

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Clarity Gold Corp. (the "Issuer").

Trading Symbol: CLAR

Date: September 14, 2020

**1. New Options Granted:**

Date of Grant: September 11, 2020

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Michel Robert	Consultant	N	100,000	\$1.06	September 11, 2023	Nil
Green Times Consulting Ltd.	Consultant	N	400,000	\$1.06	September 11, 2023	Nil

Total Number of optioned shares proposed for acceptance: 500,000 .

**2. Other Presently Outstanding Options:**

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
Ian Graham	100,000	\$1.00	July 31, 2020	July 31, 2023
Rory Kutluoglu	100,000	\$1.06	August 21, 2020	August 21, 2023

(1) Set out number of optioned shares for each grant with different terms.

3. **Additional Information**

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

N/A

- (b) State the date of the news release announcing the grant of options.

September 14, 2020

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

20,358,000

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

3.44%

- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

The Issuer's Stock Option Plan (the "**Plan**") provides that the number of Shares reserved for issuance under the Plan, together with all of the Company's other previously established or proposed stock options, stock option plans, employee stock purchase plans or any other compensation or incentive mechanisms involving the issuance or potential issuance of Shares, shall not exceed 10% of the total number of issued Shares of the Company (calculated on a non-diluted basis) at the time an Option is granted. As such, 1,335,800 common shares (each, "**Share**") remain reserved for issuance under the Plan.

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

\$0.175 per Share.

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

None.

**4. Certificate of Compliance**

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated: September 14, 2020

James Rogers  
Name of Director or Senior Officer

"James Rogers"  
Signature

Chief Executive Officer  
Official Capacity