

**CLARA TECHNOLOGIES CORP.**  
(Formerly Clara Capital Corp.)

**INTERIM CONDENSED FINANCIAL STATEMENTS**  
(Expressed in Canadian dollars)  
(Unaudited)

**For the Nine Months Ended February 29, 2024 and February 28, 2023**

**CLARA TECHNOLOGIES CORP.**  
(Formerly Clara Capital Corp.)  
**INDEX TO THE UNAUDITED FINANCIAL STATEMENTS**  
For the Nine Months Ended February 29, 2024 and February 28, 2023

	Page
Management Acknowledgement	3
Interim Condensed Statements of Financial Position as of February 29, 2024 (Unaudited) and May 31, 2023	4
Interim Condensed Statements of Loss and Comprehensive Loss for the Three and Nine Months Ended February 29, 2024 and February 28, 2023 (Unaudited)	5
Interim Condensed Statement of Shareholders' Equity for the Nine Months Ended February 29, 2024 and February 28, 2023 (Unaudited)	6
Interim Condensed Statements of Cash Flows for the Nine Months Ended February 29, 2024 and February 28, 2023 (Unaudited)	7

**NOTICE OF NO AUDITOR REVIEW OF THE CONDENSED INTERIM FINANCIAL STATEMENTS**

Under National Instrument 51-102, if an auditor has not performed a review of the condensed interim financial statements, they must be accompanied by a notice indicating that the condensed interim financial statements have not been reviewed by an auditor. The accompanying unaudited condensed interim financial statements have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these condensed interim financial statements.

**CLARA TECHNOLOGIES CORP.**  
(Formerly Clara Capital Corp.)  
**INTERIM CONDENSED STATEMENTS OF FINANCIAL POSITION**  
(EXPRESSED IN CANADIAN DOLLARS)

	<b>February 29, 2024 (Unaudited)</b>	<b>May 31, 2023</b>
<b>ASSETS</b>		
Current Assets		
Cash	\$ 34,440	\$ 278,161
Prepaid Expenses	161,103	-
Total Current Assets	192,543	278,161
Intangible Assets, Net (Note 7)	113,750	143,000
<b>Total Assets</b>	<b>\$ 309,293</b>	<b>\$ 421,161</b>
<b>LIABILITIES</b>		
Current Liabilities		
Deferred Revenue	\$ 3,662	\$ 11,236
Accounts Payable	15,000	6,000
Due to Related Party (Note 8)	1,800	1,800
Total Current Liabilities	20,462	19,036
Loans from Related Parties (Note 8)	140,000	140,000
<b>Total Liabilities</b>	<b>160,462</b>	<b>159,036</b>
<b>SHAREHOLDERS' EQUITY</b>		
Share Capital (Note 3)	\$ 352,595	\$ 39,000
Warrants (Note 4)	-	315,595
Deficit	(203,764)	(92,470)
<b>Total Shareholders' Equity</b>	<b>148,831</b>	<b>262,125</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 309,293</b>	<b>\$ 421,161</b>

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 interim condensed financial statements

**CLARA TECHNOLOGIES CORP.**  
(Formerly Clara Capital Corp.)  
**INTERIM CONDENSED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**  
(UNAUDITED - EXPRESSED IN CANADIAN DOLLARS)

	<b>Three months ended February 29, 2024 (Unaudited)</b>	<b>Three months ended February 28, 2023 (Unaudited)</b>	<b>Nine months ended February 29, 2024 (Unaudited)</b>	<b>Nine months ended February 28, 2023 (Unaudited)</b>
<b>Income</b>				
Consulting Services	\$ 5,317	\$ -	\$ 15,906	\$ 7,104
Subscriptions	2,490	3,164	13,243	3,164
Total Income	<u>7,807</u>	<u>3,164</u>	<u>29,149</u>	<u>10,268</u>
<b>Expenses</b>				
Amortization (Note 7)	9,750	9,750	29,250	29,250
Bank Charges	291	58	409	110
Director Fees	3,000	3,000	9,000	3,000
Project Consulting	-	24,190	55,655	51,772
Professional Fees	22,188	630	46,129	21,747
Total Expenses	<u>35,229</u>	<u>37,628</u>	<u>140,443</u>	<u>105,879</u>
<b>Loss before income tax</b>	<b>(27,422)</b>	<b>(34,464)</b>	<b>(111,294)</b>	<b>(95,611)</b>
Income tax (expense) recovery	-	-	-	-
<b>Net loss for the period</b>	<b>\$ (27,422)</b>	<b>\$ (34,464)</b>	<b>\$ (111,294)</b>	<b>\$ (95,611)</b>
<hr/>				
<b>Net loss and comprehensive loss for the period</b>	<b>\$ (27,422)</b>	<b>\$ (34,464)</b>	<b>\$ (111,294)</b>	<b>\$ (95,611)</b>
<hr/>				
<b>Loss per share – basic and diluted</b>	<b>\$ (0.00)</b>	<b>\$ (0.01)</b>	<b>\$ (0.01)</b>	<b>\$ (0.02)</b>
<b>Weighted average common shares outstanding</b>	<b>14,956,474</b>	<b>3,900,000</b>	<b>7,558,688</b>	<b>3,900,000</b>

The accompanying notes are an integral part of these interim condensed financial statements

**CLARA TECHNOLOGIES CORP.**  
(Formerly Clara Capital Corp.)  
**INTERIM CONDENSED STATEMENT OF SHAREHOLDERS' EQUITY**  
(UNAUDITED - EXPRESSED IN CANADIAN DOLLARS)  
FOR THE NINE MONTHS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023

	Number of Shares	Share Capital	Warrants	Deficit	Total
<b>Balance, May 31, 2022</b>	<b>3,900,000</b>	<b>\$ 39,000</b>	<b>\$ 315,595</b>	<b>\$ (13,423)</b>	<b>\$ 341,172</b>
Loss for the nine months	-	-	-	(95,611)	(95,611)
<b>Balance, February 28, 2023</b>	<b>3,900,000</b>	<b>\$ 39,000</b>	<b>\$ 315,595</b>	<b>\$ (109,034)</b>	<b>\$ 245,561</b>
Loss for the three months	-	-	-	16,564	16,564
<b>Balance, May 31, 2023</b>	<b>3,900,000</b>	<b>\$ 39,000</b>	<b>\$ 315,595</b>	<b>\$ (92,470)</b>	<b>\$ 262,125</b>
Return of warrants	-	-	(2,000)	-	(2,000)
Common shares issued for warrants	11,433,400	313,595	(313,595)	-	-
Loss for the nine months	-	-	-	(111,294)	(111,294)
<b>Balance, February 29, 2024</b>	<b>15,333,400</b>	<b>\$ 352,595</b>	<b>\$ -</b>	<b>\$ (203,764)</b>	<b>\$ 148,831</b>

The accompanying notes are an integral part of these interim condensed financial statements

**CLARA TECHNOLOGIES CORP.**  
(Formerly Clara Capital Corp.)  
**INTERIM CONDENSED STATEMENTS OF CASH FLOWS**  
(UNAUDITED - EXPRESSED IN CANADIAN DOLLARS)

	Nine months ended February 29, 2024	Nine months ended February 28, 2023
<b>Cash and cash equivalents (used in) provided by:</b>		
<b>OPERATING ACTIVITIES</b>		
<b>Net Loss for the period</b>	\$ (111,294)	\$ (95,611)
Amortization	29,250	29,250
Change in Prepaid Expenses	(161,103)	-
Change in Deferred Revenue	(7,574)	14,766
Change in Accounts Payable	9,000	3,000
<b>Total Operating Activities</b>	<b>(241,721)</b>	<b>(48,595)</b>
<b>FINANCING ACTIVITIES</b>		
Return of Warrants	(2,000)	-
Due from Related Party	-	1,800
<b>Total Financing Activities</b>	<b>(2,000)</b>	<b>1,800</b>
<b>Change in cash during the period</b>	<b>(243,721)</b>	<b>(46,795)</b>
<b>Cash, beginning of the period</b>	<b>278,161</b>	<b>159,172</b>
<b>Cash, end of the period</b>	<b>\$ 34,440</b>	<b>\$ 112,377</b>

The accompanying notes are an integral part of these interim condensed financial statements

**CLARA TECHNOLOGIES CORP.**  
(Formerly Clara Capital Corp.)  
**NOTES TO THE INTERIM CONDENSED FINANCIAL STATEMENTS**  
**(UNAUDITED - EXPRESSED IN CANADIAN DOLLARS)**  
FOR THE NINE MONTHS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023

**1. Nature of Operations and Going Concern**

Clara Technologies Corp. (formerly 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 interim condensed 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 \$203,764 and \$92,470 as of February 29, 2024 and May 31, 2023, 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 interim condensed 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**

**Statement of compliance**

These interim condensed financial statements as at and for the nine months ended February 29, 2024 have been prepared in accordance with International Accounting Standard (“IAS”) 34 ‘Interim Financial Reporting’ (“IAS 34”) using accounting policies consistent with the International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). The disclosure contained in these interim condensed financial statements does not include all the requirements in IAS 1 Presentation of Financial Statements (“IAS 1”). Accordingly, these interim condensed financial statements should be read in conjunction with the Company’s financial statements as at and for the year ended May 31, 2023, which include information necessary to understand the Company’s business and financial statement presentation.

These interim condensed financial statements were approved by the Board of Directors on March 25, 2024.

**Basis of Measurement**

These interim condensed financial statements have been prepared on a historical cost basis. In addition, these interim condensed 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 interim condensed financial statements are presented in Canadian dollars, which is also the functional currency of the Company.



## **2. Significant Accounting Policies (continued)**

### **Summary of significant accounting policies**

These interim condensed financial statements have been prepared using the same accounting policies and methods of computation as presented in Note 2 of the annual financial statements of the Company as at and for the year ended May 31, 2023, except for those newly adopted accounting standards noted below.

### **Significant Judgements, Estimates and Assumptions**

The preparation of these interim condensed 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**

On December 4, 2023, 11,433,400 of special warrants were converted to 11,433,400 common shares. As of February 29, 2024 and May 31, 2023, the Company had 15,333,400 and 3,900,000 common shares issued and outstanding, respectively. 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.

On September 25, 2023, the Company terminated the subscription agreement with Vladislav Iaroukov for 40,000 warrants and refunded him \$2,000 on September 26, 2023.

On December 4, 2023, 11,433,400 of special warrants were converted to 11,433,400 common shares.

#### For the nine months ended February 28, 2023

Opening Balance	During the Nine Months		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 nine months ended February 29, 2024

Opening Balance	During the Nine Months				Converted to Common Shares	Closing Balance	Expiration Date – see explanatory note above	Exercise Price – see explanatory note above
	Issued	Exercised	Returned					
9,950,000	-	-	-	-	9,950,000	-	N/a	-
714,900	-	-	40,000		674,900	-	N/a	-
808,500	-	-	-		808,500	-	N/a	-
11,473,400	-	-	40,000		11,433,400	-		-

#### 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 February 29, 2024 and May 31, 2023, 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:

- 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.

### *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 nine months period ended February 29, 2024. 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 May 31, 2023	<u>195,000</u>
Balance at February 29, 2024	<u>195,000</u>
Balance at May 31, 2023	<u>52,000</u>
Amortization	<u>29,250</u>
Balance at February 29, 2024	<u>81,250</u>
Carrying amount	
Balance at May 31, 2023	<u>143,000</u>
Balance at February 29, 2024	<u>113,750</u>

## 8. Related Party Transactions

As of February 29, 2024 and 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.

As of February 29, 2024 and 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.

During the nine months ended February 29, 2024, the Company incurred \$9,000 director fees (February 28, 2023 - \$3,000).