



Consolidated Financial Statements

For the years ended July 31, 2019 and 2018

# Independent auditor's report

To the Shareholders of Grizzly Discoveries Inc.

## Opinion

We have audited the consolidated financial statements of Grizzly Discoveries Inc. and its subsidiary ("the Company"), which comprise the consolidated statements of financial position as at July 31, 2019 and July 31, 2018 and the consolidated statements of loss and comprehensive loss, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at July 31, 2019 and July 31, 2018, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRSs).

## 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 Consolidated 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 consolidated 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

We draw attention to Note 1 to the consolidated financial statements, which indicates that the Company incurred a net loss of \$361,605 during the year ended July 31, 2019, and as of that date, the Company has a deficit of \$16,833,792. As stated in Note 1, these events or conditions, along with other matters set forth in Note 1, 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.

## Information Other than the consolidated Financial Statements and Auditor's Report Thereon

Management is responsible for the other information. The other information comprises the Management Discussion and Analysis but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

In preparing the consolidated 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.

### **Auditor's Responsibilities for the Audit of the consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated 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 consolidated 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 consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Meghan DeRoo McConnan.

Edmonton, Canada

November 26, 2019



Chartered Professional Accountants

GRIZZLY DISCOVERIES INC.  
Consolidated statements of financial position

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As at July 31	2019	2018
<b>ASSETS</b>		
Current		
Cash and cash equivalents	\$ 124,144	\$ 149,920
Restricted cash (note 4)	5,000	5,000
Other current assets (note 5)	<u>77,439</u>	<u>62,289</u>
	206,583	217,209
Deposit (note 6)	31,288	30,696
Mineral properties (note 6)	<u>6,853,501</u>	<u>6,801,787</u>
<b>TOTAL ASSETS</b>	<b><u>\$ 7,091,372</u></b>	<b><u>\$ 7,049,692</u></b>
<b>LIABILITIES</b>		
Current		
Accounts payable and accrued liabilities	\$ 52,822	\$ 71,100
Deferred flow through share premium (note 8)	<u>10,377</u>	<u>4,000</u>
	63,199	75,100
Reclamation provision (note 6)	<u>206,883</u>	<u>200,643</u>
<b>TOTAL LIABILITIES</b>	<b><u>270,082</u></b>	<b><u>275,743</u></b>
<b>EQUITY</b>		
Share capital (note 8)	20,728,502	20,464,514
Warrant capital (note 8)	20,208	12,180
Contributed surplus	2,906,372	2,769,442
Deficit	<u>(16,833,792)</u>	<u>(16,472,187)</u>
<b>TOTAL EQUITY</b>	<b><u>6,821,290</u></b>	<b><u>6,773,949</u></b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b><u>\$ 7,091,372</u></b>	<b><u>\$ 7,049,692</u></b>

Approved by the Board of Directors

Director (signed by) "Brian Testo"

Director (signed by) "Sam Pillersdorf"

*The accompanying notes form an integral part of these consolidated financial statements.*

GRIZZLY DISCOVERIES INC.  
Consolidated statements of loss and comprehensive loss

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<b>For the years ended July 31</b>	<b>2019</b>	<b>2018</b>
<b>EXPENSES</b>		
General and administration (note 9)	\$ (200,267)	\$ (154,093)
Share based compensation (note 8)	(150,500)	(42,000)
Impairment (note 6)	(17,031)	(1,719,300)
<b>TOTAL EXPENSES</b>	<b>(367,798)</b>	<b>(1,915,393)</b>
<b>OTHER INCOME</b>		
Interest income	2,193	1,797
Flow through share premium	4,000	-
<b>TOTAL OTHER INCOME</b>	<b>6,193</b>	<b>1,797</b>
<b>NET LOSS AND COMPREHENSIVE LOSS</b>	<b>\$ (361,605)</b>	<b>\$ (1,913,596)</b>
<b>BASIC AND DILUTED LOSS PER COMMON SHARE</b>	<b>\$ (0.01)</b>	<b>\$ (0.03)</b>
Weighted average number of common shares outstanding	<b>63,254,952</b>	57,626,605

*The accompanying notes form an integral part of these consolidated financial statements.*

GRIZZLY DISCOVERIES INC.  
Consolidated statements of changes in equity

	Number of common shares	Share capital	Warrant capital	Contributed surplus	Deficit	Total equity
As at July 31, 2017	55,529,405	\$ 19,975,034	\$ 23,059	\$ 2,724,563	\$ (14,558,591)	\$ 8,164,065
Net loss and comprehensive loss		-	-	-	(1,913,596)	(1,913,596)
Private placement financings (note 8)	1,962,500	118,905	-	-	-	118,905
Warrants and options exercised	2,501,000	190,575	(2,000)	(6,000)	-	182,575
Warrants expired		-	(8,879)	8,879	-	-
Shares issued as consideration for mineral properties (Note 6)	2,000,004	180,000	-	-	-	180,000
Share based compensation (note 8)	-	-	-	42,000	-	42,000
As at July 31, 2018	61,992,909	20,464,514	12,180	2,769,442	(16,472,187)	6,773,949
Net loss and comprehensive loss	-	-	-	-	(361,605)	(361,605)
Private placement financings (note 8)	3,937,667	166,808	20,208	-	-	187,016
Options exercised	725,000	67,000	-	(25,750)	-	41,250
Warrants expired	-	-	(12,180)	12,180	-	-
Shares issued for services (note 8)	431,138	30,180	-	-	-	30,180
Share based compensation (note 8)	-	-	-	150,500	-	150,500
As at July 31, 2019	67,086,714	\$ 20,728,502	\$ 20,208	\$ 2,906,372	\$ 16,833,792	\$ 6,821,290

*The accompanying notes form an integral part of these consolidated financial statements.*

GRIZZLY DISCOVERIES INC.  
Consolidated statements of cash flows

For the years ended July 31	2019	2018
<b>CASH PROVIDED BY (USED IN):</b>		
<b>OPERATING ACTIVITIES:</b>		
Net loss	\$ (361,605)	\$ (1,913,596)
Items not affecting cash and cash equivalents:		
Share based compensation	150,500	42,000
Shares issued for services (note 8)	30,180	-
Impairment	17,031	1,719,300
Flow through share premium	(4,000)	-
Changes in non-cash working capital:		
Other current assets	(2,628)	(2,418)
Accounts payable and accrued liabilities	5,388	1,071
Cash and cash equivalents used in operating activities	<u>(165,134)</u>	<u>(153,643)</u>
<b>INVESTING ACTIVITIES:</b>		
Deposit	(592)	(393)
Mineral properties expenditures	(98,693)	(44,462)
Cash and cash equivalents used in investing activities	<u>(99,285)</u>	<u>(44,855)</u>
<b>FINANCING ACTIVITIES:</b>		
Proceeds from issuance of shares (note 8)	228,822	307,575
Proceeds from issuance of warrants (note 8)	19,688	-
Costs of share issuance	(9,867)	(2,095)
Cash and cash equivalents provided by financing activities	<u>238,643</u>	<u>305,480</u>
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(25,776)</b>	<b>106,982</b>
Cash and cash equivalents – beginning of year	<u>149,920</u>	<u>42,938</u>
<b>CASH AND CASH EQUIVALENTS – END OF YEAR</b>	<b>\$ 124,144</b>	<b>\$ 149,920</b>

See Note 10 for supplemental cash flow information.

*The accompanying notes form an integral part of these consolidated financial statements.*

**1. Nature of operations and going concern**

Grizzly Discoveries Inc. (the “Company” or “Grizzly”) was incorporated on May 31, 2002 in Alberta and is in the business of acquiring and exploring mineral properties located in Canada. The Company has not yet determined whether these properties contain mineral reserves that are economically recoverable. The Company’s registered office is Suite 3400, 350 7 Avenue SW, Calgary, Alberta, T2P 3N9. The Company’s head office is at Suite 363 – 9768 170 Street NW, Edmonton, Alberta, T5T 5L4.

Long-term continuance of the Company’s operations is dependent upon achieving profitable operations and obtaining additional equity or debt financing. The recoverability of the carrying values of the Company’s mineral properties is dependent upon the existence and discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development of these properties and future profitable production from or proceeds from the disposition of mineral properties.

These consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities in the normal course of operations. As at July 31, 2019, the Company has a deficit of \$16,833,792 (2018 - \$16,472,187) and the Company has not yet determined whether its mineral properties contain mineral deposits that are economically recoverable. These material uncertainties may cast doubt regarding the Company’s ability to continue as a going concern. At the current stage of the Company’s development, the ability of the Company to continue as a going concern is dependent upon its ability to obtain additional sources of financing. Management’s intentions are to continue to pursue additional financing. If the Company is unsuccessful in obtaining additional financing to fund operations and the exploration and development of its mineral properties, the going concern assumption may not be appropriate and adjustments would be necessary to the carrying value of assets and liabilities and reported revenues and expenses. Such adjustments may be material.

**2. Basis of presentation**

These consolidated financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board (“IASB”) and include the accounts of the Company and its wholly owned subsidiary Alberta Potash Corp. (incorporated in Alberta). All intercompany balances and transactions have been eliminated on consolidation.

These consolidated financial statements have been prepared on a historical cost basis and are presented in Canadian Dollars, the Company’s functional currency, unless otherwise noted.

These consolidated financial statements were approved by the Board of Directors of the Company on November 26, 2019.

**3. Significant accounting policies**

The accounting policies set out below have been applied consistently to both years presented in these consolidated financial statements.

a) Management estimates and judgements

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the amounts reported and disclosed in its consolidated financial statements and related notes. Those include estimates that, by their nature, are uncertain and actual results could differ materially from those estimates. The impacts of such estimates may require accounting adjustments based on future results. Revisions to accounting estimates are recognized in the period in which the estimate is revised.

The areas which require management to make significant estimates, judgments and assumptions in determining carrying values include, but are not limited to:

i) Share-based compensation and payments

The fair value of equity-settled share-based compensation to employees, consultants, directors, officers, and others providing similar services are measured at the fair value of equity instruments at the grant date.

Share based payments to parties other than those described above are measured at the fair value of the goods or services received, except where the fair value cannot be estimated reliably, in which case they are measured at fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

Fair value of options granted as share based compensation is determined using the Black-Scholes Option Pricing Model based on estimates at the date of grant. The Black-Scholes Option Pricing Model utilizes subjective assumptions such as expected price volatility and expected life of the award. Changes in these assumptions can significantly affect the fair value estimate.

ii) Deferred taxes

The Company recognizes the deferred tax benefit related to deferred tax assets to the amount that is probable to be realized. Assessing the recoverability of deferred tax assets requires management to make significant estimates of future taxable profit. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions from deferred tax assets.

iii) Impairment of assets

*Mineral property expenditures:* Recognition of mineral property expenditures requires judgment from management in determining whether it is likely that future economic benefits are likely either from future exploitation or sale or where activities have not reached a stage which permits a reasonable assessment of the existence of reserves. Management is required to make certain estimates and assumptions about future events or circumstances, in particular whether an economically viable extraction operation can be established, and takes into consideration variables such as long-term commodity prices, exploration potential and extraction costs. Estimates and assumptions made may change if new information becomes available. If, after expenditures are capitalized, information becomes available suggesting that the recovery of expenditures is unlikely, the amounts capitalized are written off in profit or loss in the period when the new information becomes available.

iv) Depreciation

The Company provides for depreciation using the declining balance method at rates designed to amortize the cost of individual items and their material components over their estimated useful lives. Management's judgment is involved in the determination of useful life and residual values for the calculation of depreciation and no assurance can be given that actual useful lives and residual values will not differ significantly from management's assumptions.

v) Reclamation provisions

When providing for rehabilitation, the Company uses assumptions based on the current economic environment which management believes are reasonable upon which to estimate the future

liability. These estimates consider any material changes to the assumptions that occur when reviewed regularly by management. Estimates are reviewed annually and are based on current regulatory requirements. Significant changes in estimates will result in changes to the liability from year to year. Actual costs to settle the future liability will ultimately depend on the market condition at the time the costs are actually incurred.

vi) Flow-through expenditures

Management may estimate a premium associated with the sale of flow through shares by comparing the sale price of the flow through shares to their fair value on the date the flow through shares are sold, with reference to the quoted closing market price of the Company's common shares. If a premium is determined, the Company records an increase to share capital equal to the fair value of the common shares on the date of sale, and a deferred flow through share liability equal to any such premium.

b) Cash and cash equivalents

Cash and cash equivalents are comprised of cash on hand, cash on deposit with the Company's financial institution, and highly liquid investments with maturity dates of three months or less. Restricted cash, when applicable, is presented separately from cash and cash equivalents as a current or non-current asset depending on the nature of the restrictions.

c) Farm-outs in the exploration and evaluation phase

The Company does not record any expenditure made by the farmee on its account. It also does not recognize any gain or loss on its exploration and evaluation farm-out arrangements, but redesignates any costs previously capitalized in relation to the whole interest as relating to the partial interest retained. Any cash consideration received directly from the farmee is credited against costs previously capitalized in relation to the whole interest with any excess accounted for by the farmer as a gain on disposal.

d) Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument. Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognized when it is extinguished, discharged, cancelled or expires,

Classification and initial measurement of financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with IFRS 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable). Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- amortized cost,
- fair value through profit or loss (FVTPL), or
- fair value through other comprehensive income (FVOCI).

In the periods presented, the Company does not have any financial assets categorized as FVTPL or FVOCI.

All income and expenses relating to financial assets that are recognized in profit or loss are presented within interest expense, or interest income, except for impairment of trade receivables which is presented within other expenses.

#### Subsequent measurement of financial assets

Financial assets are measured at amortized cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows, and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding

After initial recognition, these are measured at amortized cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Company's cash and cash equivalents, restricted cash and accounts receivable fall into this category of financial instruments.

#### Impairment of financial assets

IFRS 9's impairment requirements use more forward-looking information to recognize expected credit losses – the 'expected credit loss (ECL) model'. This replaces IAS 39's 'incurred loss model'.

Instruments within the scope of the new requirements include loans and other debt-type financial assets measured at amortized cost and FVOCI, trade receivables, contract assets recognized and measured under IFRS 15 and loan commitments and some financial guarantee contracts (for the issuer) that are not measured at fair value through profit or loss.

Recognition of credit losses is no longer dependent on the Company first identifying a credit loss event. Instead the Company considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ('Stage 1'); and
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ('Stage 2').

'Stage 3' would cover financial assets that have objective evidence of impairment at the reporting date.

'12-month expected credit losses' are recognized for the first category while 'lifetime expected credit losses' are recognized for the second category.

Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

#### Previous financial asset impairment under IAS 39

In the prior fiscal year, the impairment of accounts receivable was based on the incurred loss model. Individually significant receivables were considered for impairment when they were past due or when other objective evidence was received that a specific counterparty will default. Receivables that were not considered to be individually impaired were reviewed for impairment in groups, which are determined by reference to the industry and region of the counterparty and other shared credit risk characteristics. The impairment loss estimate was then based on recent historical counterparty default rates for each identified group.

Accounts receivable

The Company makes use of a simplified approach in accounting for accounts receivable and records the loss allowance as lifetime expected credit losses. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. In calculating, the Company uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses. The Company assesses impairment of accounts receivable on a collective basis as they possess shared credit risk characteristics and they have been grouped based on the days past due.

Classification and measurement of financial liabilities

As the accounting for financial liabilities remains largely the same under IFRS 9 compared to IAS 39, the Company's financial liabilities were not impacted by the adoption of IFRS 9.

e) Foreign currency

The Canadian dollar is the functional and presentation currency of the Company and the Company's subsidiary. Transactions in foreign currencies are translated into the functional currency at exchange rates in effect on the transaction date. Monetary assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency at exchange rates in effect on the reporting date. Non-monetary items are translated at historical exchange rates, except where such items are carried at fair value, in which case they are translated at the exchange rate in effect at the reporting date. The resulting foreign exchange gains or losses are recognized in profit or loss in the periods in which they occur.

f) Income taxes

Income tax expense or recovery is comprised of current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive loss.

Current taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit and loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to the instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting year the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that the future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are offset only when the Company has a right and intention to offset current tax assets and liabilities from the same taxation authority.

g) Government grants

Under certain circumstances the Company receives a benefit from government incentive programs such as investment tax credits. Government incentives are accrued when there is reasonable assurance of realization and reflected as a reduction of the related asset or expense. If the government incentive benefits received are less than the amount accrued and claimed, the difference will be reflected in the measurement of the related asset or in profit and loss in the year in which it is determined.

h) Mineral interests

Mineral property acquisition costs and exploration costs directly related to specific properties are deferred, commencing on the date that the Company acquires legal rights to explore a mineral property, until technical and economic feasibility of extracting a mineral resource is demonstrable, or until the properties are sold or abandoned. All other costs, including administrative overhead are expensed as incurred. If the properties are put into commercial production, the acquisition and exploration expenditures will be depleted using the units of production basis based upon the proven reserves available. If the properties are sold or abandoned, these expenditures will be written off.

Mineral interests are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts may exceed their recoverable amount, which is the higher of the asset's fair value less costs to sell and its value in use. Where there is evidence of impairment, the net carrying amount of the asset will be written down to its recoverable amount. Impairment losses are reversed if circumstances change and the net recoverable amount subsequently increases.

Title to resource properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many resource properties. The Company has investigated title to all its mineral properties and, to the best of its knowledge, title to all its properties are in good standing.

i) Income (loss) per share

Income (loss) per share is computed by dividing the net income (loss) by the weighted average number of common shares outstanding during the period. Diluted per share amounts reflect the potential dilution that could occur if stock options or warrants to purchase common shares were exercised and converted to common shares. The treasury stock method of calculating diluted per share amounts is used whereby any proceeds from the exercise of stock options or warrants that are in the money are assumed to be used to purchase common shares of the Company at the average market price during the year. When the Company is in a net loss position, the exercise of options and warrants is anti-dilutive.

j) Provisions

A provision is recognized when; the Company has a present legal or constructive obligation because of a past event, it is probable that a future outflow of resources will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. A provision is a liability of uncertain timing or amount. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects the current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to the passage of time is recognized as a financing expense.

k) Share based payments

Share-based compensation related to the issuance of stock options to employees, consultants, directors, and officers pursuant to the Company's stock option plan, is accounted for using the fair value method

whereby compensation expense related to these programs is recorded in profit or loss with a corresponding increase to contributed surplus in equity. The fair value of options of compensation warrants issued to agents is recorded as share issue costs with a corresponding increase to contributed surplus.

The fair value of options granted to employees (as defined in IFRS 2) is determined at the grant date using the Black Scholes option pricing model and expensed over the vesting period. The fair value of options and compensation warrants granted to non-employees are valued at the estimated value of the goods or services provided by the non-employee. In the case that the value of goods or services received is not determinable, the Company values these options using the Black Scholes option pricing model.

Consideration paid on the exercise of stock options and warrants is credited to share capital. Upon the exercise of the stock options or compensation warrants, consideration received together with the amount previously recognized in contributed surplus is recorded as an increase to share capital. The Company incorporates an estimated forfeiture rate for stock options and agent's warrants that may not vest.

l) Shares and warrants – measurement

The Company records the value of shares and warrants separately upon the issuance of units consisting of common shares and warrants. The fair value of the shares included in each unit is determined with reference to their market value on the unit issue date, and the residual amount, calculated by subtracting the fair value of the common shares included in the unit from the total consideration received for the unit, is allocated to the warrants.

Where the fair value of the common shares included in the unit is determined to be equal to or greater than the consideration received for the unit, the consideration received is allocated to common shares and nil to the warrants.

*Flow-through shares*

The Company may finance exploration of its Canadian mineral interests partially through proceeds raised upon the issuance of flow-through shares pursuant to the Income Tax Act (Canada). The sale of flow through shares allows the Company to transfer deductibility of qualifying exploration costs to purchasers of flow-through shares.

Upon the issuance of flow through shares, the Company estimates the premium ("Premium") associated with the flow through feature of flow through shares by analyzing the flow through share issue price against other variables such as the market price or issue price of the Company's shares without the flow through attribute. Provided a premium exists upon such comparison, upon sale of the flow through shares, the Company records an increase to share capital equal to the share capital portion of the gross proceeds, and a deferred flow through share liability equal to the Premium, if any. The deferred flow through share premium is classified as current or non-current depending on the Company's expectations of timing of incurring qualifying exploration expenditures, which underlying tax deductions are to be renounced to the purchasers of flow through shares.

As the Company incurs qualifying exploration expenditures to be renounced to purchasers, the Company recognizes an associated deferred tax liability and expense, representing the deferred tax effect on the Company of forfeiting the deductibility of costs incurred, and the associated deferred flow through share premium is recognized in profit or loss in the period that qualifying exploration expenditures have been incurred.

GRIZZLY DISCOVERIES INC.  
Notes to the consolidated financial statements  
For the years ended July 31, 2019 and 2018

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m) Related party transactions

The Company recognizes related party transactions at their exchange amount, being the amount of consideration paid for received for goods, services, assets or liabilities, provided that the related party transaction is i) in the normal course of business, and ii) has economic substance. For related party transactions which are not in the normal course of business and have no economic substance, the Company records the transaction at the carrying amount.

n) Current and future changes in accounting standards and policies

Accounting standards, amendments, and interpretations to existing standards effective and adopted by the Company in the current year

IFRS 9 replaces IAS 39 'Financial Instruments: Recognition and Measurement'. It makes major changes to the previous guidance on the classification and measurement of financial assets and introduces an 'expected credit loss' model for the impairment of financial assets.

When adopting IFRS 9, the Company has applied transitional relief and opted not to restate prior periods. Differences arising from the adoption of IFRS 9 in relation to classification, measurement, and impairment are recognized in retained earnings. The adoption of IFRS 9 has impacted the following areas:

- the classification and measurement of the Company's financial assets. Management holds financial assets to hold and collect the associated cash flows. Financial assets previously classified as amortized cost under IAS 39 continue to be accounted for at amortized cost as they meet the "hold-and-collect" business model and contractual cash flow characteristics test in IFRS 9.
- the impairment of financial assets applying the expected credit loss model. This affects the Company's accounts receivable measured at amortized cost. For accounts receivable, the Company applies a simplified model of recognizing lifetime expected credit losses as these items do not have a significant financing component. There was no impact to the financial statements as a result of applying the simplified model.

On the date of initial application, August 1, 2018, the financial instruments of the Company were reclassified as follows:

	Measurement category		Carrying amount		
	Original IAS 39 category	New IFRS 9 category	Closing balance, Jul 31, 2018	Adoption of IFRS 9	Opening balance, Aug 1, 2018
Cash and cash equivalents	Loans and receivables	Amortized cost	\$ 149,920	\$ -	\$ 149,920
Restricted cash	Loans and receivables	Amortized cost	5,000	-	5,000
Receivables (included in Other Assets)	Loans and receivables	Amortized cost	1,388	-	1,388
<b>Total financial assets balances</b>			<b>\$ 156,308</b>	<b>\$ -</b>	<b>\$ 156,308</b>

There have been no changes to the classification or measurement of financial liabilities as a result of the application of IFRS 9. There was no impact on transition to total financial asset balances previously reported under IAS 39.

IFRS 15 'Revenue from Contracts with Customers'

IFRS 15 'Revenue from Contracts with Customers' and the related 'Clarifications to IFRS 15 Revenue from Contracts with Customers' (hereinafter referred to as "IFRS 15") replace IAS 18 'Revenue', IAS 11 'Construction Contracts', and several revenue-related Interpretations. The new Standard has been applied retrospectively without restatement, with the cumulative effect of initial application recognized as an adjustment to the opening balance of deficit at August 31, 2018. There was no impact to the financial statements as a result of adopting this standard.

Recent accounting pronouncements

In January 2017, the IASB issued IFRS 16 *Leases* ("IFRS 16"). This standard is effective for annual periods beginning on or after January 1, 2019, and permits early adoption, provided IFRS 15 *Revenue from contracts with Customers* has been applied, or is applied at the same date as IFRS 16. IFRS 16 requires lessees to recognize assets and liabilities for most leases. The Company is in the process of determining the impact of IFRS 16 on its consolidated financial statements.

**4. Restricted cash**

The Company has restricted cash in the amount of \$5,000 (2018 - \$5,000) as security for corporate credit card liabilities.

**5. Other current assets**

<b>As at July 31</b>	<b>2019</b>	<b>2018</b>
Accounts receivable	\$ 1,604	\$ 1,388
Goods and services tax receivable	1,301	7,556
Mineral exploration tax credits receivable	11,489	10,144
Prepayments and deposits	<u>63,045</u>	<u>43,201</u>
<b>Total other current assets</b>	<b><u>\$ 77,439</u></b>	<b><u>\$ 62,289</u></b>

The Company holds securities of publicly traded companies which it has classified as available-for-sale, carried at fair value, with unrealized gains and losses held as a component of accumulated other comprehensive loss in equity, net of deferred taxes.

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**6. Mineral properties**

	Alberta Diamond Properties	Alberta Potash Properties	BC Precious Metals Properties	Total
Balance, July 31, 2017	\$ 1	\$ 1	\$ 8,296,166	\$ 8,296,168
Acquisition costs	1,969	7,387	185,855	195,211
Exploration and evaluation costs	2,099	1,338	16,793	20,230
Reclamation	-	9,478	-	9,478
Impairment	(4,068)	(18,203)	(1,697,029)	(1,719,300)
Balance, July 31, 2018	1	1	6,801,785	6,801,787
Acquisition costs	2,641	5,353	2,498	10,492
Exploration and evaluation costs	2,410	322	49,216	51,948
Reclamation	-	6,305	-	6,305
Impairment	(5,051)	(11,980)	-	(17,031)
<b>Balance, July 31, 2019</b>	<b>\$ 1</b>	<b>\$ 1</b>	<b>\$ 6,853,499</b>	<b>\$ 6,853,501</b>

*Option Agreement*

On September 23, 2015, the Company and KG Exploration (Canada) Inc., a wholly owned subsidiary of Kinross Gold Corporation, entered into an option agreement (the "Kinross Option") whereby the Company has granted to KG Exploration (Canada) Inc. an option to earn a 75% ownership interest in certain mineral claims ("Option Area") within the Company's Greenwood Project.

The Kinross Option requires that KG Exploration (Canada) Inc. incur USD 3,000,000 in exploration expenditures on the Option Area within five years of entering the Kinross Option, including incurring USD 750,000 and drilling a minimum of 750 metres within the first two years of the Kinross Option, in order to earn a 75% interest in the Option Area.

The Option Area consists of mineral claims covering approximately 27,000 hectares of the Company's Greenwood Gold Project, and represents approximately one third of the total area of the Greenwood Project.

Provided KG Exploration (Canada) Inc. completes the terms of the Kinross Option, the Kinross Option contemplates the subsequent formation of a "joint venture" whereby each of the parties would fund its proportionate share of expenditures for exploration, development, and maintenance costs and receive its proportionate share of production. The Kinross Option includes provisions for dilution in the case one party chooses not to contribute its proportionate share; if a party's interest is diluted below 10%, its interest shall be converted to a 2% net smelter royalty and the non-diluting party would have a 100% interest in the mineral claims constituting the Option Area.

*BC Precious Metals Properties*

Greenwood

During the year ended July 31, 2008, Grizzly signed two option agreements to acquire a 100% interest in the Greenwood property. The vendor retains a combined 2.5% net smelter royalty ("NSR") on the property which

Grizzly can reduce by up to 1.5% for a price of \$1,500,000. All of the expenditure requirements under the option agreements have been met and the Company is now the 100% owner of the underlying mineral claims subject to the NSR.

During the year ended July 31, 2009, Grizzly signed an option agreement to acquire a 100% interest in the Sidley Gold-Dayton Copper property, contiguous with Grizzly's other Greenwood claims. The vendor will retain a 2.5% NSR which Grizzly can reduce by up to 1.5% for a price of \$1,500,000. The Company is the 100% owner of the underlying mineral claims subject to the NSR described above.

Prior to August 1, 2010, the Company had acquired several mineral claims which form part of the Company's Greenwood Gold project. Certain of these properties are subject to a 3% net smelter royalty.

Twenty percent of certain mineral claims underlying the Greenwood property (the "Rock Creek claims") are owned by an unrelated third party and are subject to a carried interest.

#### Robocop

On May 16, 2018, the Company announced that it had acquired five mineral claims in Southeastern British Columbia (the "Robocop Property"). The Robocop Property was purchased from arm's length vendors pursuant to a purchase agreement dated May 11, 2018 in exchange for the issuance of 2,000,004 common shares of the Company and 2,000,004 common share purchase warrants, with each common share purchase warrant entitling the holder to acquire an additional common share at an exercise price of \$0.14 within a period of three years from issuance. The common shares issued to the vendors were valued at \$0.09 per common share, and the warrants at nil, for an aggregate purchase price of \$180,000 for the Robocop Property.

Under the terms of the Purchase Agreement, the Robocop Property carries a 3% NSR in favour of certain of the vendors, and, under the terms of the Agreement, Grizzly has the right to purchase up to 2% of the NSR (down to 1% NSR) within two years after the delivery of a positive Feasibility Study for the Property, for the amount of \$1,500,000.

#### *Alberta Potash Properties*

The Company has an outstanding environmental reclamation provision related to the reclamation of two exploratory potash test wells in Southern Alberta, recorded in the consolidated statement of financial position as a reclamation provision. The Company recorded a reclamation provision in the amount of \$206,883 (2018 - \$200,643), being the present value of management's current estimate of the well site reclamation, discounted using a risk-free rate of 1.59% (2018 - 2.05%) with an estimated settlement date of July 31, 2020. The Company has a security deposit outstanding related to these wells in the amount of \$31,288 (2018 - \$30,696), including accumulated interest, pursuant to government regulation. The security deposit and accumulated interest is refundable to the Company upon successful reclamation of the wells and has therefore been classified as non-current on the consolidated statement of financial position.

As the Company has not conducted substantive exploration on the Alberta Potash properties in several years and, as a result, in the year ended July 31, 2017 the Company impaired the carrying value to a nominal amount of \$1. Certain mineral claims underlying the Alberta Potash properties expired in the years ended July 31, 2018 and 2019, and the Company has re-acquired the claims assessed to be most prospective for potash through non-competitive bids with the Government of Alberta. The Company does not currently have plans or the financial resources to explore the Alberta Potash Properties. In the case that materially all mineral claims in the Alberta Potash Property expire and are not re-acquired, the nominal \$1 carrying value will be derecognized through impairment.

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*Impairment*

The Company incurred costs of \$5,051 (2018 - \$4,068) related to its Alberta Diamonds properties which had been written down to a nominal carrying value of \$1 in prior years. These costs have been reported as an impairment on the consolidated statements of loss and comprehensive loss.

The Company incurred costs of \$11,980 (2018 - \$18,203) related to its Alberta Potash properties which had been written down to a nominal carrying value of \$1 in the prior year. These costs have been reported as an impairment on the consolidated statements of loss and comprehensive loss.

In the year ended July 31, 2018, the Company had incurred costs totaling \$297 related to its French and Silver Bear properties in British Columbia which has been written down to a nominal carrying value of \$1 in prior years, and recorded an impairment of \$1,697,029, representing the balance of previously capitalized expenditures on the Peak property, which was forfeited by the Company.

**7. Income taxes**

*Income tax expense*

<b>For the years ended July 31</b>	<b>2019</b>	<b>2018</b>
Current tax expense	\$ -	\$ -
Deferred tax expense:		
Origination and reversal of temporary differences	<b>(44,833)</b>	(504,847)
Tax rate changes and tax rate differences	<b>264,781</b>	-
Change in unrecognized deductible temporary differences	<b>(219,948)</b>	504,847
<b>Total income tax expense</b>	<b>\$ -</b>	<b>\$ -</b>

The actual income tax provision differs from the expected amount calculated by applying the Canadian combined federal and provincial corporate tax rates to income before tax as follows:

<b>For the years ended July 31</b>	<b>2019</b>	<b>2018</b>
Loss before tax	\$ <b>(361,605)</b>	\$ (1,913,596)
Statutory combined income tax rate	<b>26.92%</b>	27.00%
Expected income tax	\$ <b>(97,332)</b>	\$ (516,671)
Increase (decrease) resulting from:		
Non-deductible expenses	<b>44,045</b>	11,587
Change in tax rates and rate differences	<b>273,235</b>	-
Change in unrecognized assets	<b>(219,948)</b>	504,847
Change in estimates related to prior years	-	237
<b>Income tax expense</b>	<b>\$ -</b>	<b>\$ -</b>

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*Recognized deferred tax assets and liabilities*

Deferred tax assets are attributable to the following:

<b>As at July 31</b>	<b>2019</b>	<b>2018</b>
Non-capital losses	\$ 86,465	\$ 98,999
Deferred tax assets	86,465	98,999
Set off of tax	<u>(86,465)</u>	<u>(98,999)</u>
<b>Net deferred tax asset</b>	<b>\$ -</b>	<b>\$ -</b>

Deferred tax liabilities are attributable to the following:

<b>As at July 31</b>	<b>2019</b>	<b>2018</b>
Mineral properties	\$ (86,465)	\$ (98,999)
Deferred tax liabilities	(86,465)	(98,999)
Set off of tax	<u>86,465</u>	<u>98,999</u>
<b>Net deferred tax liability</b>	<b>\$ -</b>	<b>\$ -</b>

*Unrecognized deferred tax assets*

Deferred tax assets have not been recognized in respect of the following items:

<b>As at July 31</b>	<b>2019</b>	<b>2018</b>
Deductible temporary differences	\$ 349,261	\$ 337,998
Tax losses	<u>6,601,754</u>	<u>6,408,204</u>
	<b>\$ 6,951,015</b>	<b>\$ 6,746,202</b>

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Company can use the benefits therefrom. The Company has \$6,977,691 (2018 - \$6,774,867) of Canadian non-capital loss carry-forwards, of which \$6,601,754 have not been recognized, which are estimated to expire between 2026 and 2039.

**8. Share capital**

*Private placement – June 2019*

On June 20, 2019, the Company closed a private placement of 2,900,000 units (“Units”) at a price of \$0.05 per Unit, and 1,037,667 units including flow through shares (“FT Unit”) at a price of \$0.06 per FT Unit for aggregate gross proceeds of \$207,260. Each Unit consisted of one common share of the Company (“Common Share”) and one non-transferable warrant (“Warrant”). Each FT Unit consisted of one Common Share issued as a flow through share, and one Warrant. Each non-transferable Warrant entitles the holder to acquire one additional Common Share at an exercise price of \$0.10 per Common Share until the earlier of: (a) 30 days following the issuance of a news release by the Company that the trading price of the Common Shares on the

TSX Venture Exchange is at or greater than \$0.16 per Common Share for 10 consecutive trading days; and (b) June 20, 2021.

In connection with the private placement, the Company paid cash commissions of \$5,526 and issued 104,100 Agent Warrants (with terms identical to the Warrants) to a registered dealer. The Company also incurred an additional \$4,341 in share issuance costs related to the private placement.

The Company has allocated the proceeds of the private placement using the residual value method whereby the fair value of the common shares on the closing date was determined to be \$0.045 of the purchase price of the NFT Units and FT Units to the common share, \$0.005 to the Warrants and Agent Warrants, and \$0.01 per FT Unit to the deferred flow through liability.

*Private placement – July 2018*

On July 19, 2018 and July 24, 2018, the Company closed on two tranches of a private placement of 562,500 units of the Company (“NFT Units”) and 200,000 flow-through units of the Company (“FT Units”) for aggregate gross proceeds of \$65,000.

Each NFT Unit was sold for \$0.08 and consisted of one common share of the Company and one non-transferable common share purchase warrant (“Warrant”). Each FT Unit was sold for \$0.10 per FT Unit and consisted of one common share issued as a flow-through share in accordance with the *Income Tax Act*, and one half of one Warrant. Each whole Warrant entitles the holder to acquire an additional common share at an exercise price of \$0.12 per Common Share until the earlier of: a) 30 days following the issuance of a news release by the Company that the trading price of the common shares on the TSX Venture Exchange is at or greater than \$0.18 per common share for 10 consecutive trading days; and b) 2 years after the issue date. The common shares issuable upon exercise of the Warrants will not be flow-through shares.

The Company has allocated the proceeds of the private placement using the residual value method whereby the fair value of the common shares on the closing date was determined to be \$0.08 of the purchase price of the NFT Units and FT Units to the common share, none to the warrants, and \$0.02 per FT Unit to the deferred flow through liability.

*Private placement – December 2017*

On December 15, 2017, the Company closed on a private placement of 1,200,000 units of the Company at a price of \$0.05 per Unit for gross proceeds of \$60,000. Each Unit consisted of one common share of the Company and on non-transferable common share purchase warrant each entitling the holder to acquire one additional common share at an exercise price of \$0.075 per common share until the earlier of: a) 30 days following the issuance of a news release by the Company that the trading price of the Company’s common shares on the TSX Venture Exchange is at or greater than \$0.12 per common share for 10 consecutive trading days; and b) December 15, 2019.

The Company has allocated the proceeds in this private placement using the residual value method whereby the fair value of the shares on the closing date was determined to be \$0.05 per common share, with no residual amount remaining to be allocated to the warrants.

*Shares issued for services*

During the year ended July 31, 2019, the Company issued 431,138 Common Shares valued at \$30,180 and recorded as an advertising expense included in general and administrative expenses on the consolidated statements of loss to a contractor in settlement of an agreement entered into on February 23, 2017. In the

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year ended July 31, 2018, the Company had reversed an accrual in the amount of \$5,300, recorded as a recovery of advertising expenses, related to the contract.

*Common shares*

The Company's articles authorize an unlimited number of common shares with no par value and an unlimited number of preferred shares. The Company has not issued any preferred shares. A summary of changes in common share capital is as follows:

	<b>Number of Shares</b>	<b>Weighted average issue price</b>	<b>Amount</b>
Balance, July 31, 2017	55,529,405		\$ 19,975,034
Shares issued in private placements	1,962,500	\$ 0.062	121,000
Shares issued on exercise of warrants	2,301,000	\$ 0.075	172,575
Warrant capital reclassified on exercise of warrants	-	-	2,000
Shares issued on exercise of options	200,000	\$ 0.050	10,000
Contributed surplus reclassified on exercise of options	-	-	6,000
Shares issued as consideration for mineral properties	2,000,004	\$ 0.090	180,000
Costs of share issuance	-		(2,095)
			<hr/>
Balance, July 31, 2018	61,992,909		20,464,514
Shares issued in private placement	3,937,667	\$ 0.045	177,195
Shares issued on exercise of options	725,000	\$ 0.057	41,250
Contributed surplus reclassified on exercise of options	-	-	25,750
Shares issued for services	431,138	\$ 0.070	30,180
Costs of share issuance	-		(10,387)
			<hr/>
<b>Balance, July 31, 2019</b>	<b>67,086,714</b>		<b>\$ 20,728,502</b>

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*Common share purchase warrants*

A summary of changes in common share purchase warrant capital is as follows:

	Number of Warrants	Weighted average issue price	Amount
Balance, July 31, 2017	6,518,537	\$	23,059
Warrants issued in private placements	1,862,500	\$ -	-
Warrants issued as consideration for mineral properties	2,000,004	\$ -	-
Warrants expired	(1,781,537)	\$ (0.005)	(8,879)
Warrants exercised	(2,301,000)	\$ (0.001)	(2,000)
Balance, July 31, 2018	6,298,504		12,180
Warrants issued in private placement	3,937,667	\$ 0.005	19,688
Agent Warrants issued in private placement	104,100	\$ 0.005	520
Warrants expired	(2,436,000)	\$ (0.005)	(12,180)
<b>Balance, July 31, 2019</b>	<b>7,904,271</b>	<b>\$</b>	<b>20,208</b>

A summary of share purchase warrants outstanding is as follows:

As at July 31, 2019				As at July 31, 2018			
Exercise price	Warrants outstanding	Warrants exercisable	Years to expiry	Exercise price	Warrants outstanding	Warrants exercisable	Years to expiry
\$ -	-	-	-	\$ 0.075	2,400,000	2,400,000	0.7
\$ -	-	-	-	\$ 0.075	36,000	36,000	0.7
\$ 0.075	1,200,000	1,200,000	0.4	\$ 0.075	1,200,000	1,200,000	1.4
\$ 0.140	2,000,004	2,000,004	1.8	\$ 0.140	2,000,004	2,000,004	2.8
\$ 0.120	612,500	612,500	1.0	\$ 0.120	612,500	612,500	2.0
\$ 0.120	50,000	50,000	1.0	\$ 0.120	50,000	50,000	2.0
\$ 0.100	3,937,667	3,937,667	1.9	\$ -	-	-	-
\$ 0.100	104,100	104,100	1.9	\$ -	-	-	-
<b>\$ 0.108</b>	<b>7,904,271</b>	<b>7,904,271</b>	<b>1.6</b>	<b>\$ 0.100</b>	<b>6,298,504</b>	<b>6,298,504</b>	<b>1.6</b>

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*Common share purchase options*

A summary of stock option activity is as follows:

	Number of options	Weighted average exercise price
Outstanding stock options, July 31, 2017	5,200,000	\$ 0.07
Granted	600,000	\$ 0.10
Exercised	(200,000)	\$ 0.05
Expired	<u>(500,000)</u>	\$ 0.10
Outstanding stock options, July 31, 2018	5,100,000	\$ 0.07
Issued	1,850,000	\$ 0.10
Exercised	(725,000)	\$ 0.06
Expired	<u>(200,000)</u>	\$ 0.10
<b>Outstanding stock options, July 31, 2019</b>	<b><u>6,025,000</u></b>	<b>\$ 0.08</b>

A summary of stock options outstanding is as follows:

As at July 31, 2019				As at July 31, 2018			
Exercise price	Options outstanding	Options exercisable	Years to expiry	Exercise price	Options outstanding	Options exercisable	Years to expiry
\$ -	-	-	-	\$ 0.100	200,000	200,000	0.8
\$ 0.075	2,000,000	2,000,000	1.8	\$ 0.075	2,200,000	2,200,000	2.8
\$ 0.050	1,575,000	1,575,000	2.9	\$ 0.050	2,300,000	2,300,000	3.9
\$ 0.100	300,000	300,000	3.5	\$ 0.100	300,000	300,000	4.5
\$ 0.100	300,000	300,000	3.9	\$ 0.100	300,000	300,000	4.9
\$ 0.100	1,050,000	1,050,000	4.0	\$ -	-	-	-
\$ 0.100	800,000	800,000	4.3	\$ -	-	-	-
<b>\$ 0.077</b>	<b>6,025,000</b>	<b>6,025,000</b>	<b>3.0</b>	<b>\$ 0.069</b>	<b>5,100,000</b>	<b>5,100,000</b>	<b>3.4</b>

During the year ended July 31, 2019, the Company issued an aggregate of 1,850,000 (2018 - 600,000) stock options to directors, officers, and consultants at a weighted average exercise price of \$0.10 (2018 - \$0.10) per common share and expiring no later than 5 years from the issue date. These options all vested upon issuance.

The total estimated fair value of the 1,850,000 (2018 - 600,000) common share purchase options vested during the year of \$150,500 (2018 - \$42,000) was recorded as share based compensation expense and an increase to contributed surplus. The weighted average grant date fair value of \$0.08 (2018 - \$0.07) per option granted was estimated using the Black Scholes option pricing model using the following weighted average grant date assumptions: grant date stock price \$0.086 (2018 - \$0.073); risk-free rate 2.29% (2018 - 1.96%); expected volatility 170% (2018 - 190%); annual dividend yield 0%, and; expected life of option 5 years. The expected volatility is based on historic volatility (based on the remaining life of the options) adjusted for any expected changes to future volatility due to publicly available information.

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Subsequent to July 31, 2019, the Company granted a total of 500,000 options exercisable at \$0.05 per option under the Company's stock option plan to an officer and a consultant.

**9. General and administrative expenses**

For the years ended July 31	2019	2018
Advertising and promotion	\$ 61,767	\$ 9,585
Conferences and corporate travel	14,346	15,095
Consulting fees (note 12)	40,000	48,750
Office and administration	18,095	14,764
Regulatory and transfer fees	31,844	32,543
Professional fees	34,215	33,356
	<hr/>	<hr/>
<b>General and administrative expenses</b>	<b>\$ 200,267</b>	<b>\$ 154,093</b>

**10. Supplemental cash flow information**

*Interest and dividends received and paid*

During the year ended July 31, 2019, the Company received interest of \$2,193 (2018 - \$1,797) from deposits with its financial institution and from the Canada Revenue Agency. The Company did not pay any interest or dividends, nor did it receive any dividends, in either of the years ended July 31, 2019 or 2018.

*Non-cash transactions eliminated from the consolidated statements of cash flows*

The following table lists non-cash transactions which were recorded in the years ended July 31, 2019 and 2018 and have been eliminated from the consolidated statements of cash flows.

For the years ended July 31	2019	2018
Mineral exploration tax credits accrued as a reduction of mineral properties	\$ (12,522)	\$ (7,196)
Change in estimate of reclamation provision	\$ (6,240)	\$ -
Increase (decrease) in accounts payable related to investing activities	\$ (23,666)	\$ 1,825
Warrants issued as share issue costs	\$ 520	\$ -
Shares issued for services	\$ 30,180	\$ -
Shares issued as consideration for mineral properties	\$ -	\$ 180,000

**11. Financial instruments and risk management**

General objectives, policies and processes

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure effective implementation of the objectives and policies to the Company's finance function.

The overall objective of the Board and the Company's finance function is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility and to ensure that risks are properly identified and that the capital base is adequate in relation to those risks. Further details regarding these policies are set out below.

The Company's financial instruments consist of cash and cash equivalents, restricted cash, accounts receivable, and accounts payable and accrued liabilities.

The Company is exposed to the following financial risks:

- i) Market risk
- ii) Credit risk
- iii) Liquidity risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these consolidated financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated in the note.

#### Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of three types of risk: currency risk, interest rate risk, other price risk.

#### *Currency risk*

Currency risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will fluctuate because of changes in foreign exchange rates. The Company maintains a negligible United States of America Dollar ("USD") cash balance for incidental USD expenses, therefore is not exposed to a material amount of currency risk.

#### *Interest rate risk*

Interest rate risk is the risk arising from the effect of changes in prevailing interest rates on the Company's financial instruments. The Company holds no interest-bearing financial liabilities; therefore, interest rate risk is limited to potential decreases on the interest rate offered on cash and cash equivalents held with its financial institution. The Company considers this risk to be minimal.

#### Liquidity risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company monitors its risk by monitoring the maturity dates of payables. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

To achieve this objective, the Company regularly monitors working capital positions and updates spending plans as considered necessary. Further, the Company utilizes authorizations for expenditure on exploration projects to further manage expenditures. Monthly working capital and expenditure reports are prepared by the Company's finance function and presented to management for review.

At July 31, 2019, the Company's current liabilities consisted of accounts payable and accrued liabilities of \$52,822 (2018 – \$71,100) due within the year ended July 31, 2020. The Company's cash and cash equivalents

of \$124,144 at July 31, 2019 (2018 - \$149,920), in addition to refundable goods and services input tax credits and mineral exploration tax credits receivable totalling \$12,790 (2018 - \$17,700), are sufficient to pay these current liabilities.

As at July 31, 2019, Grizzly's working capital was \$143,384 (2018 - \$142,109). The continuing operations of the Company are dependent upon its ability to obtain adequate financing and to commence profitable operations in the future. Grizzly may have to seek additional debt or equity financing, and there can be no assurance that such financing will be available on terms acceptable to the Company.

#### Credit risk

Credit risk is the risk of potential loss to the Company if counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its cash and cash equivalents.

The Company has assessed its exposure to credit risk on its cash and cash equivalents and has determined that such risk is minimal. The majority of the Company's cash and cash equivalents are held with reputable financial institutions in Canada.

#### Fair values

The consolidated statement of financial position carrying amounts for cash and cash equivalents, restricted cash, and accounts payable and accrued liabilities approximate fair value due to their short-term nature. Due to the use of subjective judgments and uncertainties in the determination of fair values these values should not be interpreted as being realizable in an immediate settlement of the financial instruments.

Financial assets and liabilities that are recognized on the consolidated statement of financial position at fair value are classified in a hierarchy that is based on significance of the inputs used in making the measurements. The levels in the hierarchy are:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can assess at the measurement date;

Level 2 – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly as prices or indirectly derived from prices; and

Level 3 – Inputs for the asset or liability that are not based on observable market data.

As at July 31, 2019 and 2018, the Company has no recognized financial assets or liabilities carried at fair value other than marketable securities carried at their impaired fair value of nil.

#### Capital management

The Company monitors its equity as capital.

The Company's objectives in managing its capital are to maintain a sufficient capital base to support its operations and to meet its short-term obligations and at the same time preserve investors' confidence and retain the ability to seek out and acquire new projects of merit.

There were no changes since the prior year in the Company's capital management. The Company is not exposed to any externally imposed capital requirements.

**12. Related party transactions**

The following is a summary of the Company's related party transactions during the year:

*Key management compensation*

Key management personnel are persons responsible for planning, directing, and controlling the activities of an entity, and include officers and executive and non-executive directors. Key management personnel compensation is summarized below:

<b>For the years ended July 31</b>	<b>2019</b>	<b>2018</b>
Management consulting fees paid to officers	\$ 32,000	\$ 42,750
Share based compensation	57,500	-
<b>Total Key management compensation</b>	<b>\$ 89,500</b>	<b>\$ 42,750</b>

All cash settled amounts disclosed above were fully paid at July 31, 2019 and 2018.

The Company's related party transactions are in the normal course of operations and are measured at the amount of consideration agreed to by the related parties, with the exception of the fair value of share-based compensation which is measured at its estimated fair value as determined using the Black Scholes option valuation model.