

GRIZZLY DISCOVERIES INC.
(the “Company” or “Grizzly”)

FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS (“MD&A”)
FOR THE THREE AND NINE MONTHS ENDED APRIL 30, 2023

The following MD&A, approved by the Audit Committee on behalf of the Board of Directors of the Company on June 28, 2023 should be read together with the condensed consolidated interim financial statements for the three and nine months ended April 30, 2023 and the notes thereto prepared in accordance with International Accounting Standard 34 (“IAS 34”) and the consolidated financial statements for the year ended July 31, 2022 and the notes thereto (the “Financial Statements”) prepared in accordance with International Financial Reporting Standards (“IFRS”). All amounts are stated in Canadian dollars, the Company’s functional currency, unless otherwise indicated.

Forward Looking Statements

Forward-looking statements look into the future and provide an opinion as to the effect of certain events and trends on the business. Certain statements contained in this MD&A constitute forward-looking statements. The use of any words such as “anticipate”, “continue”, “estimate”, “expect”, “intend”, “may”, “will”, “project”, “should”, “believe” and similar expressions are intended to identify forward-looking statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions and involve known and unknown risks, uncertainties and other factors.

It is important to note that:

- Unless otherwise indicated, forward-looking statements in this MD&A describe the Company's expectations as of the date of this MD&A.
- Readers are cautioned not to place undue reliance on these statements as the Company's actual results, performance or achievements may differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements if known or unknown risks, uncertainties or other factors affect the Company's business, or if the Company's estimates or assumptions prove inaccurate. Therefore, the Company cannot provide any assurance that forward-looking statements will materialize.
- The Company assumes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or any other reason except as required by law.

For a description of material factors that could cause the Company's actual results to differ materially from the forward-looking statements in this MD&A, please see “Mining Risks” and “Business Risks”.

Description of Business

Grizzly Discoveries Inc. is an early stage multiple commodity exploration company engaged in the acquisition, exploration and potential future development of precious and base metals on properties in British Columbia with legacy potash and diamond properties in Alberta.

Grizzly is a reporting issuer in British Columbia, Alberta and Saskatchewan, and trades on the TSX Venture Exchange under the symbol GZD, on the Frankfurt Stock Exchange under the symbol G6H - WKN-A0F464, and on the OTCQB under the symbol GZDIF.

Overall Performance

The Company has no operating revenue to date; the only cash income earned is from interest on deposits. The Company relies on the issuance of common shares to finance exploration and to provide working capital. Most the Company's financial assets are expended in the acquisition and exploration of its mineral properties, which is reflected in the Company's consolidated financial statements as an increase in mineral properties on the consolidated statement of financial position. Additions to the capitalized balance of the Company's mineral properties in the current and comparative years are detailed in the following tables:

	Alberta Diamond Properties	Alberta Potash Properties	BC Precious Metals Properties	Total
	\$	\$	\$	\$
July 31, 2021	1	1	7,628,239	7,628,241
Acquisition and land use	-	4,155	260	4,415
Fieldwork and geological consulting	-	-	93,083	93,083
Assay and analysis	-	-	12,781	12,781
Reclamation	-	3,130	-	3,130
Option Agreements	-	-	(31,158)	(31,158)
Impairment	-	(7,285)	-	(7,285)
April 30, 2022	1	1	7,703,205	7,703,207
July 31, 2022	1	1	7,752,757	7,752,759
Acquisition and land use	3,636	9,374	42,473	55,483
Fieldwork and geological consulting	-	-	797,490	797,490
Exploration drilling	-	-	492,129	492,129
Assay and analysis	-	-	193,389	193,389
Mineral tax credits	-	-	(32,491)	(32,491)
Recoveries	-	-	(5,000)	(5,000)
Impairment	(3,636)	(9,374)	-	(13,010)
April 30, 2023	1	1	9,240,747	9,240,749

Selected annual information

The following table summarizes audited financial data for annual operations reported by the Company for the three most recently completed financial years.

For the year ended	July 31, 2022	July 31, 2021	July 31, 2020
Total assets (\$)	10,205,856	8,011,229	7,862,895
Mineral properties (\$)	7,752,759	7,628,241	6,917,776
Current liabilities (\$)	440,922	105,899	129,519
Interest income (\$)	11,267	2,687	2,030
Net loss (\$)	435,292	364,164	158,770
Basic and diluted loss per common share (\$)	0.00	0.00	0.00
Weighted average number of common shares outstanding	101,983,766	89,630,987	67,616,768

Summary of quarterly results

The following table summarizes financial data reported by the Company for the most recent eight quarters:

Period ended	Apr 30, 2023	Jan 31, 2023	Oct 31, 2022	Jul 31, 2022	Apr 30, 2022	Jan 31, 2022	Oct 31, 2021	Jul 31, 2021
Net income (loss) (\$)	(409,722)	(221,761)	92,829	(281,649)	(12,873)	(76,322)	(64,448)	(75,524)
Basic and diluted net income (loss) per common share (\$)	0.00	0.00	0.00	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)

Fluctuations in the Company's net loss are due primarily to the recognition of share based compensation costs arising from the issuance and vesting of stock options, impairment charges, and flow through share premium. Specific variances in the current three and nine month periods ended April 30, 2023 with the comparative periods are discussed below.

Results of Operations – Three Months Ended April 30, 2023

The Company incurred a net loss for the three months ended April 30, 2023 of \$409,722 (2022 – \$36,783). Items comprising the net loss varied in the three months ended April 30, 2023 compared to the three months ended April 30, 2022 as explained below.

General and administrative expenses incurred in the three months ended April 30, 2023 totaled \$161,830 (2022 - \$47,965). A description of significant variances between the periods follows:

- Advertising and promotion costs of \$54,729 (2022 - \$13,543) were incurred for promotion of the Company, including public announcements, news releases, advertising, and marketing consulting to support financing activities and promotion on the Company's exploration efforts. In the current period, the Company also hosted investor events.
- Conferences and corporate travel costs of \$33,200 (2022 – \$229) were incurred for management travel related to promotion, financing, and exploration program management as well as attendance at investor conferences.
- Consulting fees of \$53,029 (2022 – \$23,970) in fees paid to management for the management and normal business operations of the Company, and to consultants supporting management of the

Company. This amount includes \$36,000 in fees paid to corporations controlled by officers of the Company (2022 - \$15,000) for management services.

- Office and administration costs of \$4,757 (2022 - \$5,098) were incurred in the period for regular office costs including: office rent; office supplies; insurance; computer software; and communications and internet.
- Regulatory and transfer fees of \$15,443 (2022 - \$7,286) were incurred to the Company's transfer agent and fees paid to the TSX Venture Exchange and to the OTCQB Exchange.
- Professional fees of \$672 (2022 – recovery of \$2,161) resulting from incidental audit costs, tax services for the year, and routine corporate legal services.

In the three months ended April 30, 2023, the Company recorded net mineral property impairments totaling \$8,750 (2022 – \$1,691) in mineral property costs related to costs incurred with relation to the Company's Alberta Potash and Alberta Diamond properties (which had previously been impaired on the consolidated statements of financial position to a nominal amount of \$1) in the consolidated statements of income (loss).

In the three months ended April 30, 2023, the Company recorded costs related to the downhole reclamation of an exploratory well on the Company's Alberta Potash project of \$731 (2022 - \$nil).

Offsetting the above expenses were: interest income of \$3,263 (2022 – \$1,025) earned from financial institutions on the Company's cash deposits; flow through share premium of \$17,220 (2022 – \$7,944), and; unrealized loss on the fair value of marketable securities of \$4,394 (2022 –gain of \$27,814).

Results of Operations – Six Months Ended April 30, 2023

The Company incurred a net loss for the six months ended April 30, 2023 of \$538,304 (2022 – \$153,644). Items comprising the net loss varied in the six months ended April 30, 2023 compared to the six months ended April 30, 2022 as explained below.

General and administrative expenses incurred in the six months ended April 30, 2023 totaled \$426,642 (2022 - \$193,799). A description of significant variances between the periods follows:

- Advertising and promotion costs of \$150,822 (2022 - \$78,480) were incurred for promotion of the Company, including public announcements, news releases, advertising, and marketing consulting to support financing activities and promotion on the Company's exploration efforts and, in the current period, the hosting of several investor events.
- Conferences and corporate travel costs of \$65,951 (2022 – \$2,324) were incurred for management travel related to promotion, financing, and exploration program management.
- Consulting fees of \$142,339 (2022 – \$68,970) in fees paid to management for the management and normal business operations of the Company, and to consultants supporting management of the Company. This amount includes \$72,000 in fees paid to corporations controlled by officers of the Company (2022 - \$42,000) for management services.
- Office and administration costs of \$22,621 (2022 - \$9,264) were incurred in the period for regular office costs including: office rent; office supplies; insurance; computer software; and communications and internet and, in 2023, costs related to the Company's annual meeting of shareholders.
- Regulatory and transfer fees of \$35,420 (2022 - \$24,301) were incurred to the Company's transfer agent and fees paid to the TSX Venture Exchange and to the OTCQB Exchange.
- Professional fees of \$9,489 (2022 – \$10,460) resulting from incidental audit costs, tax services for the year, and routine corporate legal services.

In the six months ended April 30, 2023, the Company recorded net mineral property impairments totaling \$9,489 (2022 – \$10,460) in mineral property costs related to costs incurred with relation to the Company's Alberta Potash and Alberta Diamond properties (which had previously been impaired on the consolidated statements of financial position to a nominal amount of \$1) in the consolidated statements of income (loss).

In the six months ended April 30, 2023, the Company recorded costs related to the downhole reclamation of an exploratory well on the Company's Alberta Potash project of \$212,956 (2022 - \$nil), in excess of the related portion of the previously recognized Reclamation Obligation liability of \$120,768. The excess costs were related to costs for consulting, material, equipment, and subcontractor fees being significantly higher than estimated in the year ended July 31, 2022.

Offsetting the above expenses were: interest income of \$31,500 (2022 – \$1,409) earned from financial institutions on the Company's cash deposits; flow through share premium of \$344,032 (2022 – \$19,679), and; unrealized loss on the fair value of marketable securities of \$6,728 (2022 –gain of \$26,352).

Financial Instruments

Financial instrument classification

Grizzly's financial instruments recognized on the consolidated balance sheets consist of cash and cash equivalents, restricted cash, accounts receivable (included in other current assets), marketable securities (included in other current assets) and accounts payable and accrued liabilities.

Cash and cash equivalents, restricted cash, receivables (included in Other Assets), and accounts payable and accrued liabilities are recognized on the consolidated balance sheet at amortized cost. Marketable securities are recorded at fair value through profit and loss.

The estimated fair market values of the Company's financial instruments approximate their carrying values due to their short-term nature.

Purchases and sales of financial assets will be accounted for using trade-date accounting, and transaction costs on financial instruments other than those classified as held for trading will be recognized in profit and loss in the period in which they occur.

Grizzly has no unrecognized financial instruments or derivative financial instruments nor any "off-balance sheet" arrangements.

Capital management

The Company monitors its equity as capital.

Grizzly'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 investor's confidence and retain the ability to seek out and acquire new projects of merit.

Grizzly's objectives in managing its capital are: to maintain corporate and administrative functions necessary to support its operations and corporate functions; to perform mineral exploration activities on its exploration projects; and to seek out and acquire new projects of merit.

Financial Instruments

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 section 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 the 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.

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.

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.

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. Most of the Company's cash and cash equivalents are held with reputable financial institutions in Canada.

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. As an early-stage mineral exploration venture, the Company's primary source of funds is from the sale of common shares from treasury through private placements to investors exempt from prospectus requirements, and through the exercise of outstanding convertible securities (options and warrants).

The continuing operations of the Company are dependent upon its ability to obtain adequate financing and to commence profitable operations in the future. Grizzly will have to seek, and intends 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.

Additional funding is required to continue exploration on the Company's mineral properties. If management is unable to secure additional financing, the Company will reduce ongoing administrative costs, expected to result in a severe reduction in the Company's operational and administrative capacity.

Determination of fair value

The consolidated statement of financial position carrying amounts for cash and cash equivalents, restricted cash, receivables (included in other current assets) 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.

Liquidity and Capital Resources

The Financial Statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company, particularly the exploration and potential development of its mineral properties, are dependent upon its ability to continue to obtain adequate financing in the future, for which there is no guarantee the Company will be successful in obtaining on terms acceptable to the Company.

Outstanding Share Data

The following table summarizes the Company's outstanding share capital as at the date of this MD&A:

Common shares outstanding	142,159,760
Warrants, \$0.08, weighted average 0.8 years remaining	22,426,692
Stock options, \$0.09, weighted average 3.5 years remaining	<u>9,850,000</u>
Fully diluted	<u>174,436,452</u>

Subsequent Events

Warrants Exercised

Subsequent to April 30, 2023, the Company issued 458,333 common shares upon the exercise of warrants for proceeds of \$38,958.

Related Party Transactions

The Company pays management fees to officers of the Company in the regular course of business. These fees are disclosed in the Financial Statements.

Proposed Transactions

The Company has no proposed transactions.

Off Balance Sheet Arrangements

The Company has no off balance-sheet arrangements.

Changes in Management

On May 26, 2023, the Board of Directors appointed Mr. V. Richard Rabbito as a Director of the Company and approved the issuance of 500,000 stock options to Mr. Rabbito, subject to acceptance of the TSX Venture Exchange. On June 23, 2023, Mr. Rabbito resigned from the Board, and the 500,000 stock options were cancelled unexercised.

Estimates

The preparation of the Financial Statements requires management to make certain estimates, judgments and assumptions that affect the amounts reported and disclosed in the Financial Statements. 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: share-based compensation; deferred taxes; impairment of assets; depreciation; reclamation provisions; and flow through expenditures. Note 3a) of the consolidated financial statements for the year ended July 31, 2022 describe these items in greater detail.

Mineral Properties

The Company's primary business is the acquisition and exploration of mineral claims with the ultimate goal of defining one or more mineral resources in order to either develop for production or sale to a third party. The Company holds or has a majority interest in:

- two precious-base metal properties in British Columbia, including the extensive **Greenwood Project** and the 100% owned, **Robocop Property**;
- the Company also holds the **Alberta Diamond Project** consisting of two wholly owned claim blocks in the Buffalo Head Hills, with one hosting diamondiferous kimberlites discovered by Grizzly in 2008.

Summaries of each of the Company's principal projects are below. More information can be viewed on SEDAR.com and the Company's website. The reader should note that any potential future exploration programs mentioned below to change and are subject to the Company obtaining financing on terms acceptable to the Company.

Property Acquisition – Beaverdell

On February 8, 2023, the Company acquired a 100% undivided interest in ten (10) mineral claims in Southeast British Columbia, contiguous with the Company's Greenwood claims, currently held by Zimtu, known as the Beaverdell Claims.

The Beaverdell mineral claims exist at the south end of the historic Beaverdell silver-lead-zinc-gold (Ag-Pb-Zn-Au) camp. Silver production for the main Beaverdell mine about 3 km north of the mineral claims being acquired was close to 35 million ounces (Moz) of Ag with greater than 30 million pounds (Mlbs) of Zn and 25 Mlbs of lead from 1896 to 1991 (BC Government Minfile Report for 082ESW030). Several of the mineral claims being acquired exist immediately south of Troubadour Resources Inc.'s Texas Project mineral claims where they have been actively exploring high grade Ag-Au-Cu-Pb-Zn zones southwest of Beaverdell including the Doorn Zone approximately 2 km north of the Beaverdell mineral claims.

The Beaverdell mineral claims being acquired cover a number of historical polymetallic showings and in particular the Tuzo Creek Molybdenite showing with accompanying sphalerite, galena and chalcopyrite in an altered, partially brecciated and quartz veined Eocene aged quartz-feldspar porphyry. Historical drilling results at the Tuzo Creek showing have yielded up to 0.28% MoS₂ (0.17% Mo) over 3.05 m and 0.16% MoS₂ (0.1% Mo) over 15.24 m core length in limited drilling.

The southernmost block of claims south of Beaverdell covers the historical (reverted) Enterprise and Teresa Fraction Crown Grants that are host to a number of historical adits and drifts along quartz veins hosted in shear zones within felsic porphyry and granodiorite of either Jurassic and/or Eocene age. The mineralization present has been reported as quartz veins with chalcopyrite, pyrite, galena, sphalerite along with tellurides. High grades of Au, Ag, Pb, Zn and tellurium (Te) have been reported from samples from the workings.

In May, 2023, the Company staked 11 additional mineral claims covering 6,600 acres contiguous with the Beaverdell claims acquired from Zimtu. Pursuant to acquiring and staking the Beaverdell claims and amalgamating and trimming of claims, the Company now has 13 mineral claims covering a total of 8,520 acres in the Beaverdell area in the Greenwood Mining District of British Columbia.

The Company plans to conduct reconnaissance exploration, including prospecting, rock and soil sampling along with geological mapping at the acquired mineral claims during the field season in 2023, subject to financing.

2022 Exploration

The following summarizes the status and results of the Company's 2022 exploration program on the Greenwood project in British Columbia to the date of this MD&A.

- The Company collected a total of approximately 1,578 soil samples in the Rock Creek area in the vicinity of the Nick nickel-cobalt prospect, in the area of the Ket 28 gold prospect and in the Sappho area targeting Cu-Ag-Au-Pt-Pd mineralization east of the town of Midway.
- The Company collected approximately 500 rock samples at targets in the Ket 28 area, Rock Creek area (Imperial and Crown Point), the Midway area, the Copper Mountain area, the Overlander-Attwood area and the Sappho area. All soil and rock samples have been sent to ALS Global in Vancouver for precious metal and multi-element analysis.
- Grizzly has completed a total of 15 core holes for a total of 3,115 m at the Dayton Target targeting Cu-Au-Ag mineralization and the Motherlode North area targeting Au-Ag-Cu-Pb-Zn mineralization..
- The Dayton area is being targeted for Cu-Au porphyry and skarn potential.

- The Motherlode North area is being targeted for skarn and precious metal epithermal sulphide mineralization.
- The Midway area is being targeted for copper-gold skarn and epithermal gold-silver. The Overlander area is being targeted for mesothermal to epithermal gold-silver mineralization.
- The Sappho area is being targeted for copper-gold-PGEs skarn and porphyry type targets associated with an alkalic intrusive complex and several diorite intrusions.
- Five new showings of copper oxide/sulphide mineralization have been found during the 2022 program at the Sappho Target area.
- The Midway historical mine and immediate area has yielded five selective rock grab samples with between 12.05 g/t Au and 70.8 g/t Au along with five selective rock samples with between 565 g/t Ag and 2,140 g/t Ag (See Grizzly News Release October 17, 2022).

On December 23, 2022, the Company announced assay results for four (4) of the 15 core holes drilled in 2022 at the Greenwood Project.

2022 Dayton Drilling Highlights

- The Company completed 4 core holes for 1,014 m at the copper-gold Dayton Skarn/Porphyry Prospect following up a discovery by Grizzly in 2011 at Dayton.
- The Dayton IP2 target (an induced polarization [IP] chargeability anomaly) was tested by Grizzly with a single hole in 2011 and intersected potassic altered volcanics and dioritic intrusives with a near surface intersection (11DA-009) of 0.15% copper (Cu) and 0.43 grams per tonne (g/t) gold (Au) (or 0.46% CuEq**) over 51 m core length starting at a depth of 3 m.
- Comparable and thicker sulphide zones, skarn and potassic alteration have been intersected in the 2022 drilling at the Dayton IP2 target.
- New intersections at Dayton include hole 22DA-016 with 0.062% Cu, 0.221 g/t Au and 1.89 g/t Ag (0.221% CuEq**) over 180 m core length, 22DA-017 with 0.057% Cu, 0.149 g/t Au and 1.76 g/t Ag (0.177% CuEq**) over 184 m core length, and 22DA-015 with 0.033% Cu, 0.155 g/t Au and 2.06 g/t Ag (0.162% CuEq**) over 44.5 m core length.
- Intercepts are all associated with an IP chargeability anomaly (IP2) and mineralization appears to plunge and thicken to the northeast down plunge in conjunction with an apparent plunge of the IP chargeability anomaly. The IP2 anomaly is at least 600 m in strike length and ranges from 100 to 150 m wide and is open to the northeast and at depth.
- Further drilling is planned for the Dayton IP2 chargeability anomaly. Permits are already in place to conduct further drilling.

On January 26, 2023, the Company announced the results of grab samples obtained from the Midway Mine and Copper Mountain Area, with the following highlights:

- A total of 18 additional and new selective rock grab and composite rock grab samples from outcrop collected from the Midway Mine-Picturestone area, with 8 of 18 rock grab samples from outcropping mineralization in the Midway Mine area yielding a range of 0.119 grams per tonne (g/T) gold (Au) up to 12.85 g/T (or 0.375 ounces per ton [opt]) Au.

- Three (3) of the 18 new selective rock grab samples from the Midway Mine area yielded from 248 g/T silver (Ag) (7.2 opt Ag) up to 2,700 g/T Ag (78.8 opt Ag), with highly anomalous and associated lead (Pb), zinc (Zn), copper (Cu), arsenic (As) and antimony (Sb).
- All highly anomalous samples are from outcrop and characterized by the presence of abundant pyrite, arsenopyrite with visible galena and sphalerite in a siliceous chalcedonic host. The mineralization is hosted in polymetallic veins and altered wall rock that display the presence of Pb, Zn, Cu, As and Sb, and are likely epithermal in nature. Mineralized veins with northwest and northeast orientations were noted.
- Host rocks are altered with disseminated sulphide and are likely altered sedimentary rocks to altered intermediate intrusions including quartz-feldspar porphyry and diorite.
- Anomalous Au and Ag associated with silica-potassic alteration detected along a strike length of more than 450 m in sampling along a northwest magnetic trend from the Picturestone Quarry to the Midway Mine that marks a faulted contact between diorite and serpentinite.
- A total of 28 of 90 new rock grab samples with greater than 0.1 g/T Au up to 96.9 g/T (2.83 opt) Au collected from the Copper Mountain area about 10 km north of Midway.
- Three (3) high grade gold values (9.05 g/T up to 96.9 g/T) obtained from the historical Coronation Mine area extending the footprint of the Coronation epithermal vein mineralization.
- Four (4) new Au-Cu showings were identified from 100 m to 400 m west of the Mabel Jenny Au-Cu showings that were drilled in 2010 with intersections of up to 1.0 g/T Au and 4.65 g/T Ag over 30 m core length, and 4.31 g/T Au and 10.13 g/T Ag over 5 m core length.
- In addition to Au, a total of 30 of the 90 rock grab samples yielded Cu assays greater than 200 ppm up to 1,465 ppm Cu. Almost all of the samples collected in the Copper Mountain area have anomalous copper. Mineralization consists of pyrite and minor chalcopyrite hosted in strongly altered diorite and/or volcanics. Skarn and/or porphyry style mineralization is the anticipated target for the Mabel Jenny portion of the Copper Mountain Prospect.

On February 6, 2023, the Company announced results from grab samples collected from the historical Crown Point Mine area, with the following highlights:

- A total of 19 new selective rock grab and composite rock grab samples from outcrop collected from the Crown Point to Leona historical mines area, with 9 of 19 rock grab samples from outcropping mineralization yielding a range from 23.8 grams per tonne (g/T) silver (Ag) up to 429 g/T (or 12.51 ounces per ton [opt] Ag).
- Six (6) of the 7 new selective rock grab samples from the historical Crown Point Mine area yielded from 25.2 g/T Ag (0.74 opt Ag) up to 94.3 g/T Ag (2.75 opt Ag), with all 6 samples yielding significant percent level lead (Pb) and zinc (Zn) with 1.52% up to 5.86% Pb and 1.51 up to 6.42% Zn. One of the six samples yielded 1.305 g/T gold (Au).
- Approximately 350 m southeast of the Crown Point, three (3) of 12 new selective rock grab samples from the Leona Group showings and historical mines yielded from 23.8 g/T Ag (0.69 opt Ag) up to 429 g/T Ag (12.51 opt Ag) along with very high levels of lead (up to >20% Pb).
- All highly anomalous samples are from outcrop and characterized by the presence of abundant pyrite, visible galena and sphalerite in quartz veins and pods or in silicified metavolcanic or metasedimentary rocks (Greenstones). The mineralization can be described as polymetallic veins and altered wall rock that display the presence of lead, zinc, copper and arsenic and are likely metasomatic in nature. Granodiorite and diorite intrusions have been noted nearby.
- The Crown Point and Leona showings are somewhat lined up along a northwest trending structure near the eastern edge of the Rock Creek Graben characterized by northeast trending normal faults.

On February 22, 2023, the Company announced results from grab samples collected at the historical Imperial Mine, with the following highlights:

- A total of 83 new selective rock grab and composite rock grab samples collected from a number of outcrops across the 815 hectare (2,015 acre) Imperial Mine target area.
- A total of 10 of the 83 rock grab samples from outcropping mineralization yielding a range from 193 grams per tonne (g/t) silver (Ag) up to 1,810 g/t Ag (or 5.63 ounces per ton [opt] up to 52.8 opt Ag) and 1.41 g/t Au up to 11.05 g/t Au.
- The 10 new selective high-grade Ag-Au bearing rock grab samples from the historical Imperial Mine area were collected from five discreet areas of mineralization in and around the historical mine workings including from outcrop and underground.
- All highly anomalous samples are characterized by the presence of abundant and visible pyrite, galena and sphalerite in quartz veins and/or pods of silicified metavolcanic or metasedimentary rocks (Greenstones). The mineralization can be described as polymetallic veins and altered wall rock that display the presence of silver, gold, lead, zinc and minor copper and it is likely metasomatic in nature. Granodiorite and diorite intrusions have been noted nearby.
- High levels of chromium and nickel reflect the presence of altered ultramafic rocks with serpentine-carbonate alteration and commonly identified as listwanite.
- The Imperial showings, including the veins and pods of mineralization in the underground, line up north-south to northwest-southeast and are potentially associated with a thrust fault that is broken and somewhat lined up along a north trending structure near the eastern edge of the Rock Creek Graben or the western edge of the Toroda Graben.
- The grabens are characterized by north-northeast trending normal faults.
- The geological setting and style of mineralization at the Imperial Mine bears a strong resemblance to the setting at the Historical Midway Mine about 13.5 km to the southeast.
- The Company is planning surface and underground rock and soil sampling, mapping, ground geophysical surveys and eventually drilling.

On March 28, 2023, the Company announced the final results from 2022 exploration drilling at Motherlode North, with the following highlights:

- The Motherlode North polymetallic and skarn targets are comprised of copper-gold-silver +/- lead-zinc (Cu-Au-Ag +/- Pb-Zn) targets 500 to 750 m north and northeast of the historical Motherlode Mine (not owned by the Company), which produced significant amounts of Cu, Au and Ag including 173,000 ounces (oz) of Au, 688,000 oz of Ag and 77 million lbs of Cu between 1896 and 1918 and 1956 to 1963 (BC Minfile 082ESE034).
- Prior drilling by Grizzly intersected up 17.15 g/t Au, 41.7 g/t Ag, along with, 0.56% Pb and 1.51% Zn over 1.5 m core length at one of the skarn targets north of the Motherlode Pit.
- Skarn and sulphide rich mineralization, along with widespread hornfels and propylitic alteration have been intersected in most of the 2022 Motherlode North (22ML07 to 15) and the two (22MR01 & 02) Marguerite core holes.
- Final assay results for the nine Motherlode holes have yielded anomalous Au, Ag, Cu, Pb and Zn in every hole with a best high-grade sample of 5.86 g/t Au and 6.36 g/t Ag over 1 m core length along with several wide low grade intersections in particular adjacent to porphyritic intrusions in Triassic sulphide rich hornfelsed or skarnified Brooklyn sedimentary rocks.
- A number of the Motherlode North holes have yielded wide low grade Au-Ag+/-Cu-Zn intersections such as hole 22ML07 with 0.415 g/t Au, 2.19 g/t Ag, 0.019% Cu and 0.08% Zn over 17.56 m core

length, along with hole 22ML08 with 0.108 g/t Au, 2.43 g/t Ag, 0.013% Cu and 0.059% Zn over 11.09 m core length and 0.332 g/t Au, 2.63 g/t Ag and 0.053% Zn over 15 m core length, interpreted to be part of a large alteration footprint in a well mineralized skarn-porphyry system.

- The porphyritic intrusions are widespread and are likely Cretaceous or Eocene in age. Sulphide mineralization with anomalous geochemistry appears to be spatially associated with these intrusions.
- The two holes in the vicinity of the Marguerite historical shaft intersected near surface skarn with anomalous Au-Ag-Cu and deeper hornfelsed sediments and breccias that are silica-sulphide rich and with widespread anomalous Cu over 50 to 100 m in thickness (Holes 22MR01 and 02). The deeper mineralization is associated with propylitic alteration and potentially could highlight deeper copper-gold porphyry potential beneath the Motherlode area skarn system.
- Holes 22MR01 and 22MR02 returned upper skarn related zones of 0.442 g/t Au, 5.61 g/t Ag and 0.028% Cu over 5.32 m, and 0.227 g/t Au, 4.36 g/t Ag and 0.037% Cu over 9.5 m core length.
- The lower highly anomalous copper-gold rich zones are highlighted by 0.123 g/t Au, 2.06 g/t Ag and 0.127% Cu over 8 m core length in hole 22MR02, but this is contained within a 46 m wide zone to the end of the hole where all but 4 of 45 samples yielded >100 ppm Cu up to 1,980 ppm Cu.
- Similarly, in hole 22MR01, there is lower zone of copper rich mineralization that is 119 m in thickness to the end of the hole where 80 of 116 samples yielded >100 ppm Cu up to 1,600 ppm Cu.
- Although low grade, the wide highly anomalous intersections of low to moderate grade gold and copper are likely indicative or part of a large mineralized hydrothermal system.

2023 Greenwood Exploration Plans

- Additional drilling is warranted in 2023 at both the Dayton and Motherlode North target areas in order to follow-up the anomalous results of the 2022 drilling program. In addition, there are other targets at Motherlode North in the vicinity of the Motherlode Pit, the Greyhound Pit and the Great Hopes crown grant that have yet to be drill tested.
- Drilling and trenching permit applications have been submitted for the 2023 season for the Midway, Sappho and Copper Mountain target areas.
- Additional permit applications for drilling at the Imperial, Crown Point and the Overlander-Mt Attwood areas are in preparation and will be submitted in the near future.
- The Midway area is being targeted for copper-gold skarn and epithermal gold-silver. The Mt Attwood-Overlander area is being targeted for mesothermal to epithermal gold-silver.
- At Midway, selective rock grab and composite rock grab samples collected from outcrop in 2022 at the Midway Mine-Picturestone area, yielded a range of 12.05 g/t (or 0.351 ounces per ton [oz/t]) Au up to 70.8 g/t (2.065 oz/t) Au (See Company news release dated October 17, 2022).
- Three of the selective rock grab samples from the Midway Mine yielded from 1,360 g/t Ag (39.7 oz/t Ag) up to 2,140 g/t Ag (62.4 oz/t Ag) (see the Company news release dated October 17, 2022).
- All highly anomalous samples are from outcrop and characterized by the presence of abundant pyrite, arsenopyrite with visible galena and sphalerite in a siliceous chalcedonic host. The mineralization is hosted in polymetallic veins that display the presence of Pb, Zn, Cu, arsenic (As) and antimony (Sb) and are likely epithermal in nature.
- A selective rock grab sample from an outcrop 200 m west of the main Midway Mine yielded 15.85 g/t Au (0.462 oz/t Au) and 1,530 g/t Ag (44.6 oz/t Ag), illustrating that there is potential for additional high-grade mineralization in the area.

- The Sappho area is being targeted for Cu-Au-Ag-platinum group elements (PGEs) in skarn and porphyry type targets associated with an alkalic intrusion and several diorite intrusions south of Greenwood near the US border.
- At least three new showings of copper oxide/sulphide mineralization were found during the 2022 program at the Sappho Target area.
- Previous surface sampling and drilling by Grizzly at the Sappho area has yielded significant anomalous copper, gold, silver along with platinum and palladium.
- Numerous rock grab samples have yielded greater than 1% Cu, 1 g/t Au, 1 g/t platinum (Pt) and 1 g/t palladium (Pd) (see Company news release dated November 3, 2022).
- Historical drilling (by the Company) has yielded up to 0.31% Cu, 0.75 g/t Au, 0.34 g/t Pt, 0.39 g/t Pd and 6.57 g/t Ag over 6.5 m core length in skarn at Sappho in 2010.

Robocop Update

Once permits are received for drilling at the Robocop Project a drill rig will be engaged to complete the Robocop drilling.

The Company is currently waiting for the required permits for drilling at the Robocop Project near Grasmere, BC. As soon as the permits are received the Company will look to complete its Phase 1 drilling at the Robocop Property as soon as possible.

Greenwood Project
Southern British Columbia

Since 2008, the Company has consolidated the Greenwood Project mineral claims covering approximately 180,000 contiguous acres in South-central British Columbia, in the historically productive *Republic-Greenwood Gold District*, abutting the border with the United States. As at the date of this MD&A, the Greenwood claims cover approximately 150,000 acres.

The *Republic-Greenwood Gold District* historically produced a total of over 7 million ounces of gold (“Au”) prior to Grizzly’s acquisition of the Greenwood Project. The Greenwood Project located less than 10 kilometers (“km”) north of the Kinross’ Buckhorn Gold Mine, a producing gold mine in the US, which had a 1.2 million ounce (“oz”) gold resource at 16 grams/tonne of gold (“g/t Au”) at start-up in 2010, and less than 50 km north of Fiore Gold’s two million ounce gold resource Golden Eagle Project. Based on compilation, assessment, and exploration work conducted by the Company, Grizzly believes that a large portion of the Greenwood Project lands cover a continuation of the same geological structures as these two mines.

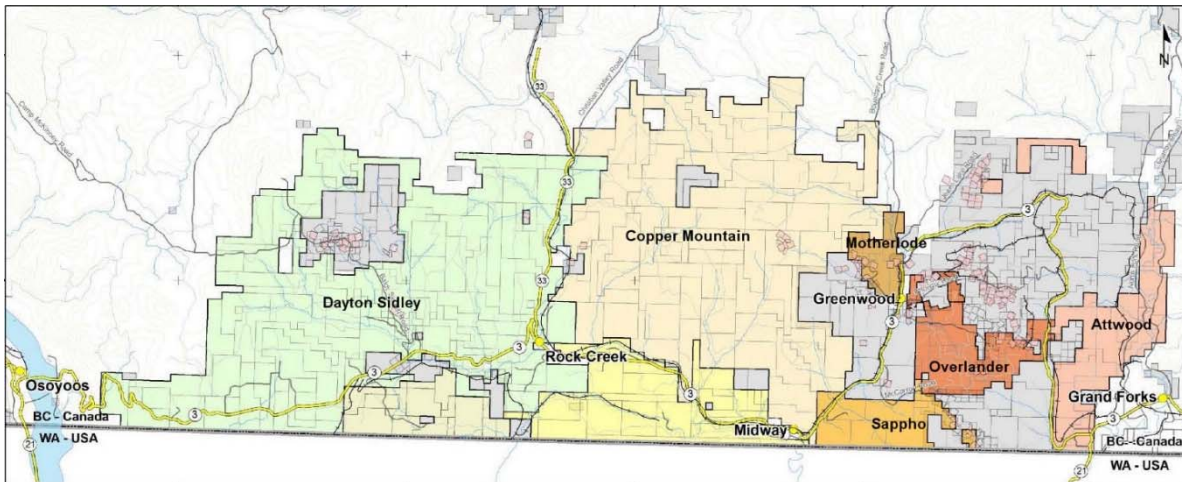


Figure 1: Greenwood Project

Please see the NI 43-101 Technical Report on the Greenwood Project, dated November 26, 2013, as published on SEDAR and the Company’s website at www.grizzlydiscoveries.com.

Robocop Project
Southeastern British Columbia

On May 25, 2018, the Company completed the acquisition of five mineral claims in British Columbia (the “Robocop Property”) pursuant to a letter of intent (“Robocop LOI”) announced March 27, 2018 and a definitive agreement dated May 11, 2018 (“Robocop Agreement”) with several arm’s length individuals (“Vendors”).

Under the terms of the Robocop Agreement, Grizzly acquired a 100% interest in the Robocop claims, subject to a 3% net smelter royalty (“NSR”). The Company has the right to purchase two-thirds of the NSR for \$1,500,000 within two years after the delivery of a positive feasibility study.

The Robocop Property is located in southeastern British Columbia, approximately 45 kilometres (km) south of Fernie and 70 km southeast of Cranbrook and is immediately north of the Canada-USA border. The Robocop Property is comprised of five mineral claims totalling 5,863 acres and is located east of Grizzly’s Greenwood Property in southeastern British Columbia.

Areas with significant historic cobalt-copper-silver (Co-Cu-Ag) in soil anomalies have been identified on the Robocop Property. Additionally, historic drilling during the 1990's (Teck Explorations Ltd.) and early 2000's (Ruby Red Resources) has yielded grades of up to 0.18% Co, 0.28% Cu, 4.1 parts per million (ppm) Ag over 1 m core length (Pighin, 2009) and 0.134% Co, 1.19% Cu and 33.8 ppm Ag over 1.23 m core length (Thomson, 1990) for individual core samples. Grizzly believes that significant potential exists to expand the known extent of the known Co-Cu-Ag mineralization on the Property and further exploration is warranted.

During 2018, Grizzly mobilized a field crew to the Robocop Cobalt-Copper-Silver (Co-Cu-Ag) project near Roosville in southeast B.C. The field crew, provided by APEX Geoscience Ltd., conducted and completed a two-week surface exploration program in advance of a follow-up airborne geophysical survey.

Highlights of the APEX work at the Robocop Property include:

- Cu-Co mineralization has been identified and sampled 3.8 km to the northwest (Miller Creek) and 3.2 km south (Phillips Creek South) of the main Robocop showings, demonstrating lateral continuity of anomalous Cu-Co mineralization within the Sheppard formation sediments.
- Miller Creek showings yielded up to 1.41% Cu, 0.62% Cu and 0.015% Co from three separate grab samples from sulphide bearing Sheppard Formation sandstones
- Phillips Creek South returned up to 0.09% Cu and 0.01% Co in limited rock grab sampling from an area with no history of anomalous Cu-Co mineralization
- Sampling the main Robocop showings confirmed previous anomalous results with grab samples returning up to 1.46% Cu and 0.036% Co in two separate samples in the area of the historic trenching and drilling.

Property acquisition

Midway-Picurestone Option Agreement

On October 9, 2022, the Company entered into an option agreement with an arm's length individual to acquire mineral rights over 317 hectares in the Greenwood area of British Columbia. Under the terms of the option, the Company made an initial cash payment of \$5,000 in the six months ended January 31, 2023, and issued 50,000 common shares to the optionor with a fair value of \$6,000. To complete the option, the Company must pay an additional \$10,000 in cash and issue an additional 100,000 common shares of the Company to the optionor by November 3, 2025.

Beaverdell Property Purchase

On February 8, 2023, the Company entered into a purchase agreement ("Beaverdell Agreement") with Zimtu Capital Corp. whereby the Company will acquire a 100% undivided interest in ten (10) mineral claims in Southeast British Columbia, contiguous with the Company's Greenwood claims, currently held by Zimtu, known as the Beaverdell Claims.

Under the terms of the Zimtu Agreement, the Company acquired the Beaverdell Claims for a cash payment of \$7,500, payable immediately upon signing the Beaverdell Agreement, and the issuance of 75,000 common shares of the Company to Zimtu.

Farm Out and Joint Venture Agreement

Ket-28 Farm Out and Joint Venture

On July 27, 2021, the Company entered into an option agreement ("Ket-28 Agreement") with Hi-View Resources Inc. ("Hi-View") whereby Hi-View may earn a 60% interest in certain mineral claims within the Company's Greenwood exploration area of interest in Southeast British Columbia ("Ket-28 Claims"), in which the Company holds an 80% interest. In order to earn the 60% interest in the Ket-28 Claims, the Ket-28 Agreement requires Baden, over the five year term of the Option Agreement, to:

- a) pay cash payments totalling \$500,000 to the Company (including \$5,000 upon signing of the Option Agreement, \$15,000 upon Hi-View successfully being listed on the CSE and subsequent payments totalling \$480,000 over the term of the Ket-28 Agreement);
- b) Issue an aggregate 800,000 common shares of Hi-view (“Hi-View Shares”) to the Company, including 200,000 Hi-View Shares upon listing on the CSE, and 120,000 Hi-View Shares on each of the first 5 anniversaries of Hi-View successfully listing on the CSE; and,
- c) Exploration expenditures on the Ket-28 Claims totalling \$1,100,000 over the term of the Option Agreement, including \$100,000 prior to December 31, 2022.

The Ket-28 Claims are comprised of 16 mineral claims covering 3,432 ha and are part of the Company's larger Greenwood Property located around the town of Greenwood in southeastern BC along the US border. The Midway Property is subject to a 3rd Party NSR of 2.5% that can be bought down to 1% with payments of \$500,000 per 0.5%.

During the year ended July 31, 2022, the Company received a cash payment of \$15,000 and received 200,000 common shares of Hi-View Resources Inc. (HVW:CN), initially measured at a fair value of \$30,000, pursuant to the Ket-28 Agreement. These proceeds were offset by related legal fees totalling \$13,843 and were recorded as a reduction to the carrying value of Mineral Properties on the consolidated statement of financial position.

In the nine months ended April 30, 2023, the Company and H-View Resources Inc. mutually agreed to an extension to the first year anniversary payment of common shares of Hi-View for the Ket-28 Farm-out and Joint Venture Agreement by approximately 9 months, to September 2023. The Company has received the first year anniversary cash payment of \$5,000.

Risks and Uncertainties

Mining risks

The Company is subject to the risks typical in the mining business including uncertainty of success in exploration and development; operational risks including unusual and unexpected geological formations, rock bursts, particularly as mining moves into deeper levels, cave-ins, flooding and other conditions involved in the drilling and removal of material as well as environmental damage and other hazards; risks that intended drilling schedules or estimated costs will not be achieved; and risks of fluctuations in the price of commodities and currency exchange rates. Metal prices are subject to volatile price movements over short periods of time and are affected by numerous factors, all of which are beyond the Company's control, including expectations of inflation, levels of interest rates, sales of gold by central banks, the demand for commodities, global or regional political, economic and banking crises and production rates in major producing regions. The aggregate effect of these factors is impossible to predict with any degree of certainty.

Business risks

Natural resources exploration, development, production and processing involve a number of business risks, some of which are beyond the Company's control. These can be categorized as operational, financial and regulatory risks.

- Operational risks include finding and developing reserves economically, marketing production and services, product deliverability uncertainties, changing governmental law and regulation, hiring and retaining skilled employees and contractors and conducting operations in a cost effective and safe manner. The Company continuously monitors and responds to changes in these factors and adheres to all regulations governing its operations.

- Financial risks include commodity prices, interest rates and foreign exchange rates, all of which are beyond the Company's control.
- Regulatory risks include the possible delays in getting regulatory approval to the transactions that the Board of Directors believe to be in the best interest of the Company, and include increased fees for filings, the introduction of ever more complex reporting requirements the cost of which the Company must meet in order to maintain its exchange listing.

No Operating History and Financial Resources

The Company does not have an operating history and has no operating revenues and is unlikely to generate any in the foreseeable future. It anticipates that its cash resources are sufficient to cover its projected funding requirements for the remainder of the fiscal year. Additional funds will be required for general operating costs, and for further exploration to attempt to prove economic deposits and to bring such deposits to production. Additional funds will also be required for the Company to acquire and explore other mineral interests. The Company has limited financial resources and there is no assurance that sufficient additional funding will be available to it fulfill its obligations or for further exploration and development, on acceptable terms or at all. Failure to obtain additional funding on a timely basis could result in delay or indefinite postponement of further exploration and development and could cause the Company to forfeit its interests in some or all of its properties or to reduce or terminate its operations.

Competition

The mineral exploration and mining business is competitive in all of its phases. The Company will compete with numerous other companies and individuals, including competitors with greater financial, technical and other resources, in the search for and the acquisition of attractive mineral properties. The Company's ability to acquire properties in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable prospects for mineral exploration or development. There is no assurance that the Company will be able to compete successfully with others in acquiring such prospects.

Price Volatility and Lack of Active Market

In recent years, the securities markets in Canada and elsewhere have experienced a high level of price and volume volatility, and the market prices of securities of many public companies have experienced significant fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any quoted market for the Company's securities will be subject to such market trends and that the value of such securities may be affected accordingly.

Key Executives

The Company is dependent on the services of key executives and a small number of highly skilled and experienced consultants and personnel, whose contributions to the immediate future operations of the Company are likely to be of importance. Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. Due to the relatively small size of the Company, the loss of these persons or the Company's inability to attract and retain additional highly skilled employees or consultants may adversely affect its business and future operations. The Company does not currently carry any "keyman" life insurance on any of its executives. The directors and officers of the Company only devote part of their time to the affairs of the Company.

Potential Conflicts of Interest

Certain directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the

interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to and will follow the procedures set out in applicable corporate and securities legislation, regulation, rules and policies.

Dividends

The Company has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for mineral exploration and development. Any future determination to pay dividends will be at the discretion of the Board of Directors of the Company and will depend on the Company's financial condition, results of operations, capital requirements and such other factors as the Board of Directors of the Company deem relevant.

Nature of the Securities

The purchase of the Company's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in Company's securities should not constitute a major portion of an investor's portfolio.

COVID-19 Pandemic

The occurrence of pandemics, such as the current COVID-19 pandemic, in any of the geographical areas in which the Company or its suppliers operate could cause interruptions in the Company's operations.

Outlook

The Company's primary focus for the foreseeable future will be on raising sufficient capital to continue corporate operations and advancing the exploration and development of its current projects and investigating other prospects for prospective addition to the Company's mineral properties, concurrent with evaluating strategies to enhance shareholder value. The ability of the Company to do so is contingent upon its ongoing ability to raise capital primarily through equity financing.

Qualified Person

The disclosures contained in this MD&A regarding the Company's mineral properties has been prepared by, or under the supervision of, Michael Dufresne, M.Sc., P.Geol., a principal of APEX Geoscience Ltd. and a Qualified Person for the purposes of National Instrument 43-101.

Approval

The Audit Committee has approved the disclosure in this MD&A on behalf of the Board of Directors on June 28, 2023.

Other Information

Additional information related to the Company is available for viewing on SEDAR at www.sedar.com.