with the proposed Listing, the Company expects to enter into the Escrow Agreement in accordance with NP 46-201 as described herein.

Each of the shareholders have entered into an agreement (the “Escrow Agreement”) with the Company and Integral Transfer

Agency (Canada) (the “Trustee”), whereby they have agreed to deposit in escrow their common shares (the “Escrowed Shares”).

Pursuant to the Escrow Agreement entered into among the Escrow Agent, the Company, and the Principals, 3,900,000 Shares (the “Escrowed Securities”) are held in escrow with the Escrow Agent. The Escrow Agreement provides that 10% of the Escrowed Securities will be released from escrow upon the Listing Date and that an additional 15% will be released therefrom every 6-month interval thereafter, over a period of 36 months.

The Company is an “emerging issuer” as defined in the applicable policies and notices of the Canadian Securities Administrators. If the Company achieves “established issuer” status during the term of the Escrow Agreement, it will “graduate” resulting in a catch-up release and an accelerated release of any securities remaining in escrow under the 18 month schedule applicable to established issuers as if the Company had originally been classified as an established issuer.

Pursuant to the terms of the Escrow Agreement, the Escrowed Securities may not be transferred or otherwise dealt with during the term of the Escrow Agreement unless the transfers or dealings within the escrow are:

- (a) transfers to continuing or, upon their appointment, incoming directors and senior officers of the Company or of a material operating subsidiary, with approval of the Board;
- (b) transfers to an RRSP or similar trustee plan provided that the only beneficiaries are the transferor or the transferor’s spouse or children or parents;
- (c) transfers upon bankruptcy to the trustee in bankruptcy;
- (d) pledges to a financial institution as collateral for a loan, provided that upon a realization the securities remain subject to escrow; and
- (e) tenders of Escrowed Securities to a take-over bid are permitted provided that, if the tenderer is a Principal of the successor corporation upon completion of the take-over bid, securities received in exchange for tendered Escrowed Securities are substituted in escrow on the basis of the successor corporation’s escrow classification.

The following table sets forth details of the Escrowed Securities that, as of the date of this Prospectus, will be subject to the Escrow Agreement:

Designation of Class	Number of Securities to be held in Escrow	Percentage of Class
Shares	3,900,000	25.4%

(1) Based on 15,373,400 Common Shares issued and outstanding following the exercise of all the Special Warrants.

A detailed breakdown of the Shares to be escrowed in connection with the Listing is shown in the following table:

Name of Shareholder	Designation of Security	Number of Securities to be held in Escrow	Percentage of Class
Vladimir Vinogradov	Shares	1,000,000	6.5%
George Kovalyov	Shares	1,000,000	6.5%
Oleksandr Havrylov	Shares	900,000	5.9%
Artem Baranets	Shares	1,000,000	6.5%

NP 46-201 provides that all shares of a company owned or controlled by Principals will be escrowed at the time of the Company’s initial public offering, unless the shares held by the Principal or issuable to the Principal upon conversion of convertible securities held by the Principal collectively represent less than 1% of the total issued and outstanding shares of the Company after giving effect to the initial public offering.

An issuer will be classified for the purposes of escrow as either an “exempt issuer”, an “established issuer” or an “emerging issuer” as those terms are defined in NP 46-201.

Uniform terms of automatic timed release escrow apply to Principals of exchange listed issuers, differing only according to the classification of the issuer. The Company anticipates that it will be classified by the CSE as an “emerging issuer”. As such, the Company anticipates that the following automatic timed releases will apply to the securities held by the Principals listed in the table above:

Date of Automatic Timed Release	Amount of Escrowed Securities Released
On the Listing Date	1/10 of the Escrowed Securities
6 months after the Listing Date	1/6 of the remaining Escrowed Securities
12 months after the Listing Date	1/5 of the remaining Escrowed Securities
18 months after the Listing Date	1/4 of the remaining Escrowed Securities
24 months after the Listing Date	1/3 of the remaining Escrowed Securities
30 months after the Listing Date	1/2 of the remaining Escrowed Securities
36 months after the Listing Date	the remaining Escrowed Securities

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and senior officers of the Company, the following are the only people who, as at the date of this Prospectus, beneficially own, directly or indirectly, or exercise control or direction over common shares of the Company carrying more than 10% of the outstanding voting rights attached to the Company’s common shares:

Name	Position with Company	Principal Occupation for the Last Five Years	Number of Securities Beneficially Owned	As at the Date of this Prospectus ⁽¹⁾	Following the exercise of the Special Warrants ⁽²⁾
George Kovalyov	President, Director, CFO	CFO	1,000,000	25.6%	6.5%
Oleksandr Havrylov	Director, CEO	Director, CEO	900,000	23.1%	5.9%
Vladimir Vinogradov	Director, Secretary	Senior QA Analyst, IT Projects TestLead	1,000,000	25.6%	6.5%
Artem Baranets	-	Entrepreneur,CEO	1,000,000	25.6%	6.5%

Notes:

(1) Percentage is based on 3,900,000 Common Shares issued and outstanding as of the date of this Prospectus.

(2) Percentage is based on 15,373,400 Common Shares issued and outstanding following the exercise of all the Special Warrants

DIRECTORS AND OFFICERS

Details regarding the directors and officers of the Company as at the date of this Prospectus are as follows:

Name, Residence and Current Position with the Company	Date Appointed (1)	Principal Occupation or Employment during the Past Five Years (2)	Number of Common Shares (3)
Oleksandr Havrylov ⁽⁵⁾ West Vancouver, BC, Canada, Director and Chief Executive Officer	April 15, 2021	President and CEO of Arlex Games Corp the game manufacturing and distribution company from December 2014 till June 2017; President of Club Group Investment the Real estate company since June 2019; President of Lucero Brands LLS the health supplements manufacturing and distribution company since May 2019.	900,000
George Kovalyov (4) Richmond, BC, Canada, Director and Chief Financial Officer	April 15, 2021	Director and VP of Finance of Phivida Holdings Inc. a premier brand of cannabidiol-infused foods, beverages and clinical products company from April 2017 till August 2020; CFO, Director of Margaret Lake Diamonds LTD. from January 2021 till August 2022; Director of Health Logic Interactive Inc. a technology company since September 2020 and the CFO from September 2020 till September 2022; Chief financial officer of Marizyme, Inc. a medical device company since December 2021; Director of DGTL Holdings Inc since November 2022	1,000,000
Vladimir Vinogradov ⁽⁴⁾ Surrey, BC, Canada, Director and Secretary	July 20, 2022	Test Lead, Wealth Compass, LCTR projects in Agile environment of HSBC Bank from October 2016 till March 2019; Senior QA Analyst/Test Lead of PBR Services an IT company from March 2019 till September 2021; Test Lead in Agile environment of HSBC Bank since October 2021.	1,000,000
Yuliia Baranets ⁽⁴⁾ Konotop, Ukraine, Director	July 20, 2022	Freelance business consultant in China from January 2015 till January 2018; Director, CEO and CFO of Lux Amber Corp. the USA public company from January 2018 till March 2020; Freelance consultant for public US and China companies since April 2020.	Nil

- (1) Each director of the Company ceases to hold office immediately before an annual general meeting for the election of directors is held but is eligible for re-election or re-appointment.
- (2) Unless otherwise indicated, to the knowledge of the applicable officer or director, the organization at which the officer or director was occupied or employed is still carrying on business.
- (3) These common shares are subject to escrow restrictions. See “Escrowed Securities”.
- (4) Member of the audit committee.
- (5) Oleksandr Havrylov may be a “Promoter” (as defined in Section 1 of the Securities Act (British Columbia)) of the Company, in that he took the initiative in founding and organizing the Company.

As at the date of this Prospectus, and following the exercise of all the Special Warrants, the directors and executive officers of the Company as a group beneficially own, directly or indirectly, or exercise control or discretion over an aggregate of 2,900,000 Shares. The term of office of the directors expires annually at the time of the Company’s annual general meeting. The term of office of the

executive officers expires at the discretion of the Board. No executive officers of the Company have entered into non-competition or non-disclosure agreements with the Company. See “Executive Compensation”.

The Board has one committee, the Audit Committee, whose members are Oleksandr Havrylov, Vladimir Vinogradov and Yuliia Baranets.

Background – Directors and Executive Officers

The following is a brief description of each of the directors and executive officers of the Company, including their names, ages, positions and responsibilities with the Company, relevant educational background, principal occupations or employment during the five years preceding the date of this Prospectus, experience in the Company’s industry and the amount of time intended to be devoted to the affairs of the Company.

Oleksandr Havrylov – Director, CEO, Age: 42

Mr. Havrylov is a President of Lucero Brands LLS, the company involved in manufacturing and distribution of health supplements on Amazon. Also, a president of Club Group Investment – USA Real estate company. Previously he had served as a president and CEO of Arlex Games Corp. from 2014 to 2017. From 2010 to 2014 was a president and CEO of Geo Production Corp. In addition he had served as a president and CEO of a manufacturing and distribution of arcade games company Punch Line Corp. from 2004 to 2009. From 2000 to 2004 president of Inventius Corp. He devotes 75% of his working time on operations of Clara, which is equivalent to 40 hours of working time per week. Mr. Havrylov is not an employee of the Company and has not entered into any engagement agreement or any non-competition agreement with the Company. As CEO Oleksandr Havrylov is responsible for the day to day operations of the Company and the implementation of significant corporate policies as may be directed by the board of directors from time to time. Oleksandr Havrylov has more than 10 years’ experience in e-commerce software and mobile applications industry.

George Kovalyov – President, Director, CFO, Age: 37

Mr. Kovalyov is a chief financial officer since December 2021 of Marizyme, Inc. a medical device company listed on the OTCQB. The director of DGTL Holdings Inc. since November 2022 listed on the TSX.V. The director of Health Logic Interactive Inc. ("HLII"), a technology company listed on the TSX.V under symbol CHIP. Previously he had served as the chief operating officer and the chief financial officer of HLII from September 2020 to September 2022. In addition, he has served as a director and chief financial officer of Margaret Lake Diamonds Inc. (TSX.V: DIA) since January 2021 to August 2022. From April 2017 to September 2020, Mr. Kovalyov was VP of Finance and director of Phivida Holdings Inc. (CSE:VIDA), a premier brand of cannabidiol-infused foods, beverages and clinical products. From October 2016 to August 2018, he was the principal owner of Schindler and Company, an accounting consulting firm. Mr. Kovalyov is a chartered accountant and is a member of Chartered Professional Accountants of Canada.

He graduated from Kwantlen University College with a Bachelor of Business Administration (BBA), Accounting. He devotes 70% of his working time on operations of Clara, which is equivalent to 35-40 hours of working time per week. Mr. Kovalyov is not an employee of the Company and has not entered into any engagement agreement or any non-competition agreement with the Company. As CFO Mr. Kovalyov is responsible for establishing and maintaining financial disclosure controls and procedures for the Company in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. Mr. Kovalyov has more than 5 years’ experience in e-commerce industry.

Vladimir Vinogradov –Director and Secretary, Age: 64

Before Mr. Vinogradov joined Clara Capital Corp., he worked as a Test Lead in Agile environment at HSBC Bank since 2021 till present. From March 2019 to September 2021, Mr. Vinogradov was engaged with PBR Services as a Senior QA Analyst/Test Lead. For the period from October 2016 to March 2019, he held the position of a Test Lead, Wealth Compass, LCTR projects in Agile environment at HSBC Bank. Mr. Vinogradov worked as Senior Quality Assurance Analyst / Automation Developer with BC HYDRO, Ministry of Education, Canadian Institute of Health, and Royal Bank Group. Mr. Vinogradov is a senior QA Analyst with over 15 years’ experience of working with data structures. Mr. Vinogradov took a leading role in dealing with complex business softwares and applications and covered the full spectrum of IT strategies. Vladimir Vinogradov got the Master of Science in Computer Systems. Currently he devotes 10-12 hours per week for the Company which represents 25% of his total work hours. Mr. Vinogradov is not an employee of the Company and has not entered into any engagement agreement or any non-competition agreement with the Company.

Yuliia Baranets –Director, Age: 35

From 2015-2018, Mrs Baranets worked as a freelance business consultant in China. As a business consultant, Yuliia Baranets managed start-ups and businesses of affluent individuals and investors.

From January 2018 to 2020 Mrs Baranets served as the Director, CEO and CFO of Lux Amber Corp.

From 2013 to present Mrs Baranets has been a successful investor in start-ups and public companies.

From 2020 to present, Mrs Baranets has been running a consulting business for public US and China companies. Yuliia Baranets holds a Master degree in Law of Ukrainian National Academy of Management. Mrs. Baranets holds a position as Director at Clara Capital Corp. and devotes 50% of her working time. Mrs. Baranets is an independent contractor of the Company. We don't have a formal agreement or resolution in place. We verbally agreed to her fees. Yuliia Baranets has more than 5 years' experience in e-commerce industry. She is married to Artem Baranets the shareholder of Clara Capital Corp.

Management of the Company

The Company's Chief Executive Officer provides overall leadership and vision in developing the strategic direction of the Company, in consultation with the Company's board of directors (the "Board"). The Chief Executive Officer also manages the overall business of the Company to ensure its strategic plan is effectively implemented and the results are monitored and reported to the Board. The Company's Chief Financial Officer is responsible for establishing and maintaining financial disclosure controls and procedures for the Company in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements.

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of the Company, as at the date of this Prospectus and within the ten years before the date of this Prospectus, no director or executive officer of the Company is or has been a director, chief executive officer or chief financial officer of any person or company (including the Company), that while that person was acting in that capacity:

- (a) was subject of a cease trade order or similar order or an order that denied the relevant person or Company access to any exemptions under securities legislation (an "order"), for a period of more than 30 consecutive days; or
- (b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

To the knowledge of the Company, as at the date of this Prospectus and within the ten years before the date of this Prospectus, no director or officer of the Company or security holder anticipated to hold a sufficient number of securities of the Company to affect materially its control:

- (a) is, or has been within the ten years before the date of this Prospectus, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within the ten years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver manager or trustee appointed to hold the assets of that individual.

Penalties or Sanctions

To the knowledge of the Company, no director or officer of the Company or security holder anticipated to hold a sufficient number of securities of the Company to affect materially its control, has:

- (a) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) been subject to any other penalties or sanctions imposed by a court or regulatory body, including a self-regulatory body, that would be likely to be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

The Company's directors are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests that they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. To the best of the Company's knowledge, and other than as disclosed in the following paragraph, there are no known existing or potential conflicts of interest among the Company, its directors and officers or other members of management or of any proposed promoter, director, officer or other member of management as a result of their outside business interests.

Certain of the directors and officers currently serve as directors and officers of other private and public companies. Some of the directors and officers are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations, and situations may arise where these directors and officers may be serving another corporation with interests that are in direct competition with the Company. In the event of any conflicts of interest, such conflicts must be disclosed to the Company and dealt with in accordance with the provisions of the *Business Corporations Act* (British Columbia).

PROMOTERS

Oleksandr Havrylov has been within the last year and a half immediately preceding the date hereof, a promoter of the Company as he took the initiative in organizing certain aspects of the business of the Company when the Company was initially formed.

Mr. Havrylov holds 900,000 Common Shares, representing approximately 23.1% of the issued and outstanding Common Shares as of the date hereof expected to be outstanding as at listing on the CSE. After giving effect to the exercise of the Special Warrants, Mr. Havrylov will beneficially own, directly or indirectly, or exercise control or direction over, 5.85% of the Common Shares. Information about Mr. Havrylov is disclosed elsewhere in this Prospectus in connection with his role as an officer of the Company. See "Directors and Officers" for disclosure regarding our promoter.

The idea of starting the Company and the top leadership belongs to Oleksandr Havrylov and he is going to invest his own funds into the project if needed, moreover he is the key decisionmaking authority in Clara. Additionally, he provides the vision for the existence of the Company and steer it to its fulfillment.

George Kovalyov may not be considered to be the Promoter of the Company as he is the chief financial officer of the company and he is mostly responsible for establishing and maintaining financial disclosure controls and procedures for the Company. He is going to invest his own funds into the project if needed. He is currently spending 70% of his time on Company matters.

No person who was a Promoter of the Company:

1. received anything of value directly or indirectly from the Company;
2. sold or otherwise transferred any asset to the Company within the last 2 years;
3. is at of the date hereof, or was within 10 years before the date hereof, a director, CEO or CFO of any person or company that was the subject of a cease trade order or similar order or an order that denied the relevant person or company access to any statutory exemptions for a period of more than 30 consecutive days while that person was acting in the capacity as director, CEO or CFO;
4. is at of the date hereof, or was within 10 years before the date hereof, a director, CEO or CFO of any person or company that was the subject of a cease trade order or similar order or an order that denied the relevant person or company access to any statutory exemptions for a period of more than 30 consecutive days that was issued after the person ceased to be a director, CEO or CFO and which resulted from an event that occurred while the person was acting in the capacity as director, CEO or CFO;
5. is at of the date hereof, or was within 10 years before the date hereof, a director or executive officer of any person or company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets;
6. has, within 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the person;
7. has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority;

8. has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision; or has within the past 10 years become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets.

EXECUTIVE COMPENSATION

For the purposes of this section, “Named Executive Officers” means the Chief Executive Officer and Chief Financial Officer of the Company. Oleksandr Havrylov has been the Chief Executive Officer of the Company since April 15, 2021, and George Kovalyov has been the Chief Financial Officer of the Company since April 15, 2021.

Compensation Discussion and Analysis

The Company does not have a formal compensation program for its directors or management. The Board of Directors relies on the experience of its members as current or former officers or directors of other junior companies to ensure that total compensation paid to the Company’s management is fair and reasonable.

The Board meets to discuss and determine management compensation, without reference to formal objectives, criteria or analysis. The general philosophy of the Company’s compensation strategy is to: (a) encourage management to achieve a high level of performance and results with a view to increasing long-term shareholder value; (b) align management’s interests with the long-term interest of shareholders; (c) provide a reasonable compensation package to attract and retain highly qualified executives and directors; and (d) ensure that total compensation paid takes into account the Company’s overall financial position.

The compensation to executive officers may comprised of salaries and, if and when granted, incentive stock options. In establishing levels of cash compensation and the granting of stock options, the executive’s performance, level of expertise and responsibilities are considered.

Incentive stock options are granted pursuant to the Plan, which is designed to encourage share ownership on the part of management, directors and employees. The Board believes that the Plan aligns the interests of the Company’s personnel with shareholders by linking compensation to the longer-term performance of the Company’s shares. The granting of incentive stock options is a significant component of executive compensation as it allows the Company to reward each executive officer’s efforts to increase shareholder value without requiring the use of the Company’s cash reserves.

Stock options may be granted with the approval of the Board at the time of the executive’s hiring or appointment and periodically thereafter. Previous grants of options are taken into account by the Board when it considers the granting of new stock options.

Incentive Plan Awards

There are currently no stock options issued and outstanding. The Company may grant options to its directors, officers, employees and consultants pursuant to the Plan following listing of the Company’s shares on the Exchange. See “Options to Purchase Securities”.

Summary Compensation Table

The following table sets forth a summary of all compensation paid during the period from incorporation to May 31, 2023, to the Named Executive Officers:

Name and Principal Position	Salary (\$)	ShareBased Awards	OptionBased Awards	Non-Equity Incentive Plan Compensation		Pension Value (\$)	All other Compensation (\$)	Total Compensation (\$)
				Annual Incentive Plans	Longterm Incentive Plans			
Oleksandr Havrylov CEO	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
George Kovalyov CFO	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth all of the share-based awards and option-based awards issued to the Named Executive Officers from incorporation to May 31, 2023:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Oleksandr Havrylov CEO	Nil	n/a	n/a	Nil	Nil	Nil
George Kovalyov CFO	Nil	n/a	n/a	Nil	Nil	Nil

Incentive Plan Awards – Value Vested or Earned During the Period

The following table sets forth the value of all vested awards under incentive plans for each of the Named Executive Officers from incorporation to May 31, 2023:

Name	Option-based awards - Value vested during the period (\$)	Share-based awards - Value vested during the period (\$)	Non-equity incentive plan compensation - Value earned during the period (\$)
Oleksandr Havrylov CEO	Nil	Nil	Nil
George Kovalyov CFO	Nil	Nil	Nil

Termination of Employment, Change in Responsibilities and Employment Contracts

There are no employment contracts or arrangements in existence between the Company and any director or officer of the Company.

There is no arrangement or agreement made between the Company and any of its Named Executive Officers pursuant to which a payment or other benefit is to be made or given by way of compensation in the event of that officer's resignation, retirement or other termination of employment, or in the event of a change of control of the Company or a change in the Named Executive Officer's responsibilities following such a change of control.

Director Compensation

There are no compensation arrangements in existence between the Company and any director or officer of the Company.

The following table sets forth a summary of all compensation paid during the period from incorporation to May 31, 2023, to the directors of the Company other than the Named Executive Officers:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Vladimir Vinogradov	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Yuliia Baranets	Nil	Nil	Nil	Nil	Nil	6,000	6,000

The following table sets forth all of the share-based awards and option-based awards issued to the directors of the Company other than the Named Executive Officers from incorporation to May 31, 2023:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price(\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Vladimir Vinogradov	Nil	Nil	Nil	Nil	Nil	Nil
Yuliia Baranets	Nil	Nil	Nil	Nil	Nil	Nil

The following table sets forth the value of all vested awards under incentive plans for each of the directors of the Company other than the Named Executive Officers from incorporation to May 31, 2023:

Name	Option-based awards - Value vested during the period (\$)	Share-based awards - Value vested during the period (\$)	Non-equity incentive plan compensation - Value earned during the period (\$)
Vladimir Vinogradov	Nil	Nil	Nil
Yuliia Baranets	Nil	Nil	Nil

AUDIT COMMITTEE

General

The Audit Committee is responsible for reviewing the Company's financial reporting procedures, internal controls and the performance of the financial management and external auditors of the Company. The Audit Committee also reviews the annual and interim financial statements and makes recommendations to the Board.

The Audit Committee is comprised of Oleksandr Havrylov, Vladimir Vinogradov and Yuliia Baranets, all of whom are "financially literate" and two of whom are "independent", as those terms are defined in NI 52-110. Oleksandr Havrylov is not independent. The

education and experience of each audit committee member that is relevant to the performance of his responsibilities as an audit committee member, and in particular the education or experience that provides each member with (i) an understanding of the accounting principles used by the Company to prepare its financial statements, (ii) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions, (iii) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, and (iv) an understanding of internal controls and procedures for financial reporting, is as follows:

Charter

The Audit Committee's charter is as follows:

General

The primary function of the Audit Committee is to assist the Board of Directors of the Company (the "Board") in fulfilling its oversight responsibilities by reviewing the financial information to be provided to the shareholders and others, the systems of internal controls and management information systems established by management and the Company's external audit process and monitoring compliance with the Company's legal and regulatory requirements with respect to its financial statements.

The Audit Committee is accountable to the Board. In the course of fulfilling its specific responsibilities hereunder, the Audit Committee is expected to maintain an open communication between the Company's external auditors and the Board.

The responsibilities of a member of the Audit Committee are in addition to such member's duties as a member of the Board.

The Audit Committee does not plan or perform audits or warrant the accuracy or completeness of the Company's financial statements or financial disclosure or compliance with generally accepted accounting procedures as these are the responsibility of management and the external auditors.

Relationship with External Auditors

The external auditor is required to report directly to the Audit Committee. Opportunities shall be afforded periodically to the external auditor and to members of senior management to meet separately with the Audit Committee.

Composition of Audit Committee

The Committee membership shall satisfy the laws governing the Company and the independence, financial literacy and experience requirements under securities law, stock exchange and any other regulatory requirements as are applicable to the Company.

Responsibilities

1. The Audit Committee shall be responsible for making the following recommendations to the Board:
 - (a) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and
 - (b) the compensation of the external auditor.
2. The Audit Committee shall be directly responsible for overseeing the work of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting. This responsibility shall include:
 - (a) reviewing with management and the external auditor any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgments of management that may be material to financial reporting;
 - (b) questioning management and the external auditor regarding significant financial reporting issues discussed during the fiscal period and the method of resolution;
 - (c) reviewing audited annual financial statements, in conjunction with the report of the external auditor;
 - (d) reviewing any problems experienced by the external auditor in performing the audit, including any restrictions

imposed by management or significant accounting issues on which there was a disagreement with management; and

- (e) reviewing the evaluation of internal controls by the external auditor, together with management’s response.
3. The Audit Committee shall review interim unaudited financial statements before release to the public
 4. The Audit Committee shall review all public disclosures of audited or unaudited financial information before release, including any prospectus, annual report, annual information form, and management’s discussion and analysis.
 5. The Audit Committee shall review the appointments of the chief financial officer and any other key financial executives involved in the financial reporting process, as applicable.
 6. Except as exempted by securities regulatory policies, the Audit Committee shall pre-approve all nonaudit services to be provided to the Company or its subsidiary entities by the external auditor.
 7. The Audit Committee shall ensure that adequate procedures are in place for the review of the Company’s public disclosure of financial information extracted or derived from the Company’s financial statements, and shall periodically assess the adequacy of those procedures.
 8. The Audit Committee shall establish procedures for:
 - (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
 9. The Audit Committee shall periodically review and approve the Company’s hiring policies, if any, regarding partners, employees and former partners and employees of the present and former external auditor of the Company.
 10. Meetings of the Audit Committee shall be scheduled to take place at regular intervals and, in any event, not less frequently than quarterly.

Authority

The Audit Committee shall have the authority to:

1. to engage independent counsel and other advisors as it determines necessary to carry out its duties;
2. to set and pay the compensation for any advisors employed by the Audit Committee; and
3. to communicate directly with the external auditors.

Audit Fees

For the financial years ended May 31, 2022 and 2023, CAN Partners LLP received fees from the Company as follows:

	2022	2023
Audit Fees ⁽¹⁾	\$-	\$9,040
Audit Related Fees ⁽²⁾	\$-	\$-
Tax Fees ⁽³⁾	\$-	\$-
All Other Fees ⁽⁴⁾	\$-	\$-

Notes:

- (1) “Audit Fees” means the aggregate fees billed by the Company’s external auditor for the last fiscal year for audit services.

- (2) “Audit-Related Fees” means the aggregate fees billed for the last fiscal year for assurance and related services by the Company’s external auditor that are reasonably related to the performance of the audit or review of the Company’s financial statements and are not reported under clause (a) above, including assistance with specific audit procedures on interim financial information.
- (3) “Tax Fees” means the aggregate fees billed in the last fiscal year for professional services rendered by the Company’s external auditor for tax compliance, tax advice and tax planning.
- (4) “All Other Fees” means the aggregate fees billed in the last fiscal year for products and services provided by the Company’s external auditor, other than the services reported under clauses (a), (b) and (c), above.

CAPITALIZATION

Issued Capital

As of the date of this Listing Statement, the Company has the following capitalization structure:

Public Float	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of Issued (non-diluted)	% of Issued (fully diluted)
Total outstanding (A)	15,373,400 ⁽¹⁾	15,373,400	100%	100%
Held by Related Persons or employees of the Company or Related Person of the Company, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Company (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Company upon exercise or conversion of other securities held) (B)	3,900,000	Nil	25.4%	Nil
Total Public Float (A-B)	Nil	15,373,400	Nil	100%
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	3,900,000	3,900,000	25.4%	25.4%
Total Tradeable Float (A-C)	3,900,000	15,373,400	74.6%	100%

(1) Includes 11,473,400 Special Warrants convertible to Common Shares without any consideration on (a) the day following the Closing Date, or (b) the third business day after a receipt is issued for a (final) prospectus by the securities regulatory authorities.

SECURITYHOLDERS

Public Securityholders (Beneficial)

The following table sets forth the number of public securityholders and aggregate number of Common Shares held by such holders, grouped by the number of Common Shares held, as of the date of the Listing Statement.

Quantity of Common Shares Held	Number of Holders	Total Number of Common Shares
1 - 99	0	0

100 - 499	0	0
500 - 999	0	0
1000 - 1999	52	62,500
2000 - 2999	26	53,000
3000 - 3999	12	36,000
4000 - 4999	19	79,900
5000 or more	48	15,142,000
Total	157	15,373,400

Non-Public Securityholders (Registered)

The following table sets forth the number of non-public securityholders and aggregate number of Common Shares held by such holders, grouped by the number of Common Shares held, as of the date of the Listing Statement.

Quantity of Common Shares Held	Number of Holders	Total Number of Common Shares
1 - 99	0	0
100 - 499	0	0
500 - 999	0	0
1000 - 1999	0	0
2000 - 2999	0	0
3000 - 3999	0	0
4000 - 4999	0	0
5000 or more	4	3,900,000
Total	4	3,900,000

CORPORATE GOVERNANCE

On June 30, 2005, National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) and National Policy 58-201 – *Corporate Governance Guidelines* (the “**Guidelines**”), came into force. The Guidelines address matters such as the constitution of and the functions to be performed by the Company’s board. NI 58-101 requires that the Company disclose its approach to corporate governance with reference to the Guidelines. The board of the Company is committed to ensuring that the Company has an effective corporate governance system, which adds value and assists the Company in achieving its objectives.

Board of Directors

Each of Vladimir Vinogradov and Yuliia Baranets is an “independent” Director, according to the definition set out in NI 52- 110. Each of Oleksandr Havrylov and George Kovalyov is not independent as he is currently an executive officer of the Company. The independent Directors believe that their knowledge of the Company’s business and their independence are sufficient to facilitate the functioning of the Board independently of management. To facilitate open and candid discussion among the Board’s independent Directors, the independent Directors have the discretion to meet in private in the absence of the other Directors whenever they

believe it is appropriate to do so. To date, the independent Directors have not held a meeting at which non-independent Directors and members of management were not in attendance.

Other Directorships

The directors of the Company are presently directors of other reporting issuers, as follows:

<u>Director</u>	<u>Other Issuers</u>
Oleksandr Havrylov	None
George Kovalyov	Mairzyme, Inc. DGTL Holdings Inc. Health Logic Interactive Inc.
Vladimir Vinogradov	None
Yuliia Baranets	None

Orientation and Continuing Education

Management will ensure that a new appointee to the Board receives the appropriate written materials to fully apprise him or her of the duties and responsibilities of a director pursuant to applicable law and policy. Each new director brings a different skill set and professional background, and with this information, the Board is able to determine what orientation to the nature and operations of the Company's business will be necessary and relevant to each new director.

Ethical Business Conduct

The Board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance objectives and goals. In addition, the Board must comply with conflict of interest provisions in Canadian corporate law, including relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

Nomination of Directors

Given the Company's current stage of development and size of the Board, the Board is presently of the view that it functions effectively as a committee of the whole with respect to the nomination of directors. The entire Board will assess potential nominees and take responsibility for selecting new directors. Any nominees are expected to be generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members and the CEO of the Company.

The Company's Articles include a provision requiring advance notice of the nomination of persons to act as directors of the Company. Under this provision, subject only to the *Business Corporations Act* (British Columbia), nominations of persons for election to the Board may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors, (a) by or at the direction of the Board or an authorized officer of the Company, including pursuant to a notice of meeting, (b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the *Business Corporations Act* (British Columbia) or a requisition of the shareholders made in accordance with the provisions of the *Business Corporations Act* (British Columbia) or (c) by any person (a "Nominating Shareholder") (i) who, at the close of business on the date of the giving of the notice of nomination and on the record date for notice of such meeting, is entered in the central securities register of the Company as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting and (ii) who complies with the notice procedures set out in the advance notice provision, including without limitation that such notice must be provided to the Company (A) in the case of an annual meeting of shareholders, not more than 65 days and not less than 30 days prior to the date of the annual meeting of shareholders (provided, however, that in the event that the annual meeting of shareholders is called for a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made (the "Notice Date"), notice by the Nominating Shareholder may be made not later than the close of business on the 10th business day following the Notice Date); and (B) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the 15th business day following the day on which the first public announcement of the date of the special meeting of shareholders was made.

Compensation

The Company does not have a Compensation Committee. Compensation matters for the Company's directors and officers are dealt with by the full Board. The Board meets to discuss and determine Director and management compensation without reference to formal objectives, criteria or analysis.

Other Board Committees

The only Board committee of the Company is the Audit Committee.

Assessments

The Board annually reviews its own performance and effectiveness. Neither the Company nor the Board has determined formal means or methods to regularly assess the Board, its committees or the individual directors with respect to their effectiveness and contributions. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of an individual director are informally monitored by the other Board members, having in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

The Board is of the view that the Company's corporate governance practices are appropriate and effective for the Company, given its relatively small size and limited operations. The Company's method of corporate governance allows for the Company to operate efficiently, with simple checks and balances that control and monitor management and corporate functions without excessive administrative burden.

LISTING APPLICATION

The Company has applied to list the Shares on the CSE. Listing on the CSE is subject to the Company fulfilling all of the listing requirements and conditions of the CSE. There is no guarantee that the Shares will be listed on the CSE or on any exchange.

PLAN OF DISTRIBUTION

This prospectus is being filed in the Qualifying Jurisdictions to qualify the distribution of 11,473,400 Shares issuable upon the exercise or deemed exercise of 11,473,400 Special Warrants.

On May 30, 2022, the Company completed the Offering pursuant to prospectus exemptions under applicable securities legislation, comprised of an aggregate 11,473,400 Special Warrants.

In connection with the Offering, the Company issued the Special Warrants in the Qualifying Jurisdictions, on a private placement basis at a price of \$0.02, \$0.05 and \$0.10 per Special Warrant.

The terms of the Special Warrants provide that the Special Warrants will be deemed to be exercised on the Deemed Exercise Date, at which time each Special Warrant shall be automatically exercised into one Share, subject to adjustment in certain circumstances, without payment of any additional consideration and without any further action on the part of the holder.

No fractional Shares will be issued upon the exercise or deemed exercise of the Special Warrants. The holding of Special Warrants does not make the holder thereof a shareholder of the Company or entitle the holder to any right or interest granted to shareholders.

The Company intends to apply to list the Shares on the CSE. The listing of the Shares will be subject to the Company fulfilling all of the listing requirements of the CSE, which cannot be guaranteed.

This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the U.S. or to, or for the account or benefit of, U.S. Persons. None of the Shares have been or will be registered under the U.S. Securities Act or the securities laws of any state of the U.S. and may not be offered or sold within the U.S. or to, or for the account or benefit of, U.S. Persons, except in transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws.

The Special Warrants may not be exercised by or on behalf of a U.S. Person or a person in the U.S. unless an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws is available. Accordingly, the Shares will bear appropriate legends evidencing the restrictions on the offering, sale and transfer of such securities.

RISK FACTORS

The following are certain factors relating to the business of the Company, which factors investors should carefully consider when making an investment decision concerning the Shares. These risks and uncertainties are not the only ones facing the Company. Additional risks and uncertainties not presently known to the Company, or that the Company currently deems immaterial, may also impair the operations of the Company. If any such risks actually occur, the financial condition, liquidity and results of operations of the Company could be materially adversely affected and the ability of the Company to implement its growth plans could be adversely affected.

An investor should carefully consider the risks and uncertainties described below. The risks and uncertainties described below are not an exhaustive list. Additional risks and uncertainties not presently known to the Company or that are considered to be immaterial may also adversely affect the Company's business. If any one or more of the following risks occur, the Company's business, financial condition and results of operations could be seriously harmed. Further, if the Company fails to meet the expectations of the public market in any given period, the market price of the Shares could decline. An investment in the Shares should only be made by persons who can afford a significant or total loss of their investment.

The risks discussed below also include forward-looking statements and actual results may differ substantially from those discussed in these forward-looking statements. See "Forward-Looking Statements" in this Prospectus.

COVID-19 Outbreak

In December 2019, COVID-19 emerged in Wuhan, China. Since then, it has spread to several other countries and infections have been reported around the world. On March 11, 2020, the World Health Organization declared the outbreak of COVID-19 a global pandemic. In response to the outbreak, governmental authorities in Canada and internationally have introduced various recommendations and measures to try to limit the pandemic, including travel restrictions, border closures, non-essential business closures, quarantines, self-isolations, shelters-in-place and social distancing. The COVID-19 outbreak and the response of governmental authorities to try to limit it are having a significant impact on the private sector and individuals, including unprecedented business, employment and economic disruptions. The continued spread of COVID-19 nationally and globally could have an adverse impact on our business, operations and financial results. In response to the COVID-19 pandemic, the Company has implemented precautionary measures at its corporate office, including limiting visits to essential personnel and ensuring proper protocols around sanitation and social distancing.

The outbreak of COVID-19 may cause disruptions to the Company's business and operational plans. These disruptions may include disruptions resulting from (i) shortages of employees, (ii) unavailability of contractors and subcontractors, (iii) interruption of supplies from third parties upon which the Company relies, (iv) restrictions that governments impose to address the COVID-19 outbreak, and (v) restrictions that the Company and its contractors and subcontractors impose to ensure the safety of employees and others. Further, it is presently not possible to predict the extent or durations of these disruptions. These disruptions may have a material adverse effect on the Company's business, financial condition and results of operations. Such adverse effect could be rapid and unexpected. These disruptions may severely impact the Company's ability to carry out its business plans for 2021 in accordance with the use of proceeds section above.

Dependence on Key Personnel and Qualified and Experienced Employees

Clara's success depends on the efforts and abilities of certain senior officers and key employees. Certain of Clara's employees have significant experience in the IT development industry. While the Company does not foresee any reason why such officers and key employees will not remain with the Company, if for any reason they do not, Clara could be adversely affected. Clara Capital Corp. has not purchased key man life insurance for any of these individuals. The Company's success also depends on the availability of qualified and experienced employees to work in the Company's operations and its ability to attract and retain such employees. In addition, the Company's ability to keep essential operating staff in place may also be challenged as a result of potential COVID-19 outbreaks or quarantines.

Dilution

Shares, including rights, warrants, special warrants, subscription receipts and other securities to purchase, to convert into or to exchange into Shares, may be created, issued, sold and delivered on such terms and conditions and at such times as the Board may determine.

Limited Operating History

The Company is an early stage company. As such, the Company will be subject to all of the business risks and uncertainties associated with any new business enterprise, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of its success must be considered in light of its early stage of operations.

Uncertain Liquidity and Capital Resources

For the period from incorporation to May 31, 2022, the Company had an accumulated deficit of \$13,423. At May 31, 2023, the Company had working capital of \$159,172. As of May 31, 2023, the Company had an accumulated deficit of \$92,470. At May 31, 2023, the Company had working capital of \$259,125. The Company may need to raise additional capital by way of an offering of equity securities, an offering of debt securities, or by obtaining financing through a bank or other entity. The Company has not established a limit as to the amount of debt it may incur nor has it adopted a ratio of its equity to debt allowance. If the Company needs to obtain additional financing, there is no assurance that financing will be available from any source, that it will be available on terms acceptable to the Company, or that any future offering of securities will be successful. If additional funds are raised through the issuance of equity securities, there may be a significant dilution in the value of the Company's common shares. The Company could suffer adverse consequences if it is unable to obtain additional capital which would cast substantial doubt on its ability to continue its operations and growth.

Uninsurable Risks

The Company's initial focus on Amazon software, is subject to certain risks, including those described in this Prospectus. It is not always possible to insure fully against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or for other reasons. Should such liabilities arise, they could have an adverse impact on the Company's business and operations and could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company. The Company currently does not carry any insurance.

Lack of Operating Cash Flow

The Company currently has no source of operating cash flow and is expected to continue to do so for the foreseeable future. The Company's failure to achieve profitability and positive operating cash flows could have a material adverse effect on its financial condition and results of operations. If the Company sustains losses over an extended period of time, it may be unable to continue our business. Further development of Clara's software will require the commitment of substantial financial resources.

Risks Associated with Acquisitions

If appropriate opportunities present themselves, the Company may acquire other companies. The Company currently has no understandings, commitments or agreements with respect to any other material acquisition and no other material acquisition is currently being pursued. There can be no assurance that the Company will be able to identify, negotiate or finance future acquisitions successfully, or to integrate such acquisitions with its current business. The process of integrating an acquired company may result in unforeseen operating difficulties and expenditures and may absorb significant management attention that would otherwise be available for ongoing development of the Company's business. Future acquisitions could result in potentially dilutive issuances of equity securities, the incurrence of debt, contingent liabilities and/or amortization expenses related to goodwill and other intangible assets, which could materially adversely affect the Company's business, results of operations and financial condition.

Executive Employee Recruitment and Retention

The success of the Company will be dependent upon the performance of its management and key employees. The loss of any key executive or manager of the Company may have an adverse effect on the future of the Company's business.

As the Company's business activity grows, it will require additional key personnel as well as additional operations staff. There is no assurance that it will be successful in attracting, training and retaining qualified personnel as competition for persons with these skill sets increases. If the Company is not successful in attracting, training and retaining qualified personnel, the efficiency of its operations could be impaired, which could have an adverse impact on its future cash flows, earnings, results of operations and financial condition.

Adverse General Economic Conditions

The unprecedented events in global financial markets in the past several years have had a profound impact on the global economy. Many industries were impacted by these market conditions.

In recent years, the securities markets in Canada, as well as in other countries around the world, have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Shares will be subject to market trends and conditions generally, notwithstanding any potential success of the Company in developing assets, creating revenues, cash flows or earnings. The value of securities will be affected by market volatility. An active public market for the Shares might not develop or be sustained. If an active public market for the Shares does not develop or continue, the liquidity of a shareholder's investment may be limited and the price of the Shares may decline.

Claims and Legal Proceedings

The Company may be subject to claims or legal proceedings covering a wide range of matters that arise in the ordinary course of business activities, including relating to former employees. These matters may give rise to legal uncertainties or have unfavorable results. The Company may carry liability insurance coverage and mitigate risks that can be reasonably estimated; however, there is a risk that insurance may not be adequate to cover all possible risks arising from the Company's operations. In addition, the Company may be involved in disputes with other parties in the future that may result in litigation or unfavorable resolution which could materially adversely impact the Company's financial position, cash flow, results of operations, and reputation, regardless of the specific outcome.

Force Majeure

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company, including prices on world markets, labor unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

Uncertainty of Use of Proceeds

Although the Company has set out its intended use of proceeds in this Prospectus, these intended uses are estimates only and subject to change. While management does not contemplate any material variation, management does retain broad discretion in the application of such proceeds. The failure by the Company to apply these funds effectively could have a material adverse effect on the Company's business, including the Company's ability to achieve its stated business objectives.

Competition

The development of Amazon software services is highly competitive. The level of competition has increased in recent years, and larger software providers have established a significant market share. Some of the Company's competitors are large technology companies that have significantly greater financial, technical, marketing and other resources; may be able to devote greater resources to the development, promotion, sale and support of their products and services; may have more extensive customer bases and broader customer relationships; and, may have longer operating histories and more brand recognition. In some cases, these companies may choose to offer their services at lower prices or rates in response to new competitors entering the market. The Company's competitors may develop or offer services that have price or other advantages over the services the Company provides or may provide in the future. In competing with such companies, the Company may be unable to establish demand for its services, which could adversely affect the establishment of its operations.

Security and Fraud

The Company's operations may involve the storage and transmission of customer or user data, and security incidents could result in unauthorized access to, the loss of, or unauthorized disclosure of such information. Although the Company has what it deems to be sufficient security around its system to prevent unauthorized access, it must ensure that it continually enhances security and fraud protection, and if the Company is unable to do so, it may become subject to liability for privacy breaches or consequences that result from any unanticipated incident. As a result of advances in computer capabilities, new discoveries in the field of cryptography or other developments, a compromise or breach of the Company's security precautions may occur.

The techniques used to obtain unauthorized, improper or illegal access to the Company's systems, its data or its customers' or users'

data and to sabotage its system are constantly evolving and may be difficult to detect quickly. An information breach in the Company's system and loss of confidential information could have a longer and more significant impact on its business operations than a hardware failure. A compromise in its security system could severely harm its business by the loss of its customers' or users' confidence in the Company and thus the loss of their business. The Company may be required to spend significant funds and other resources to protect against the threat of security breaches or to alleviate problems caused by these breaches. However, protection may not be available at a reasonable price, or at all. Any failure to adequately comply with necessary protective measures could result in fees, penalties and/or litigation. Concerns regarding technology security and the privacy of users may also inhibit the growth of the Internet and business relying on the Internet, including the Company's business. This may result in a reduction in revenues and increase the Company's operating expenses, which would prevent it from achieving profitability.

Requirement to Attract and Retain Users

The Company's success will depend on its ability to attract users to its software and services. No assurance can be given that the Company will be able to procure a sufficient number of users to its software to reach profitability or continue offering its services.

Reliance on Development and Maintenance of the Internet Infrastructure

The success of the Company's software and services will depend largely on the development and maintenance of the Internet infrastructure. This includes maintenance of a reliable network backbone with the necessary speed, data capacity, and security, as well as timely development of complementary products, for providing reliable Internet access and services. The Internet has experienced, and is likely to continue to experience, significant growth in the numbers of users and amount of traffic. The Internet infrastructure may be unable to support such demands. In addition, increasing numbers of users, increasing bandwidth requirements, or problems caused by "viruses," "worms," and similar programs may harm the performance of the Internet. The backbone computers of the Internet have been the targets of such programs. The Internet has experienced a variety of outages and other delays as a result of damage to portions of its infrastructure, and it could face outages and delays in the future. These outages and delays could reduce the level of Internet usage generally as well as the level of usage of the Company's services and reduce its revenues.

Risks Related to Potential Undetected Errors in the Company's Software

The Company's software could contain undetected errors or "bugs" that could adversely affect its performance. The occurrence of errors if any may cause the Company to lose market share, damage its reputation and brand name, and reduce its revenues.

Compliance with Applicable Laws and Regulations

The Company and its customers are or may be subject to numerous regulations that affect the technology industry. Regulation and proposed regulation of the technology industry has increased significantly in recent years, and failure to comply with such rules and regulations may have a negative adverse effect on the Company's business and operations. The Company is or may be subject to regulations related to privacy, data use and security in the jurisdictions in which it does business, and consumer protection laws, among others. For example, in Canada, the Company is subject to the Canadian Personal Information Protections and Electronic Documents Act and in British Columbia, the Company is subject to the Canadian federal Personal Information Protection Act ("PIPA"). PIPA describes how all private sector organizations must handle the personal information of the public (the Company's users). Under PIPA, businesses are made accountable for the personal information under their control. Businesses must, among other things, limit the collection of personal information to that which is necessary for their purposes, protect the privacy of any personal information under their control, designate a privacy officer for the company, establish procedures to handle privacy complaints or inquiries, obtain consent from an individual before the business collects, use or disclose his or her personal information, and only use or disclose personal information for reasonable purposes that are appropriate in the circumstances and for the purpose according to which the personal information was collected.

In recent years, there has been heightened legislative and regulatory focus on data security, including requiring consumer notification in the event of a data breach. Regulation of privacy, data use and security may materially increase the Company's costs and its customers' costs and may decrease the number of customers that use its services which could materially and adversely affect its profitability. The Company's failure, or the failure of its customers, to comply with the privacy, data use and security laws and regulations, and any other regulations to which the Company is or becomes subject to, could result in fines, sanctions and damage to its reputation.

Offering Risks

Currently, there is no public market for the Shares and there can be no assurance that an active market for the Shares will develop or be sustained after the Listing Date. If an active public market for the Shares does not develop, the liquidity of an investor's

investment may be limited and the share price may decline below the price paid for the Shares by such investor.

There is no market through which the Shares may be sold and purchasers may not be able to resell their Shares. This may affect the pricing of the Shares in the secondary market, the transparency and availability of trading prices, the liquidity of the Shares, and the extent of issuer regulation.

The market price of publicly traded shares is affected by many variables not directly related to the success of the Company. These variables include macroeconomic developments in North America and globally, market perceptions of the attractiveness of particular industries, changes in commodity prices, currency exchange fluctuation and the extent of analytical coverage available to investors concerning the business of the Company.

In recent years, the securities markets have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those in the development stage, has experienced wide fluctuations which have not necessarily been related to operating performance, underlying asset values or prospects of such companies. There can be no assurance that such fluctuations will not affect the price of the Company's common shares.

Conflicts of Interest

Certain directors and officers of the Company are, and may continue to be, involved in the technology industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. In particular, the CEO and CFO of the Company will only be devoting 50% and 25% of their time, respectively, to the business and affairs of the Company. Situations may arise in connection with potential acquisitions or investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to and will follow the procedures set out in applicable corporate and securities legislation, regulations, rules and policies.

Dividends

The Company has not declared or paid any dividends on its common shares and does not currently have a policy on the payment of dividends. For the foreseeable future, the Company anticipates that it will retain future earnings and other cash resources for the operation and developments of its business. The payment of any future dividends will depend upon earnings and the Company's financial condition, current and anticipated cash needs and such other factors as the directors of the Company consider appropriate.

Litigation

The Company and/or its directors and officers may be subject to a variety of civil or other legal proceedings, with or without merit. From time to time in the ordinary course of its business, the Company may become involved in various legal proceedings, including commercial, employment and other litigation and claims, as well as governmental and other regulatory investigations and proceedings. Such matters can be time-consuming, divert management's attention and resources and cause the Company to incur significant expenses. Furthermore, because litigation is inherently unpredictable, the results of any such actions may have a material adverse effect on the Company's business, operating results or financial condition.

CERTAIN FEDERAL INCOME TAX CONSIDERATIONS

The Company encourages each security holder to consult with its own tax or professional advisor to understand the tax considerations generally applicable with purchasing or owning the Company's securities.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

The Company was not previously a party to, or the subject of, any legal proceeding nor is the Company currently party to any material legal proceeding or contemplating any legal proceedings which are material to its business. From time to time, however, the Company may be subject to various claims and legal actions arising in the ordinary course of business. Management of the Company is not currently aware of any legal proceedings contemplated against the Company.

Regulatory Actions

From incorporation to the date of this Prospectus, management knows of no:

- (a) penalties or sanctions imposed against the Company by a court relating to provincial and territorial securities legislation or by a securities regulatory authority;
- (b) other penalties or sanctions imposed by a court or regulatory body against the Company necessary for the Prospectus to contain full, true and plain disclosure of all material facts relating to the securities being distributed; and
- (c) settlement agreements the Company entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed below, no director, executive officer of the Company, or any shareholder beneficially holding or controlling, directly or indirectly, more than 10% of the issued and outstanding common shares of the Company, or any of their respective associates or affiliates, had any material direct or indirect interest in any transaction within the three years preceding the date of this Prospectus which has materially affected or would materially affect the Company.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditor of the Company is Charles Sung, of CAN Partners LLP, 405-7030 Woodbine Ave, Markham, ON, L3R 6G2.

The registrar and transfer agent for the Company's common shares is Integral Transfer Agency, 401 Bay Street, Suite 2702, Toronto, Ontario M5H2Y4. The Company and Integral Transfer Agency have entered into an agreement (the "Transfer Agency and Registrarship Agreement") governing their respective rights and duties pertaining to this relationship.

MATERIAL CONTRACTS

The only material contracts entered into by the Company within the period from incorporation until the date of this Prospectus, other than contracts entered into in the ordinary course of business, are as follows:

- The Software Purchase Agreement with Zon Pages LLC dated September 17, 2021. See "HISTORY of the Business"
- The Draft of Escrow Agreement. See "Escrowed Securities".
- Special Warrant Private Placement Subscription Agreement

Copies of the material contracts will be available under the Company's profile at www.sedar.com upon the issuance of the final receipt for this Prospectus.

EXPERTS

Names and the Interest of Experts

The following are persons or companies whose profession or business gives authority to a statement made in this Prospectus as having prepared or certified a part of that document, report, or valuation described in this Prospectus:

Charles Sung, of CAN Partners LLP is the auditor of the Company, who prepared the audit report on the Company's financial statements included in and forming part of this Prospectus; and

None of the aforementioned persons, or any director, officer, employee or partner thereof, as applicable, received or has received a direct or indirect interest in the Company's property or the property of any associate or affiliate of the Company. As at the date hereof the aforementioned persons, and the directors, officers, employees and partners, as applicable, of each of the aforementioned companies and partnerships, do not beneficially own, directly or indirectly, any securities of the Company.

None of the aforementioned persons, nor any director, officer, employee or partner, as applicable, of the aforementioned companies or partnerships, is currently expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associate or affiliate of the Company.

The Company's auditors Charles Sung, of CAN Partners LLP, have confirmed that they are independent from the Company in accordance with the Code of Professional Conduct of the Chartered Professional Accountants.

OTHER MATERIAL FACTS

There are no material facts relating to the Company or the Prospectus other than as disclosed herein.

STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces in Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of such purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

FINANCIAL STATEMENTS

FINANCIAL STATEMENTS OF CLARA CAPITAL CORP.

Financial statements for the year ended May 31, 2022 audit reports thereon

CLARA CAPITAL CORP.

FINANCIAL STATEMENTS

(Expressed in Canadian dollars)

**For the Year Ended May 31, 2022 and
Period from Incorporation on April 15, 2021 to May 31, 2021**



INDEPENDENT AUDITORS' REPORT

To the Shareholders of Clara Capital Corp.:

Opinion

We have audited the financial statements of Clara Capital Corp. (the “Company”), which comprise the statement of financial position as at May 31, 2022 and 2021, and the statements of loss and comprehensive loss, statements of shareholders’ equity, and cash flows for the year ended May 31, 2022 and the period from April 15, 2021 (date of incorporation) to May 31, 2021, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at May 31, 2022 and 2021, and its financial performance and its cash flows for the year ended May 31, 2022 and the period from April 15, 2021 (date of incorporation) to May 31, 2021 in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has no operating income, it has incurred a comprehensive loss of \$13,389 and negative cash flow from continuing operating activities of \$389 during the year ended May 31, 2022 and it had a deficit of \$13,423. As stated in Note 1, these events or conditions, along with other matters indicate that a material uncertainty exists that may cast significant doubt on the Company’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of

accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with CAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

CAN Partners LLP

Markham, Ontario
August 31, 2022

**Chartered Professional Accountants
Licensed Public Accountants**

CLARA CAPITAL CORP.
STATEMENTS OF FINANCIAL POSITION
(EXPRESSED IN CANADIAN DOLLARS)

	<u>May 31, 2022</u>	<u>May 31, 2021</u>
ASSETS		
Current Assets		
Cash	\$ 159,172	\$ 38,966
Total Current Assets	<u>159,172</u>	<u>38,966</u>
Intangible asset, net (Note 7)	<u>182,000</u>	<u>-</u>
Total Assets	<u>\$ 341,172</u>	<u>\$ 38,966</u>
SHAREHOLDERS' EQUITY		
Share Capital (Note 3)	\$ 39,000	\$ 39,000
Warrants (Note 4)	315,595	-
Deficit	<u>(13,423)</u>	<u>(34)</u>
Total Shareholders' Equity	<u>(341,172)</u>	<u>38,966</u>
Total Liabilities and Shareholders' Equity	<u>\$ 341,172</u>	<u>\$ 38,966</u>

Nature of operations and going concern (Note 1)

Approved on behalf of the Board:

(signed) "George Kovalyov"

(signed) "Oleksandr Havrylov"

The accompanying notes are an integral part of these financial statements

CLARA CAPITAL CORP.
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(EXPRESSED IN CANADIAN DOLLARS)

	Year ended May 31, 2022	Period from incorporation (April 15, 2021) to May 31, 2021
Income		
Interest income	\$ 11	\$ -
Total Income	11	-
Expenses		
Amortization (Note 7)	13,000	-
Bank charges	400	34
Total Expenses	13,400	34
Loss before income tax	(13,389)	(34)
Income tax (expense) recovery	-	-
Net loss for the period	\$ (13,389)	\$ (34)
Net loss and comprehensive loss for the period	\$ (13,389)	\$ (34)

The accompanying notes are an integral part of these financial statements

CLARA CAPITAL CORP.
STATEMENT OF SHAREHOLDERS' EQUITY
(EXPRESSED IN CANADIAN DOLLARS)
FOR THE YEAR ENDED MAY 31, 2022 AND
PERIOD FROM INCORPORATION ON APRIL 15, 2021 TO MAY 31, 2021

	Number of Shares	Share Capital	Warrants	Deficit	Total
Balance, April 15, 2021	-	\$ -	\$ -	\$ -	\$ -
Shares issued for cash (Note 3)	3,900,000	39,000	-	-	39,000
Loss for the period	-	-	-	(34)	(34)
Balance, May 31, 2021	3,900,000	\$ 39,000	\$ -	\$ (34)	\$ 38,966
Issuance of warrants (Note 4)	-	-	315,595	-	315,595
Loss for the period	-	-	-	(13,389)	(13,389)
Balance, May 31, 2022	3,900,000	\$ 39,000	\$ 315,595	\$ (13,423)	\$ 341,172

The accompanying notes are an integral part of these financial statements

CLARA CAPITAL CORP.
STATEMENTS OF CASH FLOW
(EXPRESSED IN CANADIAN DOLLARS)

	Year ended May 31, 2022	Period from Incorporation (April 15, 2021) to May 31, 2021
Cash and cash equivalents (used in) provided by:		
OPERATING ACTIVITIES		
Net Loss for the period	\$ (13,389)	\$ (34)
Amortization	13,000	-
Total Operating Activities	(389)	(34)
INVESTING ACTIVITIES		
Acquisition of intangible asset	(195,000)	-
Total Investing Activities	(195,000)	-
FINANCING ACTIVITIES		
Proceeds from warrants issuance (Note 4)	315,595	-
Proceeds from share issuance (Note 3)	-	39,000
Total Financing Activities	315,595	39,000
Change in cash during the period	120,206	38,966
Cash, beginning of the period	38,966	-
Cash, end of the period	\$ 159,172	\$ 38,966

The accompanying notes are an integral part of these financial statements

CLARA CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
(EXPRESSED IN CANADIAN DOLLARS)

For the Year ended May 31, 2022 and
Period from Incorporation on April 15, 2021 to May 31, 2021

1. Nature of Operations and Going Concern

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.

These 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 no operating income. The Company had a deficit of \$13,423 as of May 31, 2022. 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 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.

COVID-19

The outbreak of the novel strain of the coronavirus, specifically identified as the COVID-19 pandemic, has caused governments worldwide to enact emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. At this time, it is not possible to reliably determine the impact this will have on the Company’s financial position and operating results.

2. Significant Accounting Policies

Basis of Preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

These financial statements were authorized for issue by the Board of Directors on August 31, 2022.

Basis of Measurement

These 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 financial statements have been prepared using the accrual basis of accounting except for cash flow information.

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 financial statements are presented in Canadian dollars, which is also the functional currency of the Company.

2. Significant Accounting Policies (continued)

Financial instruments

Financial assets

The Company classifies its financial assets in the following categories: at fair value through profit and loss (“FVTPL”), at fair value through other comprehensive loss (“FVTOCI”) or at amortized cost. The determination of the classification of financial assets is made at initial recognition. Equity instruments that are held for trading (including all equity derivative instruments) are classified as FVTPL; for other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI.

The Company’s accounting policy for each of the categories is as follows:

Financial assets at FVTPL: Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets held at FVTPL are included in profit or loss.

Financial assets at FVTOCI: Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive (loss) income in which they arise.

Derecognition

A financial asset is derecognized when the contractual rights to the cash flows from the asset expire, or the Company no longer retains substantially all the risks and rewards of ownership.

Impairment of financial assets

The Company uses a simplified approach, as per IFRS 9, to assess impairment, which requires the expected lifetime loss to be recognized at the time of initial recognition of the financial assets. An impairment loss is reversed in subsequent periods if the amount of the expected loss decreases and the decrease can be tied to an event occurring after the initial impairment was recognized.

Financial liabilities are designed as either: FVTPL or amortized costs. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expires with any gain or loss recognized in other income or expense in the statement of loss.

Provisions

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

The Company has classified its financial instruments as follows:

Cash: FVTPL

Income Taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income tax is recognized in equity or other comprehensive income.

2. Significant Accounting Policies (continued)

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted, or substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous years. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to offset the amounts, and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized on temporary differences arising from the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which deductible temporary differences can be utilized.

Deferred tax is calculated using the tax rates expected to apply in the periods in which the assets will be realized or the liabilities settled, based on tax rates and laws enacted, or substantively enacted, by the reporting date. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Finite-lived Intangible Assets

Certain costs incurred in connection with the acquisition and development of software are capitalized to intangible assets. Intangible assets are recorded at cost, which consists of directly attributable costs necessary to create such intangible assets, less accumulated amortization and accumulated impairment losses, if any. The costs mainly include the salaries paid to the software developers and consulting fees. These costs are recognized as intangible assets when the following criteria are met:

- It is technically feasible to complete the software product so that it will be available for use;
- Management intends to complete the software product;
- It can be demonstrated how the software product will generate future economic benefits;
- Adequate technical, financial, and other resources to complete the development and to use or sell the software products are available; and
- The expenditure attributable to the software product during its development can be reliably measured.

Intangible assets include marketing related, technology based intangible assets acquired through acquisitions and internally generated intangibles. Intangible assets with finite useful lives are amortized over their estimated useful lives using straight-line amortization methods. The intangible assets are amortized over five years.

Impairment of Long-Lived Assets

Long-lived assets, including property and equipment and intangible assets are reviewed for impairment at each reporting date or whenever events or changes in circumstances indicate that the carrying amount of an asset exceeds its recoverable amount. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the cash-generating unit, or "CGU"). The recoverable amount of an asset or a CGU is the higher of its fair value, less costs of disposal, and its value in use. If the carrying amount of an asset exceeds its recoverable amount, an impairment charge is recognized immediately in consolidated statements of loss and comprehensive loss equal to the amount by which the carrying amount exceeds the recoverable amount. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the lesser of the revised estimate of recoverable amount, and the carrying amount that would have been recorded had no impairment loss been recognized previously.

2. Significant Accounting Policies (continued)

Share Capital

Equity instruments are contracts that give a residual interest in the net assets of the Company. Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset.

The Company's common shares and warrants, are classified as equity instruments. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from proceeds.

Warrants

Proceeds from unit placements are allocated between shares and warrants issued according to their relative fair value. The relative fair value of the share component is credited to share capital and the relative fair value of the warrant component is credited to warrant reserve. Upon exercise of the warrants, consideration paid by the warrant holder together with the amount previously recognized in the warrant reserve account is recorded as an increase to share capital. For those warrants that expire unexercised, the recorded fair value is transferred from warrant reserve to deficit.

Significant Judgements, Estimates and Assumptions

The preparation of these 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

3. Share Capital

a) AUTHORIZED

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

b) ISSUED

During the period ended May 31, 2021, the Company issued 3,900,000 common shares of the Company at a price of \$0.01 per share for gross proceeds of \$39,000. The Company did not incur share issue costs.

4. Warrants

The Company issued special warrants which entitle the holder to acquire, for no additional consideration, one common share unit from the date that the Company's shares commence trading on a recognized stock exchange. The special warrant is exercisable by the recognized holder at any time after the closing date of this offering for no additional consideration and are deemed to be exercised on the day following the closing and the third business day after a receipt is issued for a prospectus by the security regulatory authorities in each of the provinces of Canada where the special warrants are sold qualifying the common shares to be issued upon the exercise or deemed exercise of the special warrants.

Between June 2021 and August 2021, the Company issued 9,950,000 special warrants of the Company at a price of \$0.02 per share for gross proceeds of \$199,000.

Between August 2021 and October 2021, the Company issued 714,900 special warrants of the Company at a price of \$0.05 per share for gross proceeds of \$35,745.

Between October 2021 and May 2022, the Company issued 808,500 special warrants of the Company at a price of \$0.10 per share for gross proceeds of \$80,850

For the year ended May 31, 2022						
Opening Balance	During the Year		Closing Balance	Expiration Date - see explanatory note above	Exercise Price - see explanatory note above	
	Issued	Exercised				
-	9,950,000	-	9,950,000	N/A	-	
-	714,900	-	714,900	N/A	-	
-	808,500	-	808,500	N/A	-	
-	11,473,400	-	11,473,400		-	

5. Financial Instruments

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:

- Level 1- quoted prices (unadjusted) in active markets for identical assets or liabilities;
- 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
- 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.

6. Financial Risk Management

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.

6. Financial Risk Management (continued)

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.

Market Risks

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.

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 year. The Company is not subject to externally imposed capital requirements.

7. 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:

	<u>Software</u>
	<u>\$</u>
Balance at April 15, 2021 (date of incorporation)	-
Additions	-
Balance at May 31, 2021	-
Acquisition of software	195,000
Balance at May 31, 2022	<u>195,000</u>
Balance at April 15, 2021 (date of incorporation)	-
Amortization	-
Balance at May 31, 2021	-
Amortization	13,000
Balance at May 31, 2022	<u>13,000</u>
Carrying amount	
Balance at May 31, 2022	<u>182,000</u>

8. Income Taxes

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	2022	2021
Loss for the period	\$ (13,423)	\$ (34)
Expected income tax (recovery) (27%)	\$ (3,624)	\$ (8)
Change in unrecognized deductible temporary differences	3,624	8
Total income tax expense (recovery)	\$ -	\$ -

The significant components of the Company's deferred tax assets that have not been included on the statement of financial position are as follows:

	2022	2021
Deferred tax assets (liabilities)	3,624	8
Non-capital losses available for future period	3,624	8
Unrecognized deferred tax assets	(3,624)	(8)
Net deferred tax assets	\$ -	\$ -

Tax attributes are subject to review, and potential adjustment, by tax authorities.

Non-capital Losses Carried Forward

As at May 31, 2022, the Company has approximately \$3,624 of non-capital income tax losses available to be carried forward against future taxable income. These non-capital income tax losses will expire May 31, 2042.

CLARA CAPITAL CORP.
AUDITED FINANCIAL STATEMENTS
(Expressed in Canadian dollars)
For the Years Ended May 31, 2023 and 2022



INDEPENDENT AUDITORS' REPORT

To the Shareholders of Clara Capital Corp.:

Opinion

We have audited the financial statements of Clara Capital Corp. (the “Company”), which comprise the statements of financial position as at May 31, 2023 and 2022, and the statements of loss and comprehensive loss, statements of shareholders’ equity, and cash flows for the years ended May 31, 2023 and 2022, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at May 31, 2023 and 2022, and its financial performance and its cash flows for the years ended May 31, 2023 and 2022 in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the Company has limited operating income, it has incurred a comprehensive loss of \$79,047 and negative cash flow from continuing operating activities of \$22,811 during the year ended May 31, 2023 and it had a deficit of \$92,470. As stated in Note 1, these events or conditions, along with other matters indicate that a material uncertainty exists that may cast significant doubt on the Company’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with CAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

CAN Partners LLP

Markham, Ontario
July 21, 2023

**Chartered Professional Accountants
Licensed Public Accountants**

CLARA CAPITAL CORP.
STATEMENTS OF FINANCIAL POSITION
(EXPRESSED IN CANADIAN DOLLARS)

	May 31, 2023	May 31, 2022
ASSETS		
Current Assets		
Cash	\$ 278,161	\$ 159,172
Total Current Assets	278,161	159,172
Intangible Assets, Net (Note 7)	143,000	182,000
Total Assets	\$ 421,161	\$ 341,172
LIABILITIES		
Current Liabilities		
Deferred Revenue	\$ 11,236	\$ -
Accounts Payable	6,000	-
Due to Related Party (Note 8)	1,800	-
Total Current Liabilities	19,036	-
Loans from Related Parties (Note 8)	140,000	-
Total Liabilities	159,036	-
SHAREHOLDERS' EQUITY		
Share Capital (Note 3)	\$ 39,000	\$ 39,000
Warrants (Note 4)	315,595	315,595
Deficit	(92,470)	(13,423)
Total Shareholders' Equity	262,125	(341,172)
Total Liabilities and Shareholders' Equity	\$ 421,161	\$ 341,172

Nature of operations and going concern (Note 1)

Approved on behalf of the Board:

(signed) "George Kovalyov"

(signed) "Oleksandr Havrylov"

The accompanying notes are an integral part of these financial statements

CLARA CAPITAL CORP.
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(EXPRESSED IN CANADIAN DOLLARS)

	Year ended May 31, 2023	Year ended May 31, 2022
Income		
Consulting Services	\$ 28,699	\$ -
Subscriptions	11,890	-
Other	-	11
Total Income	40,589	11
Expenses		
Amortization (Note 7)	39,000	13,000
Bank Charges	487	400
Project consulting	51,772	-
Director Fees	6,000	-
Professional Fees	22,377	-
Total Expenses	119,636	13,400
Loss before income tax	(79,047)	(13,389)
Income tax (expense) recovery	-	-
Net loss for the period	\$ (79,047)	\$ (13,389)
<hr style="border: 1px solid black;"/>		
Net loss and comprehensive loss for the period	\$ (79,047)	\$ (13,389)
Loss per share – basic and diluted	\$ (0.02)	\$ (0.00)
Weighted average common shares outstanding	3,900,000	3,900,000

The accompanying notes are an integral part of these financial statements

CLARA CAPITAL CORP.
STATEMENT OF SHAREHOLDERS' EQUITY
(EXPRESSED IN CANADIAN DOLLARS)
FOR THE YEARS ENDED MAY 31, 2023 AND 2022

	Number of Shares	Share Capital	Warrants	Deficit	Total
Balance, May 31, 2021	3,900,000	\$ 39,000	\$ -	\$ (34)	\$ 38,966
Issuance of warrants (Note 4)	-	-	315,595	-	315,595
Loss for the year	-	-	-	(13,389)	(13,389)
Balance, May 31, 2022	3,900,000	\$ 39,000	\$ 315,595	\$ (13,423)	\$ 341,172
Loss for the year	-	-	-	(79,047)	(79,047)
Balance, May 31, 2023	3,900,000	\$ 39,000	\$ 315,595	\$ (92,470)	\$ 262,125

The accompanying notes are an integral part of these financial statements

CLARA CAPITAL CORP.
STATEMENTS OF CASH FLOW
(EXPRESSED IN CANADIAN DOLLARS)

	Year ended May 31, 2023	Year ended May 31, 2022
Cash and cash equivalents (used in) provided by:		
OPERATING ACTIVITIES		
Net Loss for the period	\$ (79,047)	\$ (13,389)
Amortization	39,000	13,000
Change in Deferred Revenue	11,236	-
Change in Accounts Payable	6,000	-
Total Operating Activities	(22,811)	(389)
INVESTING ACTIVITIES		
Software costs	-	(195,000)
Total Investing Activities	-	(195,000)
FINANCING ACTIVITIES		
Proceeds from Warrants Issue		315,595
Due from Related Party	1,800	-
Loans from Related Parties	140,000	-
Total Financing Activities	141,800	315,595
Change in cash during the period	118,989	120,206
Cash, beginning of the period	159,172	38,966
Cash, end of the period	\$ 278,161	\$ 159,172

The accompanying notes are an integral part of these financial statements

CLARA CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
(EXPRESSED IN CANADIAN DOLLARS)
FOR THE YEARS ENDED MAY 31, 2023 AND 2022

1. Nature of Operations and Going Concern

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.

These 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 had an accumulated deficit of \$92,470 and \$13,423 as of May 31, 2023 and 2022, respectively. 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 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.

2. Significant Accounting Policies

Basis of Preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These financial statements were approved by the Board of Directors on July 21, 2023.

Basis of Measurement

These financial statements have been prepared on a historical cost basis. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

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 financial statements are presented in Canadian dollars, which is also the functional currency of the Company.

2. Significant Accounting Policies (continued)

Financial instruments

Financial assets

The Company classifies its financial assets in the following categories: at fair value through profit and loss (“FVTPL”), at fair value through other comprehensive loss (“FVTOCI”) or at amortized cost. The determination of the classification of financial assets is made at initial recognition. Equity instruments that are held for trading (including all equity derivative instruments) are classified as FVTPL; for other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI.

The Company’s accounting policy for each of the categories is as follows:

Financial assets at FVTPL: Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets held at FVTPL are included in profit or loss.

Financial assets at FVTOCI: Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive (loss) income in which they arise.

Derecognition

A financial asset is derecognized when the contractual rights to the cash flows from the asset expire, or the Company no longer retains substantially all the risks and rewards of ownership.

Impairment of financial assets

The Company uses a simplified approach, as per IFRS 9, to assess impairment, which requires the expected lifetime loss to be recognized at the time of initial recognition of the financial assets. An impairment loss is reversed in subsequent periods if the amount of the expected loss decreases and the decrease can be tied to an event occurring after the initial impairment was recognized.

Financial liabilities are designed as either: FVTPL or amortized costs. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expires with any gain or loss recognized in other income or expense in the statement of loss.

Provisions

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

The Company has classified its financial instruments as follows:

Cash: FVTPL

Accounts payable and accrued liabilities; Due to Related Party, Loans from related parties: Amortized cost

2. Significant Accounting Policies (continued)

Revenue Recognition and Deferred Revenue

The Company generates revenue through the sale of a monthly or yearly subscription fee for its Amazon store management software. Additionally, the Company offers consulting services to help Amazon sellers optimize their store using the software. These consulting services can be offered on a per-project or hourly basis.

The Company adopted IFRS 15, Revenues from contracts with Customers. Revenue is measured based on the consideration specified in a contract with a customer. The Company recognizes revenue when it transfers control over a product or service to a customer.

Clara Capital Corp. follows the five-step model in IFRS 15 to recognize revenues:

1. Identify the contract with customers
2. Identify the performance obligation in the contract
3. Determine the transaction price
4. Allocate the transaction price to performance obligations in the contract
5. Recognize revenue when the Company satisfies a performance obligation

Subscription Arrangements:

Subscription revenue arrangements are derived through the Company's website. Subscription payment refers to revenue that a client pays in advance for a certain period of time.

Revenues associated with the sale of subscriptions are deferred until the subscription service is recognized ratably over the subscription period as the performance obligations are satisfied.

Consulting Services:

Revenues from consulting services are recognized when the services are provided.

Income Taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income tax is recognized in equity or other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted, or substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous years. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to offset the amounts, and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized on temporary differences arising from the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which deductible temporary differences can be utilized.

Deferred tax is calculated using the tax rates expected to apply in the periods in which the assets will be realized or the liabilities settled, based on tax rates and laws enacted, or substantively enacted, by the reporting date. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

2. Significant Accounting Policies (continued)

Finite-lived Intangible Assets

Certain costs incurred in connection with the acquisition and development of software are capitalized to intangible assets. Intangible assets are recorded at cost, which consists of directly attributable costs necessary to create such intangible assets, less accumulated amortization and accumulated impairment losses, if any. The costs mainly include the salaries paid to the software developers and consulting fees. These costs are recognized as intangible assets when the following criteria are met:

- It is technically feasible to complete the software product so that it will be available for use;
- Management intends to complete the software product;
- It can be demonstrated how the software product will generate future economic benefits;
- Adequate technical, financial, and other resources to complete the development and to use or sell the software products are available; and
- The expenditure attributable to the software product during its development can be reliably measured.

Intangible assets include marketing related, technology based intangible assets acquired through acquisitions and internally generated intangibles. Intangible assets with finite useful lives are amortized over their estimated useful lives using straight-line amortization methods. The intangible assets are amortized over five years.

Impairment of Long-Lived Assets

Long-lived assets, including property and equipment and intangible assets are reviewed for impairment at each reporting date or whenever events or changes in circumstances indicate that the carrying amount of an asset exceeds its recoverable amount. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the cash-generating unit, or "CGU"). The recoverable amount of an asset or a CGU is the higher of its fair value, less costs of disposal, and its value in use. If the carrying amount of an asset exceeds its recoverable amount, an impairment charge is recognized immediately in consolidated statements of loss and comprehensive loss equal to the amount by which the carrying amount exceeds the recoverable amount. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the lesser of the revised estimate of recoverable amount, and the carrying amount that would have been recorded had no impairment loss been recognized previously.

Share Capital

Equity instruments are contracts that give a residual interest in the net assets of the Company. Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset.

The Company's common shares and warrants, are classified as equity instruments. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from proceeds.

Warrants

Proceeds from unit placements are allocated between shares and warrants issued according to their relative fair value. The relative fair value of the share component is credited to share capital and the relative fair value of the warrant component is credited to warrant reserve. Upon exercise of the warrants, consideration paid by the warrant holder together with the amount previously recognized in the warrant reserve account is recorded as an increase to share capital. For those warrants that expire unexercised, the recorded fair value is transferred from warrant reserve to deficit.

2. Significant Accounting Policies (continued)

Earnings (Loss) Per Share

Basic earnings (loss) per share is computed by dividing the net loss applicable by the weighted average number of common shares outstanding during the reporting period. Diluted earnings (loss) per share is computed by dividing the net loss by the sum of the weighted average number of common shares issued and outstanding during the reporting period and all additional common shares for the assumed exercise of stock options and warrants outstanding for the reporting period, if dilutive. The treasury stock method is used for the assumed proceeds upon the exercise of stock options and warrants that are used to purchase common shares at the average market price during the reporting period.

Significant Judgements, Estimates and Assumptions

The preparation of these 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

3. Share Capital

c) AUTHORIZED

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

d) ISSUED

As of May 31, 2023 and 2022, the Company had 3,900,000 common shares issued and outstanding at a price of \$0.01 per share for gross proceeds of \$39,000. The Company did not incur share issue costs.

4. Warrants

The Company issued special warrants which entitle the holder to acquire, for no additional consideration, one common share unit from the date that the Company's shares commence trading on a recognized stock exchange. The special warrant is exercisable by the recognized holder at any time after the closing date of this offering for no additional consideration and are deemed to be exercised on the day following the closing and the third business day after a receipt is issued for a prospectus by the security regulatory authorities in each of the provinces of Canada where the special warrants are sold qualifying the common shares to be issued upon the exercise or deemed exercise of the special warrants. No terms of repurchase of the special warrants or refund of proceeds were provided.

4. Warrants (continued)

Between June 2021 and August 2021, the Company issued 9,950,000 special warrants of the Company at a price of \$0.02 per share for gross proceeds of \$199,000.

Between August 2021 and October 2021, the Company issued 714,900 special warrants of the Company at a price of \$0.05 per share for gross proceeds of \$35,745.

Between October 2021 and May 2022, the Company issued 808,500 special warrants of the Company at a price of \$0.10 per share for gross proceeds of \$80,850.

For the year ended May 31, 2022

Opening Balance	During the Year		Closing Balance	Expiration Date – see explanatory note above	Exercise Price – see explanatory note above
	Issued	Exercised			
-	9,950,000	-	9,950,000	N/a	-
-	714,900	-	714,900	N/a	-
-	808,500	-	808,500	N/a	-
-	11,473,400	-	11,473,400		-

For the year ended May 31, 2023

Opening Balance	During the Year		Closing Balance	Expiration Date – see explanatory note above	Exercise Price – see explanatory note above
	Issued	Exercised			
9,950,000	-	-	9,950,000	N/a	-
714,900	-	-	714,900	N/a	-
808,500	-	-	808,500	N/a	-
11,473,400	-	-	11,473,400		-

5. 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 May 31, 2023 and 2022, 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:

- d. Level 1- quoted prices (unadjusted) in active markets for identical assets or liabilities;
- e. 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
- f. 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.

6. Financial Risk Management

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.

6. Financial Risk Management (continued)

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.

Market Risks

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.

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 year. The Company is not subject to externally imposed capital requirements.

7. 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:

	Software
	\$
Balance at May 31, 2021	-
Acquisition of Software	195,000
Balance at May 31, 2022	195,000
Balance at May 31, 2023	195,000
Balance at May 31, 2021	-
Amortization	13,000
Balance at May 31, 2022	13,000
Amortization	39,000
Balance at May 31, 2023	52,000
Carrying amount	
Balance at May 31, 2022	182,000
Balance at May 31, 2023	143,000

8. Related Party Transactions

As of May 31, 2023, the Company owed \$1,800 to an Officer of the Company. The amount owing is unsecured, non-interest bearing, and due on demand.

During the year ended May 31, 2023, 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.

9. Income Taxes

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	2023	2022
Loss for the period	\$ (79,047)	\$ (13,423)
Expected income tax (recovery) (27%)	\$ (21,343)	\$ (3,624)
Change in unrecognized deductible temporary differences	21,343	3,624
Total income tax expense (recovery)	\$ -	\$ -

The significant components of the Company's deferred tax assets that have not been included on the statement of financial position are as follows:

	2023	2022
Deferred tax assets (liabilities)	24,967	3,624
Non-capital losses available for future period	24,967	3,624
Unrecognized deferred tax assets	(24,967)	(3,624)
Net deferred tax assets	\$ -	\$ -

Tax attributes are subject to review, and potential adjustment, by tax authorities.

Non-capital Losses Carried Forward

As at May 31, 2023, the Company has approximately \$92,470 of non-capital income tax losses available to be carried forward against future taxable income. These non-capital income tax losses will expire as follows: 2042 - \$13,423; 2043 - \$79,047.

A-1

APPENDIX A

CHARTER OF THE AUDIT COMMITTEE OF CLARA CAPITAL CORP.

CLARA CAPITAL CORP.

AUDIT

COMMITTEE

CHARTER ARTICLE

1

PURPOSE

1.1 The Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Clara Capital Corp. (the “**Company**”) shall assist the Board in fulfilling its financial oversight responsibilities. The overall purpose of the Committee is to ensure that the Company’s management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements and related financial disclosure of the Company and to review the Company’s compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. In performing its duties, the Committee will maintain effective working relationships with the Board, management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each member of the Committee will obtain an understanding of the responsibilities of the Committee membership as well as the Company’s business, its operations and related risks.

ARTICLE 2

COMPOSITION, PROCEDURE, AND ORGANIZATION

2.1 The Committee shall consist of at least three members of the Board, the majority of whom are not officers or employees of the Company or of an affiliate of the Company.

2.2 All members of the Committee shall be financially literate as defined in NI 52-110 – *Audit Committees* or any successor policy.

2.3 The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.

2.4 Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.

2.5 The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.

2.6 The Committee shall have access to such officers and employees of the Company and to the Company’s external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.

2.7 Meetings of the Committee shall be conducted as follows:

- (a) the Committee shall meet at least four times annually at such times and at

such locations as maybe requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;

- (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and
- (c) management representatives may be invited to attend all meetings except private sessions with the external auditors.

2.8 The external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

ARTICLE 3 ROLES AND RESPONSIBILITIES

3.1 The overall duties and responsibilities of the Committee shall be as follows:

- (a) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and interim consolidated financial statements and related financial disclosure;
- (b) to establish and maintain a direct line of communication with the Company's external auditors and assess their performance;
- (c) to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and
- (d) to report regularly to the Board on the fulfilment of its duties and responsibilities.

3.2 The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:

- (a) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;
- (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
- (c) review the audit plan of the external auditors prior to the commencement of the audit;
- (d) to review with the external auditors, upon completion of their audit:
 - (i) contents of their report;
 - (ii) scope and quality of the audit work performed;
 - (iii) adequacy of the Company's financial and auditing personnel;
 - (iv) co-operation received from the Company's personnel during the audit;
 - (v) internal resources used;

- (vi) significant transactions outside of the normal business of the Company;
- (vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
- (viii) the non-audit services provided by the external auditors;
- (e) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles; and
- (f) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.

3.3 The duties and responsibilities of the Committee as they relate to the internal control procedures of the Company are to:

- (a) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to insurance, accounting, information services and systems and financial controls, management reporting and risk management;
- (b) review compliance under the Company's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;
- (c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and
- (d) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the external auditors have been implemented.

3.4 The Committee is also charged with the responsibility to:

- (a) review and approve the Company's annual and interim financial statements and related Management's Discussion & Analysis ("MD&A"), including the impact of unusual items and changes in accounting principles and estimates;
- (b) review and approve the financial sections of any of the following disclosed documents prepared by the Company:
 - (i) the annual report to shareholders;
 - (ii) the annual information form;
 - (iii) annual MD&A;
 - (iv) prospectuses;
 - (v) news releases discussing financial results of the Company; and
 - (vi) other public reports of a financial nature requiring approval by the Board, and report to the Board with respect thereto;

- (c) review regulatory filings and decisions as they relate to the Company's consolidated financial statements;
 - (d) review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
 - (e) review and report on the integrity of the Company's consolidated financial statements;
 - (f) review the minutes of any audit committee meeting of subsidiary companies;
 - (g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements;
 - (h) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and
 - (i) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board following each annual general meeting of shareholders.
- 3.5 Without limiting the generality of anything in this Charter, the Committee has the authority:
- (a) to engage independent counsel and other advisors as it determines necessary to carry out its duties,
 - (b) to set and pay the compensation for any advisors employed by the Committee, and
 - (c) to communicate directly with the Auditor.

ARTICLE 4 EFFECTIVE DATE

- 4.1 This Charter was implemented by the Board on July 21, 2022.

B-1

APPENDIX B

MANAGEMENT'S DISCUSSION AND ANALYSIS OF CLARA CAPITAL CORP.

CLARA CAPITAL CORP.

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE COMPANY'S
FINANCIAL CONDITION AND RESULTS OF OPERATIONS
FOR THE YEAR ENDED MAY 31, 2023 AND YEAR ENDED May 31, 2022**

FORM 51-102F1

The following Management Discussion & Analysis (“MD&A”) is intended to assist in the understanding of the trends and significant changes in the financial condition and results of operations of Clara Capital Corp. (hereinafter “Clara” or the “Company”) for the years ended May 31, 2023 and 2022. The MD&A should be read in conjunction with the audited financial statements for year ended May 31, 2022. The MD&A has been prepared effective May 31, 2022.

SCOPE OF ANALYSIS

The following is a discussion and analysis of Clara Capital Corp. The Company reports its financial results in Canadian dollars and in accordance International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

FORWARD LOOKING STATEMENTS

The information set forth in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, forward-looking statements. These statements concerning possible or assumed future results of operations of the Company are preceded by, followed by or include the words ‘believes,’ ‘expects,’ ‘anticipates,’ ‘estimates,’ ‘intends,’ ‘plans,’ ‘forecasts,’ or similar expressions. Forward-looking statements are not guarantees of future performance. These forward-looking statements are based on current expectations that involve numerous risks and uncertainties, including, but not limited to, those identified in the Risks Factors section. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements. The Company may not provide updates or revise any forward-looking statements, except those otherwise required under paragraph 5.8(2) of [NI 51-102](#), whether written or oral that may be made by or on the Company's behalf.

OVERALL PERFORMANCE

Other than as disclosed in this MD&A, the Company is not aware of any trends, uncertainties, demands, commitments or events which are reasonably likely to have a material effect upon its revenues, income from continuing operations, profitability, liquidity or capital resources, or that would cause reported financial information not necessarily to be indicative of future operating results or financial condition.

The Company anticipates that its estimated working capital of \$259,125 as of May 31, 2023, being the most recent month end, will fund operations for the next 12-month period. Management estimates that the Company will require \$50,000 for initial listing

fees. Other than the costs stated above, the Company does not anticipate incurring any other material capital expenditures during the next 12-month period.

DESCRIPTION OF SECURITIES DISTRIBUTED

No securities are being offered pursuant to this Prospectus.

Common Shares

The Company's authorized capital consists of an unlimited number of Common Shares, of which only 3,900,000 Common Shares are issued and outstanding as at the date of this Prospectus as fully paid and non-assessable. 3,900,000 common shares were issued to four Directors of the Company. Holders of the Common Shares are entitled to vote at all meetings of the holders of the Common Shares, and to participate ratably in any distribution of the Company's property or assets upon liquidation or wind-up.

The Board is authorized to issue additional Common Shares on such terms and conditions and for such consideration as the Board may deem appropriate without further security holder action.

Special Warrants

As of the date of this Prospectus, there are outstanding Special Warrants exercisable to acquire up to an aggregate of 11,473,400 Special Warrants. These Special Warrants were issued in connection with the Offering. Each Special Warrant entitles the holder thereof to acquire, upon voluntary exercise prior to, or deemed exercise on, the Deemed Exercise Date, one Share, subject to adjustment in certain circumstances, without payment of any additional consideration. See "**Plan of Distribution**".

The Company has granted to each holder of a Special Warrant a contractual right of rescission of the prospectus- exempt transaction under which the Special Warrant was initially acquired. The contractual right of rescission provides that if a holder of a Special Warrant who acquires a Share on exercise of the Special Warrant as provided for in this Prospectus is, or becomes, entitled under the securities legislation of a jurisdiction to the remedy of rescission because of the Prospectus or an amendment to the Prospectus containing a misrepresentation,

(c) the holder is entitled to rescission of both the holder's exercise of its Special Warrant and the private placement transaction under which the Special Warrant was initially acquired,

(d) the holder is entitled in connection with the rescission to a full refund of all consideration paid to the Issuer, as the case may be, on the acquisition of the Special Warrant, and

Warrants

As at the date hereof, the Company has a total of 11,473,400 Special Warrants issued and outstanding.

GENERAL BUSINESS AND DEVELOPMENT

The Corporation is a startup company providing the most sophisticated software 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. Clara Capital Corp. is intending to distribute through online its software for Amazon sellers. Furthermore the company is going to add new functional features to their software in future, to expand their services and spread them to Walmart store, EBay and other marketplaces. The company's website address - <https://zonpages.com/>

The Corporation was incorporated on April 15, 2021 under the *Business Corporations Act (British Columbia)*. The Company's head office is located at 34 - 11551 Kingfisher Drive, Richmond BC V7E3N5, Canada.

LIQUIDITY AND CAPITAL RESOURCES

As at May 31, 2023 and 2022, the Company had a cash balance of \$278,161 and \$159,172, respectively. The Company had working capital \$259,125 and \$159,172 at May 31, 2023 and 2022, respectively.

	CASH FLOWS:	
	For the years ended May 31,	
	2023	2022
Net Cash used in Operating Activities	\$(22,811)	\$(389)
Net Cash used in Investment Activities	-	(195,000)
Net Cash provided by Financing Activities	141,800	315,595
Net Change in Cash	\$118,989	\$120,206

Cash generated in operating activities was negative \$22,811 for the year ended May 31, 2023 compared to negative \$389 cash used for the year ended May 31, 2022. Operating activities were affected by net loss of \$79,047 plus amortization of \$39,600, change in deferred revenue of \$11,236 and change in accounts payable of \$6,000.

Cash used in investing activities was \$0 for the year ended May 31, 2023 as compared to \$195,000 for the year ended May 31, 2022. Investing activities in the previous year included \$195,000 of software costs.

Cash sourced by financing activities was \$141,800 for the year ended May 31, 2023 as compared to \$315,595 for the year ended May 31, 2022. Financing activities included \$1,800 of advances from related parties and \$140,000 of loans from related parties.

The continuation of the Company as a going-concern is dependent on its ability to raise additional capital or debt financing, including on reasonable terms, in order to meet business objectives towards achieving profitable business operations.

As of May 31, 2023 and 2022, the Company issued 3,900,000 shares for gross proceeds of \$39,000.

As of May 31, 2023 and 2022 the Company issued 11,473,400 special warrants for gross proceeds of \$315,595.

Upon exercise of each warrant, each special warrant will entitle the holder to one common share of the Company without payment of additional consideration. Each special warrant will be deemed to be exercised on the date that is the earlier of (i) the third business day following approval by the applicable securities commissions for listing as a publicly traded entity, or (ii) other date thereafter decide by the Board of Directors.

OUTSTANDING SHARE DATA

Authorized – Unlimited Common shares without par value; and

Issued and Outstanding as at May 31, 2023 and May 31, 2022:

15,373,400

RESULTS OF OPERATIONS

SELECTED ANNUAL INFORMATION

For the year ended May 31, 2023, the Company generated total revenue of \$40,589. For the year ended May 31, 2022 the Company's total revenue was \$11.

During the year ended May 31, 2023, the Company incurred a net loss of \$79,047. During the year ended May 31, 2022, the Company incurred a net loss of \$13,389

SUMMARY OF FINANCIAL RESULTS FOR MOST RECENTLY COMPLETED PERIODS

The following table summarizes the financial results of operations for the years ended May 31, 2023 and 2022:

	May 31, 2023	May 31, 2022
	\$	\$
Income	40,589	11
Expenses	119,636	13,400
Net loss	79,047	13,389
Loss per share - basic & diluted	(0.02)	(0.00)

RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors, close family members, other key management individuals and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

Related party transactions conducted in the normal course of operations are measured at the fair value and approved by the Board of Directors in strict adherence to conflict of interest law and regulations.

As of May 31, 2023, the Company's director, George Kovalyov, has loaned to the Company \$1,800. The amount owing is unsecured, non-interest bearing, and due on demand.

During the year ended May 31, 2023, the Company borrowed \$140,000 from the directors of the Company: \$50,000 from George Kovalyov, \$65,000 from Oleksandr Havrylov and \$25,000 from Vladimir Vinogradov. The Company borrowed loans to support its daily operations. The loans are unsecured and non-interest bearing. The directors have waived the repayment until May 31, 2025.

CRITICAL JUDGMENTS AND ACCOUNTING ESTIMATES

Basis of Measurement

These financial statements have been prepared on a historical cost basis, except for financial instruments classified in accordance with measurement standards under IFRS. All dollar amounts presented are in Canadian dollars unless otherwise specified. These financial statements have been prepared using IFRS principles applicable to a going concern, which contemplate the realization of assets and settlement of liabilities in the normal course of business as they come due.

Income Taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized in other comprehensive income of loss or directly in equity, in which case it is recognized in other comprehensive income or loss or equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period applicable to the period of expected realization or settlement. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the assets and liabilities on a net basis.

Deferred tax assets and liabilities are offset when there is a legally right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same tax authority and the group intends to settle its current tax assets and liabilities on a net basis.

Significant accounting judgments

The preparation of financial statements in conformity with IFRS requires management to make certain

estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the year. Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates. The most significant accounts that require estimates as the basis for determining the stated amounts include valuation of share-based payments and recognition of deferred income tax amounts and provision for restoration, rehabilitation and environmental costs.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Set out below is a comparison, by category, of the carrying amounts and fair values of all of the Company's financial instruments that are carried in the financial statements and how the fair value of financial instruments is measured.

Financial and Capital Risk Management

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are described below.

Level 1 - unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 - inputs that are not based on observable market data.

The Company enters into financial instruments to finance its operations in the normal course of business.

The Company has no financial instruments carried at fair value. The Company's cash, accounts receivable, accrued liabilities and loan payable are recorded at subsequently measured at amortized cost.

The Company is exposed to varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Foreign exchange risk

The Company's functional and reporting currency is the Canadian dollar and major purchases are transacted in Canadian dollars. As a result, the Company's exposure to foreign currency risk is minimal.

Credit risk

The Company's cash is largely held in large Canadian financial institutions. The Company does not have any asset-backed commercial paper. The Company maintains cash deposits with Schedule A financial institution, which from time to time may exceed federally insured limits. The Company has not experienced any significant credit losses and believes it is not exposed to any significant credit risk.

Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company does not hold any financial liabilities with variable interest rates. The Company does maintain bank accounts which earn interest at variable rates, but it does not believe it is currently subject to any significant interest rate risk.

Liquidity risk

The Company's ability to continue as a going concern is dependent on management's ability to raise the required funding through future equity issuances and through short-term borrowing. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

Price risk

The ability of the Company to expand its intended software and the future profitability of the Company are directly related to the market prices.

CAPITAL MANAGEMENT

The Company's objective when managing capital is to safeguard its ability to continue as a going concern, so that it can continue to provide returns to shareholders and benefits for other stakeholders. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying natural resource properties. The Company's objective is met by retaining adequate equity to guard against the possibility that cash flows from assets will not be sufficient to meet future cash flow requirements. The Company considers its capital structure to include cash and working capital. In order to maintain or adjust the capital structure, the Company may from time to time issue shares and adjust its capital spending to manage current and projected debt levels. To assess capital and operating efficiency and financial strength, the Company continually monitors its net cash and working capital.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

MANAGEMENT'S RESPONSIBILITY

Management is responsible for all information contained in this report. The May 31, 2023 and May 31, 2022 financial statements have been prepared in accordance with IFRS and include amounts based on management's informed judgments and estimates.

RISKS AND UNCERTAINTIES

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Only investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment should undertake such investment. Prospective investors should carefully consider the risk and uncertainties that have affected, and which in the future are reasonably expected to affect, the Company and its financial position.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this discussion, including information as to future activities, events and financial or operating performance of the Company and its projects, constitute forward-looking statements. Such forward-looking statements involve known and unknown risks and uncertainties that could cause actual events or results to, differ materially from estimated or anticipated activities, events or results implied or expressed in such forward-looking statements. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies.

Generally, forward-looking information can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, “believes”, or variations of such words and phrases. Forward-looking information may also be identified in statements where certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”.

Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made.

Many factors could cause actual activities and events and the Company’s actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, the Company.

These forward-looking statements are made as of the date hereof and the Company disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise. Investors are cautioned that forward-looking statements are not guarantees of future performance and accordingly investors are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty therein.

OTHER INFORMATION

Additional information on the Company is available on SEDAR at www.sedar.com.

CERTIFICATE OF THE COMPANY

Dated: August 15, 2023

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of British Columbia.

Signed "George Kovalyov"
George Kovalyov
Chief Financial Officer

Signed "Oleksandr Havrylov"
Oleksandr Havrylov
Chief Executive Officer

ON BEHALF OF THE BOARD OF DIRECTORS

Signed "Vladimir Vinogradov"
Vladimir Vinogradov
Director, Secretary

Signed "Yuliia Baranets"
Yuliia Baranets
Director

CERTIFICATE OF THE PROMOTER

Dated: August 15, 2023

Signed "Oleksandr Havrylov"
Oleksandr Havrylov
Chief Executive Officer