

**GRAVIS ENERGY CORP.**

Consolidated Financial Statements  
For the Period Ended December 31,  
2013 and 2012

(Expressed in Canadian dollars)

**GRAVIS ENERGY CORP.**

Consolidated statements of financial position

(Expressed in Canadian dollars)

	December 31, 2013 \$	March 31, 2013 \$
<b>Assets</b>		
<b>Current assets</b>		
Cash (Note 4)	4,439	2,181
Amounts receivable (Note 5)	12,285	29,949
<b>Total current assets</b>	<b>16,724</b>	<b>32,130</b>
<b>Non-current assets</b>		
Investment in KWULP (Note 6)	1,964,527	1,964,527
Investment in KWUC (Note 6)	1,000	1,000
<b>Total non-current assets</b>	<b>1,965,527</b>	<b>1,965,527</b>
<b>Total assets</b>	<b>1,982,251</b>	<b>1,997,657</b>
<b>Liabilities and shareholders' equity</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities	17,318	81,317
Loans payable (Note 7)	8,000	80,530
Due to related parties (Note 9)	592	16,001
<b>Total liabilities</b>	<b>25,910</b>	<b>177,848</b>
<b>Shareholders' Equity</b>		
Share capital (Note 10)	2,717,558	2,522,504
Share-based payment reserve	20,270	20,270
Deficit	(781,487)	(722,965)
<b>Total shareholders' equity</b>	<b>1,956,341</b>	<b>1,819,809</b>
<b>Total liabilities and shareholders' equity</b>	<b>1,982,251</b>	<b>1,997,657</b>

Nature and continuance of operations (Note 1)

Subsequent event (Note 13)

Approved on behalf of the Board on February 28, 2014 by:

/s/ "Ruben Verzosa"

Ruben Verzosa, Director

/s/ "Nizar Bharmal"

Nizar Bharmal, Director

(The accompanying notes are an integral part of these financial statements)

**GRAVIS ENERGY CORP.**Consolidated statements of comprehensive loss  
(Expressed in Canadian dollars)

	Nine months ended December 31, 2013 \$	Nine months ended December 31, 2012 \$	Three months ended December 31, 2013 \$	Three months ended December 31, 2012 \$
Revenue	-	-	-	-
Expenses				
Interest Expense	\$ (4,108)	\$ -	\$ (4,108)	\$ -
Management fees	32,226	38,313	10,500	10,500
Office and miscellaneous	218	729	52	94
Professional fees	14,988	18,919	2,084	5,577
Transfer agent and filing fees	15,198	15,441	5,455	4,088
Travel	-	6,500	-	3,500
Total expenses	58,522	79,902	13,983	23,759
Net loss and comprehensive loss for the period	(58,522)	(79,902)	(13,983)	(23,759)
Net loss per share, basic and diluted	(0.00)	(0.00)	(0.00)	(0.0)
Weighted average shares outstanding	36,797,510	31,352,138	38,644,520	32,773,483

(The accompanying notes are an integral part of these financial statements)

**GRAVIS ENERGY CORP.**

Consolidated statements of cash flow

(Expressed in Canadian dollars)

	Share capital		Deficit \$	Share-based payment reserve \$	Total shareholders' equity \$
	Number of shares	Amount \$			
Balance, April 1, 2012	29,303,303	2,227,959	(691,533)	-	1,536,426
Net loss for the nine month period	-	-	(79,902)	-	(79,902)
Shares issued to settle accounts payable	3,364,308	201,858	-	-	201,858
Private Placement	3,211,441	192,687	-	-	192,687
Balance, December 31, 2012	35,879,052	2,622,504	(771,435)	-	1,851,069

	Share capital		Deficit \$	Share-based payment reserve \$	Total shareholders' equity \$
	Number of shares	Amount \$			
Balance, April 1, 2013	35,879,052	2,522,504	(722,965)	20,270	1,819,809
Net loss for the nine month period	-	-	(58,522)	-	(58,522)
Shares issued to settle accounts payable October 1 <sup>st</sup> 2013	2,669,658	160,179	-	-	160,179
Shares issued to settle accounts payable December 16th 2013	581,250	34,875	-	-	34,875
Balance, December 31, 2013	39,129,960	2,717,558	(781,487)	20,270	1,956,341

(The accompanying notes are an integral part of these financial statements)

**GRAVIS ENERGY CORP.**

Consolidated statements of cash flow

(Expressed in Canadian dollars)

	Nine month period ended December 31, 2013	Nine month period ended December 31, 2012	Three month period ended December 31, 2013	Three month period ended December 31, 2012
Cash provided by (used in):				
Operating activities				
Net loss for the nine month period	(58,522)	(79,902)	(13,983)	(23,759)
Changes in non-cash operating working capital:				
Amounts receivable	17,664	(6,700)	645	(1,697)
Accounts payable and accrued liabilities	(63,999)	19,860	(77,101)	(6,050)
Loan payable	-	53,501	-	13,501
Net cash used in operating activities	(104,857)	(13,241)	(90,439)	(18,005)
Investing activities				
Investment in KWULP	-	(394,545)	-	(192,686)
Proceeds from investment in KWULP	-	-	-	-
Net cash provided by (used in) investing activities	-	(394,545)	-	(192,686)
Financing activities				
Loans payable	(72,530)	-	(89,530)	-
Due to related parties	(15,409)	13,000	(15,410)	3,000
Shares issued to settle accounts payable	195,054	201,858	195,055	-
Private Placement	-	192,687	-	192,687
Net cash provided by financing activities	107,115	407,545	90,115	195,687
Increase in cash	2,258	(241)	(324)	(15,004)
Cash, beginning of period	2,181	878	4,763	15,641
Cash, end of period	4,439	637	4,439	637

(The accompanying notes are an integral part of these financial statements)

# **GRAVIS ENERGY CORP.**

Notes to the Consolidated Interim Financial Statements

December 31, 2013

(Expressed in Canadian dollars)

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## **1. Nature and Continuance of Operations**

Gravis Energy Corp. (the "Company") was incorporated under the Business Corporation Act (British Columbia) on August 24, 2007. On March 31, 2010, the Company changed its name from Sukari Ventures Corp. to Gravis Energy Corp. The Company's head office is located at Suite 950, 1130 West Pender Street, Vancouver, BC, Canada.

The Company was classified as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange. In fiscal 2011, the Company completed its Qualifying Transaction by issuing 10,404,025 common shares of its common stock to the shareholders of Gravis Capital Corp. ("GCC"). After completion of the reverse merger, the Company is engaged in a mineral exploration property project through a limited partnership. Refer to Note 3.

These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for its fiscal year. Realization values may be substantially different from carrying values as shown. As at December 31, 2013, the Company had not yet generated any revenue, has a working capital deficit of \$9,186, and has accumulated losses of \$781,487 since inception, all of which casts substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. These financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

## **2. Significant Accounting Policies**

### **(a) Statement of Compliance and Basis of Preparation**

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. These financial statements comply with International Accounting Standard ("IAS") 34 "Interim Financial Reporting".

The financial statements have been prepared on a historical cost basis except for financial assets classified as fair value through profit or loss which are measured at fair value. The financial statements are presented in Canadian dollars, which is the Company's functional currency.

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Gravis Capital Corp. All inter-company transactions have been eliminated.

### **(b) Use of Estimates and Judgments**

The preparation of the financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, revenues and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

Significant areas requiring the use of estimates include the impairment of investments, measurement of share-based payments, and deferred income tax asset valuation allowances.

There are no judgments made by management in the application of IFRS that have a significant effect on the financial statements and estimates with a significant risk of material adjustment in the current and following years.

## GRAVIS ENERGY CORP.

Notes to the Consolidated Interim Financial Statements

December 31, 2013

(Expressed in Canadian dollars)

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### 2. Significant Accounting Policies (continued)

#### (c) Cash and Cash Equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance, are readily convertible to known amounts of cash, and which are subject to insignificant risk of changes in value to be cash equivalents.

#### (d) Financial instruments

##### (i) Non-derivative financial assets

The Company initially recognizes loans and receivables and deposits on the date that they are originated. All other financial assets (including assets designated at fair value through profit or loss) are recognized initially on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risk and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognized as a separate asset or liability.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

##### *Financial assets at fair value through profit or loss*

Financial assets are classified as fair value through profit or loss when the financial asset is held for trading or it is designated as fair value through profit or loss. A financial asset is classified as held for trading if: (i) it has been acquired principally for the purpose of selling in the near future; (ii) it is a part of an identified portfolio of financial instruments that the Company manages and has an actual pattern of short-term profit taking; or (iii) it is a derivative that is not designated and effective as a hedging instrument.

Financial assets classified as fair value through profit or loss are stated at fair value with any gain or loss recognized in profit or loss. The net gain or loss recognized incorporates any dividend or interest earned on the financial asset. Financial assets classified as fair value through profit or loss is comprised of cash.

##### *Held-to-maturity investments*

Held-to-maturity investments are recognized on a trade-date basis and are initially measured at fair value, including transaction costs. The Company does not have any assets classified as held-to-maturity investments.

##### *Available-for-sale financial assets*

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale and that are not classified in any of the previous categories. Subsequent to initial recognition, they are measured at fair value and changes therein, other than impairment losses and foreign currency differences on available-for-sale equity instruments, are recognized in other comprehensive income and presented within equity in the fair value reserve. When an investment is derecognized, the cumulative gain or loss in other comprehensive income is transferred to profit or loss. Financial assets classified as available-for-sale is comprised of investments in KWULP and KWUC.

## GRAVIS ENERGY CORP.

Notes to the Consolidated Interim Financial Statements

December 31, 2013

(Expressed in Canadian dollars)

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### 2. Significant Accounting Policies (continued)

#### (d) Financial instruments (continued)

##### (i) Non-derivative financial assets (continued)

###### *Loans and receivables*

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Such assets are initially recognized at fair value plus any directly attributable transaction costs. Subsequent to initial recognition loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses. Loans and receivables is comprised of amounts receivable.

###### *Impairment of financial assets*

When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognized in other comprehensive income or loss are reclassified to profit or loss in the period. Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investments have been impacted. For marketable securities classified as available-for-sale, a significant or prolonged decline in the fair value of the securities below their cost is considered to be objective evidence of impairment.

For all other financial assets objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organization.

For certain categories of financial assets, such as amounts receivable, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. The carrying amount of financial assets is reduced by the impairment loss directly for all financial assets with the exception of amounts receivable, where the carrying amount is reduced through the use of an allowance account. When an amount receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

With the exception of available-for-sale equity instruments, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized. In respect of available-for-sale equity securities, impairment losses previously recognized through profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognized directly in equity.

##### (ii) Non-derivative financial liabilities

The Company initially recognizes debt securities issued and subordinated liabilities on the date that they are originated. All other financial liabilities (including liabilities designated at fair value through profit or loss) are recognized initially on the trade at which the Company becomes a party to the contractual provisions of the instrument.



## **GRAVIS ENERGY CORP.**

Notes to the Consolidated Interim Financial Statements

December 31, 2013

(Expressed in Canadian dollars)

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

#### (d) Financial instruments (continued)

##### (ii) Non-derivative financial liabilities (continued)

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

The Company has the following non-derivative financial liabilities: accounts payable and accrued liabilities, loans payable, and amounts due to related parties.

Such financial liabilities are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortized cost using the effective interest method.

##### (iii) Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and stock options are recognized as a deduction from equity, net of any tax effects

#### (e) Income Taxes

##### *Current income tax*

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

##### *Deferred income tax*

Deferred income tax is provided using the balance sheet method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

## **GRAVIS ENERGY CORP.**

Notes to the Consolidated Interim Financial Statements

December 31, 2013

(Expressed in Canadian dollars)

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

#### **(f) Loss Per Share**

Basic loss per share is computed using the weighted average number of common shares outstanding during the period. The treasury stock method is used for the calculation of diluted loss per share, whereby all "in the money" stock options and share purchase warrants are assumed to have been exercised at the beginning of the period and the proceeds from their exercise are assumed to have been used to purchase common shares at the average market price during the period. When a loss is incurred during the period, basic and diluted loss per share are the same as the exercise of stock options and share purchase warrants is considered to be anti-dilutive. As at December 31, 2013, the Company had 1,100,000 (2012 – 4,640,000) potentially dilutive shares outstanding.

#### **(g) Comprehensive Loss**

Comprehensive income (loss) is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that are not included in profit or loss.

#### **(h) Flow - through Shares**

The Company will from time to time, issue flow-through common shares to finance a significant portion of its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon expenditures being renounced, the Company derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium is recognized as other income and the related deferred tax is recognized as a tax provision.

#### **(i) Share-based Payments**

The grant date fair value of share-based payment awards granted to employees is recognized as stock-based compensation expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Where equity instruments are granted to parties other than employees, they are recorded by reference to the fair value of the services received. If the fair value of the services received cannot be reliably estimated, the Company measures the services received by reference to the fair value of the equity instruments granted, measured at the date the counterparty renders service.

All equity-settled share-based payments are reflected in share-based payment reserve, unless exercised. Upon exercise, shares are issued from treasury and the amount reflected in share-based payment reserve is credited to share capital, adjusted for any consideration paid.

## **GRAVIS ENERGY CORP.**

Notes to the Consolidated Interim Financial Statements

December 31, 2013

(Expressed in Canadian dollars)

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

#### **(j) Accounting Standards Issued But Not Yet Effective**

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended March 31, 2013, and have not been applied in preparing these financial statements.

New standard IFRS 9, "Financial Instruments"

New standard IFRS 10, "Consolidated Financial Statements" and IFRS 12 "Disclosure of interests in Other Entities"

New standard IFRS 11, "Joint Arrangements"

New standard IFRS 13, "Fair Value Measurement"

Amendments to IAS 1, "Presentation of Financial Statements"

The Company has not early adopted these revised standards and is currently assessing the impact that these standards will have on the financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

#### **(k) Reclassifications**

Certain of the figures presented for comparative purposes have been reclassified to conform to the presentation adopted in the current period.

### **3. Acquisition of Gravis Capital Corp. and Recapitalization**

The Company has a 10% interest in a limited partnership registered under the Limited Partnerships Act (British Columbia), Korea Waterbury Uranium Limited Partnership ("KWULP"), and a 10% interest in the Korea Waterbury Uranium Corporation ("KWUC"), KWULP's general partner.

In January 2008, KWULP entered into an earn-in agreement with Fission Energy Corp. ("Fission") (now a part of Denison Mines Corp) whereby Fission granted an option to KWULP to acquire up to a 50% interest in certain mineral claims in Saskatchewan, known as the Waterbury Lake Property, by incurring aggregate exploration costs of \$14,000,000 by January 30, 2011 (incurred) and subscribing for 1,000,000 common shares of Fission at a price of \$1.00 per share (subscribed to on March 14, 2008).

In August 2010, KWULP and Fission Energy Corp. entered into a definitive Limited Partnership Agreement ("WLULP") to further the joint exploration and development of the Waterbury Lake Uranium Property located in Saskatchewan's Athabasca Basin. Each party is responsible for expenditures in accordance with its interest in the partnership and any profits will be distributed to the parties on the same basis.

On April 11, 2011, Fission, a limited partner of KWULP, exercised the Back-In Option available under the WLULP Limited Partnership Agreement. KWULP received \$6,000,000 for the Back-in Option from Fission, accordingly the Company received \$600,000. As a result of the exercise of this option, Fission's interest in WLULP was increased by 10% and KWULP's interest was reduced by 10%. KWULP now holds a 40% interest and Fission now holds 60% in WLULP.

## GRAVIS ENERGY CORP.

Notes to the Consolidated Interim Financial Statements

December 31, 2013

(Expressed in Canadian dollars)

### 3. Acquisition of Gravis Capital Corp. and Recapitalization (continued)

On January 16<sup>th</sup>, 2013, a Binding Letter of Intent was announced whereby Denison Mines Corp. by way of an arrangement would acquire certain assets of Fission Energy Corp. including Fission's 60% interest in the Waterbury Lake uranium project in the Athabaska Basin. The arrangement received final approval of the British Columbia Supreme Court and TSX Venture Exchange on April 25, 2013.

### 4. Cash

The components of cash are as follows:

	December 31, 2013	March 31, 2013
Cash at bank	\$ 4,439	\$ 2,181

### 5. Accounts receivable

Receivables consist of sales taxes and other tax credits receivable.

### 6. Investments in KWULP and KWUC

The Company has a 10% interest in the Korea Waterbury Uranium Limited Partnership ("KWULP"), a limited partnership registered under the Limited Partnerships Act (British Columbia), and a 10% interest in the Korea Waterbury Uranium Corporation ("KWUC"), KWULP's general partner.

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In August 2010, KWULP and Fission Energy Corp. entered into a definitive Limited Partnership Agreement to further the joint exploration and development of the Waterbury Lake Uranium Property ("WLULP") located in Saskatchewan's Athabasca Basin. Each party is responsible for expenditures in accordance with its interest in the partnership and any profits will be distributed to the parties on the same basis.

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### 7. Loans Payable

(a) As at December 31, 2013, the Company owed \$8,000 (2012 - \$8,000) to a non-related party which bears interest at 10% per annum, is unsecured, and due on demand.

(b) As at December 31, 2013, the Company owed \$Nil (2012 - \$44,000) to a non-related party which is non-interest bearing, unsecured, and due on demand.

## **GRAVIS ENERGY CORP.**

Notes to the Consolidated Interim Financial Statements

December 31, 2013

(Expressed in Canadian dollars)

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### **7. Loans Payable (continued)**

- (c) As at December 31, 2013, the Company owed \$592 (2012 - \$28,530) to a former director of the subsidiary of the Company which is non-interest bearing, unsecured, and due on demand.

### **8. Convertible Debt**

- (a) On May 1, 2012, the Company issued a convertible note to a non-related party for proceeds of \$150,000, which bears interest at 9% per annum compounded monthly, maturing on October 31, 2012, and convertible into common shares at a price of \$0.06 per share. On July 16, 2012, the Company issued 2,500,000 common shares pursuant to the conversion of the \$150,000 debt. As at March 31, 2013, interest of \$3,053 remains unpaid and is included in accounts payable and accrued liabilities. Refer to note 7(b).
- (b) On May 1, 2012, the Company issued a convertible note to a non-related party for proceeds of \$51,868, which bears interest at 9% per annum compounded monthly, maturing on October 31, 2012, and convertible into common shares at a price of \$0.06 per share. On July 16, 2012, the Company issued 864,308 common shares pursuant to the conversion of the \$51,868 debt. As at March 31, 2013, interest of \$1,055 remains unpaid and is included in accounts payable and accrued liabilities. Refer to Note 7(a).
- (c) On October 1, 2013, the Company issued a convertible note to a non-related party for proceeds of \$160,180, convertible into common shares at a price of \$0.06 per share.
- (d) On December 16, 2013, the Company issued a convertible note to a non-related party for proceeds of \$34,875, convertible into common shares at a price of \$0.06 per share.

### **9. Related Party Transactions**

- (a) During the period ended December 31, 2013, the Company incurred management fees of \$9,000 (December 31, 2012- \$15,000) to the President of the Company.
- (b) As at December 31, 2013, the Company owed \$6,540 (2012 - \$6,540) to the former Chief Financial Officer of the Company which is non-interest bearing, unsecured, and due on demand. As at December 31, 2013, this balance has been included in accounts payable and accrued liabilities.
- (c) As at December 31, 2013, the Company owed \$Nil (2012 - \$10,000) to the Chief Executive Officer of the Company which is non-interest bearing, unsecured, and due on demand.

### **10. Share Capital**

Authorized: Unlimited number of common shares without par value

- (a) On July 16, 2012, the Company issued 864,308 common shares pursuant to the conversion of the \$51,859 debt. Refer to Note 8(b).
- (b) On July 16, 2012, the Company issued 2,500,000 flow-through common shares pursuant to the conversion of the \$150,000 debt. A flow-through share premium of \$100,000 was recognized as a reduction against the debt amount converted. Refer to Note 8(a).
- (c) On December 14, 2012, the Company issued 1,544,775 common shares and 1,666,666 flow-through common shares at \$0.06 per share for proceeds of \$192,686.
- (d) On October 1, 2013, the Company issued 2,669,658 common shares pursuant to the conversion of the \$160,179 debt. Refer to Note 8(c).

## GRAVIS ENERGY CORP.

Notes to the Consolidated Interim Financial Statements

December 31, 2013

(Expressed in Canadian dollars)

### 10. Share capital (continued)

(e) On December 16, 2013, the Company issued 581,250 common shares pursuant to the conversion of the \$34,875 debt. Refer to Note 8(d).

#### Share Purchase Warrants

As at December 31, 2013, there were no share purchase warrants outstanding.

#### Stock Options

The Company has adopted a stock option plan pursuant to which options may be granted to directors, officers, employees and consultants of the Company to a maximum of 10% of the issued and outstanding common shares. The stock options have a maximum term of five years.

The following table summarizes the continuity of the Company's stock options:

	Number of options	Weighted average exercise price \$
Outstanding, March 31, 2011 and 2012	400,000	0.10
Granted	1,100,000	0.05
Expired	(400,000)	0.10
Outstanding, December 31, 2013	1,100,000	0.05

Additional information regarding stock options outstanding as at December 31, 2013 is as follows:

Range of exercise prices \$	Outstanding and exercisable		
	Number of options	Weighted average remaining contractual life (years)	Weighted average exercise price \$
0.05	1,100,000	2.20	0.05

The fair values for stock options granted have been estimated using the Black-Scholes option pricing model assuming no expected dividends and the following weighted average assumptions:

	2013	2012
Risk-free interest rate	1.10%	—
Expected life (in years)	3.0	—
Expected volatility	225%	—

## GRAVIS ENERGY CORP.

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### 11. Financial Instruments and Risks

#### (a) Fair Values

Assets and liabilities measured at fair value on a recurring basis were presented on the Company's balance sheet as of December 31, 2013 as follows:

	Fair Value Measurements Using			Balance as at December 31, 2013 \$
	Quoted prices in active markets for identical instruments (Level 1) \$	Significant other observable inputs (Level 2) \$	Significant unobservable inputs (Level 3) \$	
Assets:				
Cash	4,439	-	-	4,439
Investment in KWULP	-	-	1,964,527	1,964,527
Investment in KWUC	-	-	1,000	1,000
Total assets measured at fair value	4,439	-	1,965,527	1,969,966

The fair values of other financial instruments, which include amounts receivable, accounts payable and accrued liabilities, amounts due to related parties, and loans payable approximate their carrying values due to the relatively short-term maturity of these instruments.

#### (b) Credit Risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash and amounts receivable. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. Deposits held with these institutions may exceed the amount of insurance provided on such deposits. Amounts receivable consists of GST/HST receivable due from the Government of Canada. The carrying amount of financial assets represents the maximum credit exposure.

#### (c) Foreign Exchange Rate

The Company is not exposed to any significant foreign exchange risk.

#### (d) Interest Rate Risk

The Company is not exposed to any significant interest rate risk.

#### (e) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

## **GRAVIS ENERGY CORP.**

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### **12. Capital Management**

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of cash and equity comprised of issued share capital, share-based payment reserve, and deficit.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged from the year ended March 31, 2013.

### **13. Subsequent Event**

There were no subsequent events.