

**MANAGEMENT DISCUSSION FOR CLARA TECHNOLOGIES CORP.
FOR THE THREE AND SIX MONTHS ENDED NOVEMBER 30, 2024
PREPARED AS OF December 12, 2024**

Background

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 Technologies Corp. (hereinafter “Clara” or the “Company”) for the three and six months ended November 30, 2024 and 2023. The MD&A should be read in conjunction with the audited financial statements for the years ended May 31, 2024 and 2023. The MD&A has been prepared effective December 12, 2024.

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”). Additional information relevant to the Company’s activities can be found on SEDAR at www.sedarplus.ca.

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.

Overview

Clara Technologies 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. 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.

On November 7, 2023, the Company changed its name from Clara Capital Corp. to Clara Technologies Corp. to match its business operations and activities.

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.

In the six-month period ended November 30, 2024, the Company incurred a net loss of \$68,981 compared to a net loss of \$83,872 during the same period in fiscal 2023. The decrease in net loss in the most recently completed fiscal year is primarily due to project consulting expenses which decreased in fiscal 2024. The Company anticipates that its estimated working capital of \$55,053 as of May 31, 2024, being the most recent year end, will fund operations for the next 12-month period. The Company does not anticipate incurring any other material capital expenditures during the next 12-month period.

Summary of Financial Results for Most Recently Completed Quarterly Periods

The following table summarizes the financial results of operations for the quarters ended November 30, 2024, August 31, 2024, May 31, 2024 and February 29, 2024:

	2nd Quarter ended November 30, 2024 \$	1st Quarter ended August 31, 2024 \$	4rd Quarter ended May 31, 2024 \$	3rd Quarter ended February 29, 2024 \$
Income	6,269	18,767	5,385	7,807
Expenses	44,267	49,670	135,163	35,229
Net income (loss)	(37,998)	(30,903)	(129,778)	(27,422)
Income (loss) per share - basic & diluted	(0.00)	(0.00)	(0.01)	(0.00)

The following table summarizes the financial results of operations for the quarters ended November 30, 2023, August 31, 2023, May 31, 2023 and February 28, 2023:

	2nd Quarter ended November 30, 2023 \$	1st Quarter ended August 31, 2023 \$	4rd Quarter ended May 31, 2023 \$	3rd Quarter ended February 28, 2023 \$
Income	7,064	14,278	30,321	3,164
Expenses	76,822	28,392	13,757	37,628
Net income (loss)	(69,758)	(14,114)	16,564	(34,464)
Income (loss) per share - basic & diluted	(0.02)	(0.00)	0.00	(0.01)

Factors causing significant variations in quarterly results are as follows:

Revenues

Total revenue for the three months ended November 30, 2024, was \$6,269 compared to \$7,064 for the three months ended November 30, 2023. The decrease in revenue is primarily due to decreased sales of subscriptions. Revenue from sales of consulting services for the three months ended November 30, 2024, was \$5,442 compared to \$5,401 for the three months ended November 30, 2023. Revenue from sales of subscriptions for the three months ended November 30, 2024, was \$827 compared to \$1,663 for three months ended November 30, 2023.

Total revenue for the three months ended August 31, 2024, was \$18,767 compared to \$14,278 for the three months ended August 31, 2023. The increase in revenue is primarily due to increased sales of consulting services. Revenue from sales of consulting services for the three months ended August 31, 2024, was \$17,350 compared to \$5,188 for the three months ended August 31, 2023. Revenue from sales of subscriptions for the three months ended August 31, 2024, was \$1,417 compared to \$9,090 for three months ended August 31, 2023.

Total revenue for the three months ended May 31, 2024, was \$5,385 compared to \$30,321 for the three months ended May 31, 2023. The decrease in revenue is primarily due to overall decreased sales of consulting services and subscriptions. Revenue from sales of consulting services for the three months ended May 31, 2024, was \$3,968 compared to \$21,595 for the three months ended May 31, 2023. Revenue from sales of subscriptions for the three months ended May 31, 2024, was \$1,417 compared to \$8,726 for three months ended May 31, 2023.

Total revenue for the three months ended February 29, 2024, was \$7,807 compared to \$3,164 for the three months ended February 28, 2023. The increase in revenue is primarily due to increased sales of consulting services. Revenue from sales of consulting services for the three months ended February 29, 2024, was \$5,317 compared to \$0 for the three months ended February 28, 2023. Revenue from sales of subscriptions for the three months ended February 29, 2024, was \$2,490 compared to \$3,164 for three months ended February 28, 2023.

Summary of Financial Results for Most Recently Completed Quarterly Periods (continued)

Operating Expenses

For the three months ended November 30, 2024, operating expenses decreased by \$32,555 from \$76,822 for the three months ended November 30, 2023 to \$44,267 for the three months ended November 30, 2024 primarily as a result of:

Operating Expense	Increase / Decrease in Expenses	Explanation for Change
Project Consulting	Decrease of \$29,314	Decreased due to the Company recognizing less third party services expenses to improve the software in 2024 than in the prior year.
Professional fees	Decrease of \$3,802	Decreased due to filing fees and transfer agent fees.

For the three months ended August 31, 2024, operating expenses increased by \$21,278 from \$28,392 for the three months ended August 31, 2023 to \$49,670 for the three months ended August 31, 2024 primarily as a result of:

Operating Expense	Increase / Decrease in Expenses	Explanation for Change
Project Consulting	Increase of \$19,715	Increased due to the Company purchasing third party services to improve the software.
Professional fees	Increase of \$1,418	Increased due listing expenses.

For the three months ended May 31, 2024, operating expenses increased by \$121,406 from \$13,757 for the three months ended May 31, 2023 to \$135,163 for the three months ended May 31, 2024 primarily as a result of:

Operating Expense	Increase / Decrease in Expenses	Explanation for Change
Marketing Expenses	Increase of \$18,294	Increased due to the Company purchasing third party services to promote the Company's services.
Project Consulting	Increase of \$100,287	Increased due to the Company purchasing third party services to improve the software.
Professional fees	Increase of \$2,939	Increased due listing expenses, filing fees and transfer agent fees.

For the three months ended February 29, 2024, operating expenses decreased by \$2,399 from \$37,628 for the three months ended February 28, 2023 to \$35,229 for the three months ended February 29, 2024 primarily as a result of:

Operating Expense	Increase / Decrease in Expenses	Explanation for Change
Project Consulting	Decrease of \$24,190	Decreased due to the fact that third party services to improve the software have not yet been provided and payment for them went into prepaid expenses.
Professional fees	Increase of \$21,558	Increased due to legal fees, listing expenses, filing fees and transfer agent fees.

Net Incomes (Losses)

The net loss for the three months ended November 30, 2024 was \$37,998, compare to \$69,758 for the three months ended November 30, 2023. The Company's operating loss increased due to the factors discussed above.

The net loss for the three months ended August 31, 2024 was \$, compare to \$30,903 for the three months ended August 31, 2023. The Company's operating loss decreased due to the factors discussed above.

Summary of Financial Results for Most Recently Completed Quarterly Periods (continued)

The net income (loss) for the three months ended May 31, 2024 was \$(129,778), compare to \$16,534 for the three months ended May 31, 2023. The Company's operating loss decreased due to the factors discussed above.

The net loss for the three months ended February 29, 2024 was \$27,422, compare to \$34,464 for the three months ended February 28, 2023. The Company's operating loss decreased due to the factors discussed above.

Liquidity and Capital Resources

As at November 30, 2024 and May 31, 2024, the Company had a cash balance of \$7,305 and \$14,909, respectively. The Company had working capital \$5,572 and \$55,053 at November 30, 2024 and May 31, 2024, respectively.

	CASH FLOWS:	
	For the six months ended	
	November 30, 2024	November 30, 2023
Net Cash used in Operating Activities	<u>\$(7,604)</u>	<u>\$(63,456)</u>
Net Cash used in Financing Activities	<u>\$-</u>	<u>\$(2,000)</u>
Net Change in Cash	<u>\$(7,604)</u>	<u>\$(65,456)</u>

The cash flows used in operating activities increased by \$55,852 to \$(7,604) for the six months ended November 30, 2024 from \$(63,456) for the comparative period. The increase in cash flows from operating activities represents the effect on cash flows from net losses (\$68,981) adjusted for items not affecting cash, principally: amortization (\$19,500), in addition to changes in prepaid expenses (\$46,057), deferred revenue (\$10,180) and accounts payable (\$6,000).

Cash used in investing activities was \$0 for the six months period ended November 30, 2024 and 2023 due to no investing activities.

Cash provided by financing activities was \$0 for the six months period ended November 30, 2024 due to no financing activities. During the six months ended November 30, 2023, financing activities included a decrease of \$2,000 due to the return of warrants.

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 November 30, 2024 and May 31, 2024, the Company had 15,333,400 and 15,333,400 common shares issued and outstanding, respectively.

During the year ended May 31, 2022, the Company issued 11,473,400 special warrants for gross proceeds of \$315,595. On September 25, 2023, the Company terminated one subscription agreement for 40,000 warrants and refunded \$2,000 on September 26, 2023. On December 4, 2023, 11,433,400 of special warrants were converted to 11,433,400 common shares. As of November 30, 2024, there were no special warrants.

Each Special Warrant entitles the holder to acquire, for no additional consideration, one common share unit three business days after a receipt is issued for a (final) prospectus by the securities regulatory authorities. All unexercised warrants will be deemed to be exercised on the date that the Issuer's shares commence trading on a recognized stock exchange.

Although the Company currently has limited capital resources, the Company anticipates that additional funding will come from the officers and directors who will loan their funds to the Company for implementing its business goals.

Off Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

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 (continued)

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 November 30, 2024, 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 Accounting Estimates

A detailed summary of all of the Company's significant accounting policies is included in Note 2 to the audited financial statements for the fiscal year ended May 31, 2024. Some of these policies are also described in Note 2 to the interim financial statements for the period ended November 30, 2024.

Basis of Presentation

The Company's financial statements have been prepared in accordance with IFRS, as issued by the IASB and the interpretations of the IFRS interpretations committee ("IFRIC") in effect at November 30, 2024. The Company's financial statements have been prepared on a historical cost basis and presented in Canadian dollars, which is the Company's functional and presentation currency.

Use of Accounting Estimates and Judgments

The preparation of the Company's 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 expenses during the reporting period. Actual results 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 revision affects both current and future periods. Assumptions about the future and other sources of estimation and judgment uncertainty that management has made at the end of the reporting year, relate to:

(i) Going concern

The assessment of the Company's ability to execute its strategy by funding future working capital involves judgment. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstance. There is a material uncertainty regarding the Company's ability to continue as a going concern. The Company's principal source of cash is from private placements. The Company is dependent on raising funds in order to have sufficient capital to be able to identify, evaluate and then acquire an interest in assets or a business.

(ii) The recoverability and measurement of deferred tax assets and liabilities

Tax interpretations, regulations, and legislation are subject to change. The determination of income tax expense and deferred tax involves judgment and estimates as to the future taxable earnings, expected timing of reversals of deferred tax assets and liabilities, and interpretations of laws in the countries in which the Company operates. The Company is subject to assessments by tax authorities who may interpret the tax law differently. Changes in these estimates may materially affect the final amount of deferred taxes or the timing of tax payments.

Financial Instruments

A detailed summary of all of the Company's financial instruments is included in Note 5 to the audited financial statements for the fiscal year ended May 31, 2024 and Note 5 to the interim financial statements for the period ended November 30, 2024.

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.

Taxes

Tax expense comprises current and deferred tax. Current tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity. Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for relating to goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting or taxable loss, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. 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 statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, it does not recognize the asset. The Company has assessed that it is improbable that such assets will be realized and has accordingly not recognized a value for deferred taxes.

Functional Currency

The Company follows IAS 21 *The effect of Changes in Foreign Exchange Rates* when accounting for foreign Exchange Rates and has determined that its functional currency is the Canadian dollar.

Share Capital

The Company's authorized capital consists of an unlimited number of Common Shares, of which only 15,333,400 Common Shares are issued and outstanding as at November 30, 2024 as fully paid and non-assessable. 3,900,000 common shares were issued to four Directors of the Company. 11,433,400 of special warrants were converted to 11,433,400 common shares on December 4, 2023. 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.

Warrants

As at November 30, 2024, hereof, the Company has no Special Warrants issued and outstanding.

Earnings (Loss) per Share

The Company presents basic and diluted earnings per share (“EPS”) data for its common shares. Basic EPS is calculated by dividing the profit or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the year. Diluted loss per share is calculated using the treasury stock method.

Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted loss per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the reporting periods. However, in periods where a net loss is reported, outstanding options and warrants are excluded from the calculation of diluted loss per share, as they are anti-dilutive and as a result diluted loss per share is equal to the basic loss per share.

Disclosure of Outstanding Security Data

Common Shares

As at the date of this MD&A and November 30, 2024, the Company had 15,333,400 and 15,333,400 common shares issued and outstanding, respectively.

Special Warrants

As at the date of this MD&A and November 30, 2024, the Company has no special warrants outstanding.

Additional Information

Additional information relating to Clara Technologies Corp. is located at www.sedarplus.ca.