

FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: **Organic Potash Corporation** (the "Issuer").

Trading Symbol: **OPC**

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities Act*, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

- (a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

- (a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
- (b) A description of the transaction(s), including those for which no amount has been recorded.
- (c) The recorded amount of the transactions classified by financial statement category.
- (d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
- (e) Contractual obligations with Related Persons, separate from other contractual obligations.
- (f) Contingencies involving Related Persons, separate from other contingencies.

All related party transactions have been disclosed in the Issuer's financial statements for the interim period ended December 31, 2020, 2020. Please refer to Note 12 to the unaudited condensed consolidated interim financial statements for the three and six months ended December 31, 2020, attached hereto as Appendix "A". For information supplementary to that contained in the notes to the unaudited condensed consolidated interim financial statements with respect to related party transactions, please refer to the Management's Discussion and Analysis ("MD&A") for the three and six month period ended December 31, 2020, as filed with the securities regulatory authorities and attached to this Form 5 as Appendix "B".

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

All securities issued and options granted, for the three and six month period, by the Issuer have been disclosed in the Issuer's financial statement notes for the interim period ended December 31, 2020

(a) summary of securities issued during the period (None),

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price (C\$)	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
	None							

(b) summary of options granted during the period (None),

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant
	None					

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

(a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

Description	Number Authorized

Common shares	Unlimited
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(b) number and recorded value for shares issued and outstanding,

Description	Number of Issued and Outstanding
Common shares	111,008,295

(c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

Description	Number Outstanding	Exercise Price	Expiry Date
Stock options	250,000	\$0.08	2021-03-17
Stock options	3,350,000	\$0.08	2021-09-29
Stock options	250,000	\$0.05	2024-10-20
Stock options	750,000	\$0.021	2024-12-29

(d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

Description	Number	Number Released During the Period
Escrowed and Restricted Shares	Nil	Nil

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Name	Position
Heather Welner	President, CEO, Director
Augustus Tanoah	Director
Wally Rudensky	Director
Jayson Schwarz	Director
Norval Graeme	Director
Jean-Marc Abo Anga	Director
Volodymyr Ivanov	CFO

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

Management's Discussion and Analysis ("MD&A") for the six month period ended December 31, 2020, attached to this Form 5 as Appendix "B".

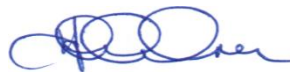
Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated **February 25, 2021**

Heather Welner
Name of Director or Senior Officer



Signature _____

President & CEO
Official Capacity

Issuer Details		For Quarter Ended	Date of Report YY/MM/D
Name of Issuer		December 31, 2020	20/02/25
Organic Potash Corporation			
Issuer Address			
10 Wilkinson Road, Unit 22			
City/Province/Postal Code		Issuer Fax No.	Issuer Telephone No.
Brampton, ON, L6T 5B1		(905)452-8135	(905)452-8060
Contact Name		Contact Position	Contact Telephone No.
Heather Welner		President & Director	(905)452-8060
Contact Email Address		Web Site Address	
heather.welner@organicpotash.com		www.organicpotash.com/	



ORGANIC POTASH CORPORATION

UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE AND SIX MONTHS ENDED DECEMBER 31, 2020 AND 2019

(Expressed in Canadian Dollars)

Notice of No Auditor Review of Interim Financial Statements

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The management of Organic Potash Corporation is responsible for the preparation of the accompanying unaudited condensed interim consolidated financial statements. The unaudited condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards and are considered by management to present fairly the consolidated financial position, operating results and cash flows of the Company.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor. These unaudited financial statements include all adjustments, consisting of normal and recurring items, that management considers necessary for a fair presentation of the consolidated financial position, results of operations and cash flows.

"Heather Welner"

Heather Welner

Chief Executive Officer

"Volodymyr Ivanov"

Volodymyr Ivanov

Chief Financial Officer

February 25, 2021

Organic Potash Corporation

Unaudited Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

	December 31	June 30
	2020	2020
Assets		
Current		
Cash	\$ 2,834	\$ 47,981
Sales tax receivables	898	1,502
Prepays	5,627	462
Total Assets	\$ 9,359	\$ 49,945
Liabilities		
Current		
Accounts payable and accrued liabilities (notes 7 and 12)	\$ 245,626	\$ 277,291
Loans payable (notes 4 and 12)	31,155	33,345
Debentures (note 7)	130,000	130,000
	406,781	440,636
Non-Current		
Other liabilities (note 9)	\$ 396,979	\$ 400,718
Total Liabilities	\$ 803,760	\$ 841,354
Shareholders' Deficiency		
Share capital (notes 5 and 14)	4,500,395	4,500,395
Contributed surplus (notes 6 and 12)	1,447,130	1,438,381
Accumulated other comprehensive loss	(399,221)	(411,722)
Deficit	(6,342,705)	(6,318,463)
	(794,401)	(791,409)
Total Liabilities and Shareholders' Deficiency	\$ 9,359	\$ 49,945

Nature of operations and going concern (note 1)

Commitments (note 11)

Approved by the Board

"Heather Welner"

Director

"Wally Rudensky"

Director

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements

Organic Potash Corporation

Unaudited Condensed Interim Consolidated Statements of Income (Loss) and Comprehensive Loss
Three and six months ended December 31,
(Expressed in Canadian Dollars)

	Three months ended,		Six months ended,	
	2020	2019	2020	2019
Sales	\$ -	\$ -	\$ -	\$ -
General and administration (note 8)	17,273	11,736	31,256	26,552
Share-based compensation (note 6 and 12)	4,374	-	8,748	-
Finance costs	3,277	3,277	6,554	6,554
Foreign exchange gain	(29,392)	45,858	(22,316)	50,264
Loss (income) before provision for income taxes	(4,468)	60,871	24,242	83,370
Income taxes	-	-	-	-
Net income (loss) for the period	4,468	(60,871)	(24,242)	(83,370)
Other comprehensive income (loss)				
Items that may be reclassified to income				
Exchange gain on translating to presentation currency	8,470	54,463	12,501	23,087
Income (loss) and comprehensive income (loss) for the period	\$ 12,938	\$ (6,408)	\$ (11,741)	\$ (60,283)
Income (loss) per common share, basic and diluted	\$ 0.00	\$ (0.00)	\$ (0.00)	\$ (0.00)
Weighted average number of common shares, basic and diluted	111,008,295	108,178,328	111,008,295	108,146,884

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements

Organic Potash Corporation

Unaudited Condensed Interim Consolidated Statements of Changes in Equity

Six months ended December 31, 2020 and 2019

(Expressed in Canadian Dollars)

	Share Capital	Contributed Surplus	Shares to be issued	Accumulated Other Comprehensive Loss	Deficit	Total Shareholders' Equity (Deficiency)
Balance as at June 30, 2019	4,439,645	1,420,884	-	(403,830)	(6,221,102)	(764,403)
Issuance of shares, net of issue costs (note 5)	60,750	-	-	-	-	60,750
Income (loss) and comprehensive income (loss) for the period	-	-	-	23,087	(83,370)	(60,283)
Balance as at December 31, 2019	4,500,395	1,420,884	-	(380,743)	(6,304,472)	(763,936)
Balance as at June 30, 2020	4,500,395	1,438,381	-	(411,722)	(6,318,463)	(791,409)
Stock-based compensation (note 6 and 12)	-	8,749	-	-	-	8,749
Income (loss) and comprehensive income (loss) for the period	\$ -	\$ -	\$ -	\$ 12,501	\$ (24,242)	\$ (11,741)
Balance as at December 31, 2020	4,500,395	1,447,130	-	(399,221)	(6,342,705)	(794,401)

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements

Organic Potash Corporation

Unaudited Condensed Interim Consolidated Statements of Cash Flows
Six months ended December 31,
(Expressed in Canadian Dollars)

	2020	2019
Cash flows provided by (used in):		
Operating activities		
Net income (loss) for the period	\$ (24,242)	\$ (83,370)
Items not affecting cash:		
Share-based compensation (note 6 and 12)	8,748	-
Foreign exchange gain (loss)	(22,833)	20,339
Net changes in non-cash working capital:		
Other receivables	604	583
Prepays	(5,165)	(4,681)
Accounts payable and accrued liabilities	(2,259)	30,443
Cash used in operations	(45,147)	(36,686)
Financing activities		
Proceeds from shares to be issued (note 5)	-	60,750
Cash provided by financing	-	60,750
Increase (decrease) in cash	(45,147)	24,064
Cash, beginning of the period	47,981	40,995
Cash, end of the period	\$ 2,834	\$ 65,059

The accompanying notes are an integral part of these unaudited condensed interim consolidated financial statements

Organic Potash Corporation

Notes to Unaudited Condensed Interim Consolidated Financial Statements

Three and six months ended December 31, 2020 and 2019

(Expressed in Canadian Dollars)

1. Nature of operations and going concern

Organic Potash Corporation (“OPC” or the “Company”) was incorporated on June 26, 2009 under the Ontario Business Corporations Act. The Company is engaged in West Africa in the development of production of potassium carbonate produced from agricultural waste, in particular, cocoa husks. The address of the Company’s registered office is 10 Wilkinson Road, Suite 22, Brampton, Ontario, L6T 5B1, Canada.

The condensed interim consolidated financial statements for the three and six months ended December 31, 2020 and 2019 were approved and authorized for issue by the Board of Directors on February 25, 2020.

The condensed interim consolidated financial statements were prepared on a going concern basis, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

The Company has significant negative cash flows from operations and a significant working capital deficiency. Whether and when the Company can attain profitability and positive cash flows is uncertain. These uncertainties cast significant doubt upon the Company’s ability to continue as a going concern.

The Company will need to raise capital in order to fund its operations. To address its financing requirements, the Company will seek financing through debt and equity financings, asset sales, and rights offerings to existing shareholders. The outcome of these matters cannot be predicted at this time. Adjustments to the consolidated statement of financial position could be material if the Company was unable to continue as a going concern.

After December 31, 2020, there was a continued global development of the COVID-19 (coronavirus) outbreak, which has had a significant impact on businesses through the restrictions put in place by the Côte d’Ivoire, Ivory Coast, Ghanaian, Canadian, provincial and municipal governments regarding travel, business operations, and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or maybe put, in place by countries governmental authorities to fight the virus.

Historically, the Company has been able to raise sufficient funds to finance its operations through private placements. The Company will need to raise capital to fund its operations. To address its financing requirements, the Company will seek financing through debt and equity financings, asset sales, and rights offerings to existing shareholders. The outcome of these matters cannot be predicted at this time. These uncertainties cast significant doubt upon the Company’s ability to continue as a going concern. Adjustments to the consolidated statement of financial position could be material if the Company was unable to continue as a going concern, see note 14.

Organic Potash Corporation

Notes to Unaudited Condensed Interim Consolidated Financial Statements

Three and six months ended December 31, 2020 and 2019

(Expressed in Canadian Dollars)

2. Basis of presentation

The condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) applicable to the preparation of condensed interim financial statements including IAS 34. The condensed interim consolidated financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the audited consolidated financial statements for the year ended June 30, 2020, as they follow the same accounting policies, unless otherwise indicated.

(a) Basis of measurement

The condensed consolidated interim financial statements have been prepared on the historical cost basis except as detailed in the Company’s accounting policies.

(b) Basis of consolidation

The condensed consolidated interim financial statements of the Company include the Company and its wholly-owned subsidiary, GC Purchasing Ltd. (“GC Purchasing”) and GC Resources Ltd. (“GC Resources”) of which the Company owns 45% (2019 - 45%). In 2016, the Company legally transferred 55% of the shares of GC Resources pursuant to the agreement described in Note 12. Given the terms of the agreement including provisions to cancel the transferred shares, the Company continues to control this subsidiary. Intercompany balances and transactions are eliminated in preparing these condensed consolidated interim financial statements.

(c) Functional and presentation currency

The condensed consolidated interim financial statements are presented in Canadian Dollars, which is the Company’s presentation currency. OPC’s functional currency is Canadian Dollars and the functional currency of all subsidiaries is the United States Dollar.

(d) Use of estimates and judgments

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

Organic Potash Corporation

Notes to Unaudited Condensed Interim Consolidated Financial Statements

Three and six months ended December 31, 2020 and 2019

(Expressed in Canadian Dollars)

2. Basis of presentation (continued)

(d) Use of estimates and judgments (continued)

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Information about significant areas of estimation, uncertainty, and critical judgments in applying accounting policies that have the most significant effect on amounts recognized in the condensed consolidated interim financial statements are noted below:

- (i) **Income taxes:** Tax interpretations, regulations, and legislation in the jurisdictions in which the Company operates are subject to change. As such, income taxes are subject to measurement uncertainty. Deferred income tax assets are assessed by management at the end of the reporting period to determine the likelihood that they will be realized from future taxable earnings.
- (ii) **Share-based payments:** Charges for share-based payments are based on the fair value at the date of issuance. The share-based payments are valued using the Black-Scholes option-pricing model; inputs to the model include assumptions on share price volatility, discount rates, and expected life.
- (iii) **Functional currency:** Judgment is required to determine the functional currency of the parent and its subsidiaries. These judgments are evaluated when circumstances change. Judgments are based on management's experience and knowledge of the relevant facts and circumstances, including the currency that influences the cost, financing, and the currency in which funds are retained.
- (iv) **Compound financial instruments:** Certain financial instruments comprise a liability and an equity component. This is the case with the convertible debentures issued by the Company.

The determination of the amount allocated to the liability and equity components requires management to estimate various components and characteristics of present value calculations used in determining the fair value of the instrument, and the market interest rates of non-convertible debentures.

- (v) **Consolidation:** The Company exercises judgment in determining whether it controls entities where it holds less than half of the voting rights. To make this assessment, the Company considers the relevant terms of the related agreements, including rights to board representation, legal restrictions, and cancellation provisions.
- (vi) **Going concern:** The Company applied judgment in assessing its ability to continue as a going concern for at least 12 months, see note 1.
- (vii) **Other Liabilities:** Judgment is required to determine whether liabilities meet the requirements to be statute-barred.

Organic Potash Corporation

Notes to Unaudited Condensed Interim Consolidated Financial Statements
Three and six months ended December 31, 2020 and 2019
(Expressed in Canadian Dollars)

3. Investment in Joint Venture

Ivory Coast Operations and Subscription of Shares

On November 20, 2015, the Company signed a Joint Venture Agreement (“JV”) with New Commodity Ventures (“NCV”). Under the terms of the JV, OPC and NCV will incorporate a new company (“JVco”), with each of OPC and NCV owning 50%, which will be granted an exclusive sublicense for the production and sale of potassium carbonate in the Ivory Coast. The sublicense will have a royalty rate of 5% of gross sales, payable quarterly up until US\$800,000 and then the royalty will be reduced to 1.5%. The term of the license will be for the same period as OPC’s current license with GC Technology (note 11).

Under the terms of the JV, OPC will provide the license, technology expertise, marketing and sales expertise, and such other support as may be appropriate with the design and implementation of the plant facility, without being responsible for any hard costs. NCV will be responsible to raise all funds necessary for the start-up and continued operation of the JV, not to be less than USD\$2,000,000. NCV will also be responsible for recruiting the local team, management of the day to day administration and operations as well as developing and structuring the supply chain in the Ivory Coast. As at December 31, 2020, the Joint Venture has not commenced operations and has no assets and liabilities.

Côte d’Ivoire Operations

On December 30, 2019, the Company together with NCV, have executed, a joint-development agreement (“JDA”) with Electricité de France S.A. (“EDF”). As at December 31, 2020, the Joint Development has not started and has no assets and liabilities.

4. Loans payable

The loan payables consist of advances and interest-free loans which are due on demand and were received from companies that have a common director of the Company (note 12) and former directors of the Company.

	December 31, 2020		June 30, 2020	
Beginning balance	\$	33,345	\$	66,662
Foreign exchange		(2,190)		(965)
Reclassification to other liabilities (note 9)		-		(32,352)
Ending balance	\$	31,155	\$	33,345

Organic Potash Corporation

Notes to Unaudited Condensed Interim Consolidated Financial Statements
Three and six months ended December 31, 2020 and 2019
(Expressed in Canadian Dollars)

5. Share capital

Authorized: an unlimited number of common shares

Issued and outstanding:

	Common Shares	Amount \$
Balance, June 30, 2019	108,115,440	4,439,645
Issuance of shares, net of issue costs	2,892,855	60,750
Balance, June 30, 2020	111,008,295	4,500,395
Balance, December 30, 2020	111,008,295	4,500,395

On December 30, 2019, the Company completed the non-brokered private placement for gross proceeds of \$60,750 comprising of 2,892,855 units at a purchase price of \$0.021 per unit.

6. Share-based payments

The Company implemented a stock option plan under which it is authorized to grant options to its directors, officers, employees and consultants for the purchase of up to 10% of the issued and outstanding common shares. The term of the stock options under the plan shall not exceed 10 years, have an exercise price not less than the current market price and may be subject to vesting terms as determined by the board of directors.

	Number of Options	Weighted Average Exercise Price, \$
Balance at June 30, 2020	4,600,000	0.07
Balance at December 31, 2020	4,600,000	0.07

The Company had the following stock options outstanding at December 31, 2020:

Grant Date	Exercise Price (\$)	Weighted Avg Remaining Life (yrs)	Number of Options Outstanding	Number of Options Exercisable
March 17, 2016	0.08	0.32	250,000	250,000
September 29, 2016	0.08	0.80	3,350,000	3,350,000
November 20, 2019	0.05	3.92	250,000	250,000
December 29, 2019	0.021	4.00	750,000	750,000

No options were granted during the three months ended September 30, 2020 and December 31, 2020.

Organic Potash Corporation

Notes to Unaudited Condensed Interim Consolidated Financial Statements

Three and six months ended December 31, 2020 and 2019

(Expressed in Canadian Dollars)

7. Debentures

During the year ended June 30, 2013, the Company issued a total of \$870,000 of convertible debentures. The debentures were issued in three tranches, \$270,000 on July 9, 2012, \$300,000 on September 17, 2012, and \$300,000 on February 4, 2013. \$60,000 of the debentures were purchased by and are currently held by a director and a company controlled by a director of the Company. The debentures mature on May 31, 2015, and bear interest at a rate of 10% per annum, payable semi-annually. The outstanding principal under the debentures may, at the option of the holders, be converted into common shares of the Company at a conversion price of \$0.10 per unit, each unit consisting of one common share and one half of one warrant, with each whole warrant exercisable at \$0.30 for 3 years from the original issuance date of the debentures.

The debentures may be converted at the option of the Company in the event that the common shares volume weighted average trading price exceeds \$0.25 for ten consecutive trading days. The debentures are secured by all of the assets of the Company.

The convertible debentures were debt security with a conversion option. The Company used the residual method to allocate the liability and equity portion of the convertible debenture.

The Company allocated a fair value of \$761,585 less transaction costs of \$3,059 to the debt component and \$108,415 to equity. The fair value of the debt was measured using a discounted cash flow method. In determining the fair value of the liability, the Company applied an interest coupon of 16% which assumes no conversion feature.

During the year ended June 30, 2015, the Company adjusted the conversion price of the convertible debentures from \$0.10 to \$0.06. As a result of this change in the terms of the convertible debentures, the Company recorded the value of the change in the value of the conversion option as a finance cost of \$150,880. The finance cost was calculated based on the Black-Scholes option-pricing model of the change in the conversion feature.

On May 31, 2015, the Company's \$870,000 in convertible debentures came due and the conversion feature expired. As the Company has been unable to raise funds to repay the debentures, it continued to accrue interest until June 8, 2016. On June 9, 2016, the Board of Directors approved offering a conversion at CDN\$0.06 per share. It also permitted the conversion of all accrued interest at this time. Thus, on June 29, 2016, a total of \$650,000 of debentures and \$154,174.50 of accrued interest were converted to 13,402,077 common shares that were issued to various debenture holders. A gain of \$433,333 was recorded on the statement of income and comprehensive loss as a result of the extinguishment of debentures and a gain of \$102,783 as a result of the debenture interest conversion.

On July 21, 2016, a total of \$20,000 of debentures and \$4,885 of accrued interest were converted to 414,728 common shares that were issued to the debenture holders. For the year ended June 30, 2017, a gain of \$13,333 was recorded on the statement of income and comprehensive loss as a result of the extinguishment of debentures and a gain of \$3,256 as a result of the debenture interest conversion.

On December 31, 2018, the Company extinguished a total of \$10,000 debentures and \$5,751 of accrued interest and recorded a gain of \$15,751 on the statement of income and comprehensive loss as a result of the extinguishment of debentures and interest.

Organic Potash Corporation

Notes to Unaudited Condensed Interim Consolidated Financial Statements

Three and six months ended December 31, 2020 and 2019

(Expressed in Canadian Dollars)

7. Debentures (continued)

On March 25, 2019, \$60,000 of debentures were converted to 1,500,000 common shares valued at \$45,000 that were issued to various debenture holders. A gain of \$46,398 was recorded on the statement of income and comprehensive loss as a result of the extinguishment of debentures and income.

As at December 31, 2020, the Company had \$130,000 (June 30, 2020 - \$130,000) of debentures remaining outstanding with accrued interest of \$110,683 included in accounts payable and accrued liabilities (June 30, 2020 - \$104,130).

8. General and administration

	Three months ended December 31,		Six months ended December 31,	
	2020	2019	2020	2019
Professional fees	\$ 4,526	\$ 4,000	\$ 10,405	\$ 12,125
Office and administration	12,747	7,736	20,851	14,427
	\$ 17,273	\$ 11,736	\$ 31,256	\$ 26,552

9. Other liabilities

During fiscal 2020, the Company transferred \$406,576 (December 31, 2020 - \$396,979) of accounts payable and accrued liabilities and loans payable (“the Statute-Barred Claims”) to non-current liabilities on the basis that any claims in respect of those amounts were statute-barred under the Limitations Act in both Ontario and Ghana. For accounting purposes under IFRS, a debt can only be removed from the Company’s Consolidated Statement of Financial Position when it is extinguished, meaning only when the contract is discharged, canceled, or expires. The effect of the Limitations Act is to prevent a creditor from enforcing an obligation, but it does not formally extinguish the debt for accounting purposes. It is the position of the Company’s management that the Statute -Barred Claims cannot be enforced by the creditors, do not create any obligation for the Company to pay out any cash, and do not affect the financial or working capital position of the Company. The Statute -Barred Claims are required to be reflected on the Company’s Consolidated Statement of Financial Position as a result of the current interpretation of IFRS, but they are classified as long-term liabilities since the Company has no intention to pay this Statute - Barred Claims and the creditors cannot enforce their payment. While the inclusion of these items is intended solely to comply with the IFRS requirements, the Company in no way acknowledges any of the Statute-Barred Claims.

Organic Potash Corporation

Notes to Unaudited Condensed Interim Consolidated Financial Statements
Three and six months ended December 31, 2020 and 2019
(Expressed in Canadian Dollars)

10. Financial risk management

The Company has exposure to the following risks from its use of financial instruments:

- credit risk;
- liquidity risk; and
- market risk (including foreign exchange/currency risk)

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these consolidated financial statements.

Risk management framework

The Directors have overall responsibility for establishment and oversight of the Company's risk management framework.

(i) Credit risk

Credit risk is the risk of financial loss associated with the counterparty's inability to fulfill its contractual obligations. The Company is exposed to credit risk on cash and the credit risk is mitigated as the Company maintains its balances with major banks in Canada.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's executives continually review the liquidity position including cash flow forecasts to determine the forecast liquidity position and maintain appropriate liquidity levels.

Liquidity risks may necessitate the need for the Company to pursue equity issuances, obtain debt financing, or enter into joint arrangements. There is no assurance that the necessary financing will be available in a timely manner. All accounts payables are due within 30 days, the majority of which are payables to related parties.

(iii) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The significant market risk to which the Company is exposed is foreign exchange risk.

Organic Potash Corporation

Notes to Unaudited Condensed Interim Consolidated Financial Statements
Three and six months ended December 31, 2020 and 2019
(Expressed in Canadian Dollars)

10. Financial risk management (continued)

(iii) Market risk (continued)

(a) Foreign exchange risk

The Company is exposed to foreign exchange risk primarily related to operating and capital expenditures, denominated in currencies other than the Canadian dollar, primarily US Dollars (USD) and Ghanaian Cedi (GHC).

	USD	GHC	Total
Cash	\$ 266	\$ 10	\$ 276
Accounts payable and accrued liabilities	26,768	270,774	297,542
Total loans not statute barred	-	142,217	142,217
Statute barred liabilities	236,657	291,913	528,570
Total	\$ 263,691	\$ 704,913	\$ 968,604
Effect of +/- 10% change in exchange rate	\$ 26,369	\$ 70,491	\$ 96,860

Based on the foreign currency exposure noted above and assuming all other variables remain constant, a 10% change in exchange rate against the Canadian dollar would result in an increase/decrease of \$96,860 in net income (June 30, 2020 - \$96,864).

(b) Interest risk

Cash flow interest rate risk is the risk that future cash flow of financial instruments will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company is not exposed to cash flow interest rate risk on its interest bearing convertible debentures as the interest rate is fixed.

(iv) Capital management

The Company includes equity, comprised of share capital, shares to be issued, contributed surplus, accumulated other comprehensive loss, and deficit in the definition of capital, which at December 31, 2020, was a deficit of \$794,401 (June 30, 2020 - \$791,409).

The Company's objectives when managing its capital are to safeguard its ability to continue as a going concern, to pursue the production of organic potassium carbonate, and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets.

Organic Potash Corporation

Notes to Unaudited Condensed Interim Consolidated Financial Statements

Three and six months ended December 31, 2020 and 2019

(Expressed in Canadian Dollars)

10. Financial risk management (continued)

Risk management framework (continued)

(iv) Capital management (continued)

To maintain or adjust its capital structure, the Company may issue new shares, issue new debt, acquire or dispose of assets. As at December 31, 2020, the Company had \$130,000 (June 30, 2020 - \$130,000) of debentures, which came due in May 2015. Besides debentures, the Company has not entered into any debt financing except for interest free notes from related parties.

The Company is not subject to externally imposed capital requirements or covenants. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There was no change in management's approach to managing capital during the year.

11. Commitments

The Company currently has a license agreement with GC Technology Limited ("GC Technology"), a company where a director of the Company is a director, acquiring the rights to manufacture and sell organic potassium carbonate produced using GC Technology's patented process to manufacture industrial grade potassium carbonate from the ash of cocoa husks. The licensing shall expire on June 30, 2035, and has an automatic renewal for an additional 20 years. As consideration for the license granted, the Company is to pay GC Technology an ongoing royalty fee equal to 4% of the gross sales up to a maximum of US\$800,000 royalty fee per year. No payments have been made to date under this arrangement.

Organic Potash Corporation

Notes to Unaudited Condensed Interim Consolidated Financial Statements

Three and six months ended December 31, 2020 and 2019

(Expressed in Canadian Dollars)

12. Related party transactions

On May 29, 2018, the Company agreed with current and former directors that the outstanding non-cash fees of \$1,579,943 owing would be forgiven. This resulted in a gain of the settlement of debt of \$1,579,943 to be booked in the statement of income (loss) and comprehensive income (loss) at the year ended June 30, 2018.

On July 9, 2018, the Company issued 625,000 shares valued at \$12,500 to the Chief Financial Officer as compensation for services for the fiscal year 2019.

On November 20, 2019, the Company issued 250,000 stock options to a Director as compensation for services.

On December 29, 2019, the Company issued 750,000 stock options to the Chief Financial Officer as compensation for services.

As at December 31, 2020, the Company:

- a) During the period ended December 31, 2020, the Company incurred IT consulting services of \$Nil (June 30, 2020 - \$Nil) to this relative of a director.
- b) As at December 31, 2020 the Company has 2,675,000 (June 30, 2020 2,675,000) - stock options granted to key management.
- c) has a \$24,349 balance owing to key management and remained in accounts payable and accrued liabilities and other liabilities (June 30, 2020 - \$24,349).
- d) has a balance of \$50,185 owing to a company controlled by two directors of the Company (June 30, 2020 - \$46,769 remained in accounts payable and accrued liabilities).
- e) on August 27, 2018, converted \$235,301 of loan payable to equity at \$0.02 per share for a total of 11,765,049 common shares. All conversions were executed by members of the Board of Directors.
- f) had interest free loans from directors and senior officers of the Company and companies controlled by the directors and senior officers. The total of these loans amounts to \$65,697 (June 30, 2020 - \$65,697), and consisted of GHC 238,349, and USD\$ 7,200. Of these amounts, \$32,352 are statute-barred as of June 30, 2020, please also see Note 9.

Organic Potash Corporation

Notes to Unaudited Condensed Interim Consolidated Financial Statements

Three and six months ended December 31, 2020 and 2019

(Expressed in Canadian Dollars)

12. Related party transactions (continued)

Ghana Operations

In fiscal 2016, the Company entered into agreements with Mclean Ghana Ltd. (“MGL”) (a corporation controlled by Mr. Augustus Tanoh a director of OPC) to facilitate the receipt of funding necessary to construct and operate a production facility in Ghana. The effective date of the transaction was on November 18, 2015, upon the registrar of companies certifying the transfer of the shares.

The agreement with MGL is as follows:

- MGL will purchase fifty-five percent (55%) of the issued and outstanding shares of GC Resources Ltd. (“GC”) from OPC for the sum of one hundred Canadian dollars (\$100) and the successful raise of funds, in the form of a mixed grant and interest-free debt, from the Export Trade, Agricultural & Industrial Development Fund of Ghana (“EDAIF”) of 8,832,000 Ghana Cedis (approximately three million Canadian dollars (\$3,000,000) (“Raise of Funds”). Closing will occur on the date of the first drawdown on the EDAIF facility. As at 30, 2020, no funds have been received.
- The conveyance of shares has occurred. However, the date for the successful raise of funds expired. The first renewal was granted until December 31, 2016, at which time if not complete the shares were to revert to the Company. However, the Company had to extend the expiry date to June 30, 2017, due to Ghana electing a new party in Government. Loan/grant applications will be resubmitted under the new regime. After June 30, 2017, the Company continued the agreement on a month to month basis.
- OPC will maintain 50% control of the Board of GC, and it is agreed that prior to any payments being completed, approval must be received from an OPC designated representative. The CEO of OPC shall remain as Chair of GC.
- An option agreement was also executed where-in-which, after the Raise of Funds has been completed OPC may repurchase the 55% of GC, acquired by MGL, at any time, by paying MGL, one hundred Canadian dollars (\$100.00 CAD) plus three hundred and fifty thousand (350,000) common share options at \$0.05 of OPC and repaying all the amounts advanced by the EDAIF.

14. Subsequent event

On January 21, 2021, the Company announced that it will undertake a non-brokered private placement to raise gross proceeds of up to \$100,000 at a price of \$0.015 per share to a total of 6,666,666 common shares.



Organic Potash Corporation
December 31, 2020
Management’s Discussion and Analysis (“MD&A”)

February 25, 2021

Introduction

The following discussion and analysis is a review of operations, current financial position and outlook for Organic Potash Corporation (the "**Company**" or "**OPC**") and should be read in conjunction with the audited consolidated financial statements for the year ended June 30, 2020 and unaudited condensed interim consolidated financial statements for the three and six-month periods ended December 31, 2020. Results are presented for the three and six months ended December 31, 2020 and 2019. Amounts are reported in Canadian dollars based upon the unaudited condensed interim consolidated financial statements prepared in accordance with International Financial Reporting Standards.

This MD&A provides management’s view of the financial condition of the Company and the results of its operations for the reporting periods indicated. Additional information related to OPC is available as filed on the Canadian Securities Administrators’ website at www.sedar.com.

Forward-looking information

This MD&A contains “forward-looking information” which may include, but is not limited to, statements with respect to the future financial or operating performance of the Company, the future price of resources, the estimation of resources, the realization of resource estimates, the timing and amount of estimated future production, costs of production, capital and operating expenditures, access to sufficient liquidity and capital resources, requirements for additional capital, government regulations and limitations of insurance coverage. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, “foresees” or “believes” or variations (including negative variations) of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made and are based on assumptions. They involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, general business, economic, competitive, political and social uncertainties; future prices of resources; possible variations recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the industry; political instability; delays in obtaining financing or in the completion of construction activities, as well as those factors discussed in the section entitled “Risk Factors” in this MD&A. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this MD&A, and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or result, except as may be required by applicable securities laws. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

General Development of the Business

Company Overview

The Company (originally incorporated under the name Ghana Canada Resources Inc.) was incorporated in Ontario on June 26, 2009. The Company has a former subsidiary GC Resources Ltd. (“GCR”), in which it now holds a minority position, incorporated under the laws of Ghana, with its head office located in Accra, Ghana. The Company has been engaged in the production and export of potassium carbonate produced from agricultural waste, in particular, cocoa husks. The Company trades on the Canadian Securities Exchange under the symbol OPC. In 2016 the operations are on hold pending additional funding. The address of the Company’s registered office is 10 Wilkinson Road, Suite 22, Brampton, Ontario, L6T 5B1, Canada.

On July 31, 2009, GCR entered into a license agreement with GC Technology Limited (“Technology”), acquiring the rights to manufacture and sell organic potassium carbonate produced using Technology’s patented process to manufacture industrial grade potassium carbonate from the ash of cocoa husks. As the agreement was originally signed with GC Resources Ltd., on July 1, 2014, a revised license was signed directly with OPC on the same terms and conditions save as to a renewal of the terms. The Company then sub-licensed with GC Resources Ltd. exclusively and limited to Ghana on the same date. This license continues on a month to month basis.

Ghana is the second largest cocoa producer in the world and shares a border with the largest cocoa producer in the world, the Ivory Coast. The combined cocoa production of Ghana and the Ivory Coast accounts for approximately 60% of the world’s cocoa production.

Sales and Operations Update

Ghana Operations

In 2015, the Company entered into agreements with Mclean Ghana Ltd. (“MGL”) (a corporation controlled by Mr. Augustus Tanoh a director of OPC) in order to facilitate the receipt of funding necessary to construct and operate a production facility in Ghana. The effective date of the transaction was on November 18, 2015, upon the registrar of companies certifying the transfer of the shares.

The agreement with MGL is as follows:

- MGL will purchase fifty-five percent (55%) of the issued and outstanding shares of GC Resources Ltd. (“GC”) from OPC for the sum of one hundred Canadian dollars (\$100) and the successful raise of funds, in the form of mixed grant and interest free debt, from the Export Trade, Agricultural & Industrial Development Fund of Ghana (“EDAIF”) of 8,832,000 Ghana Cedis (approximately three million Canadian dollars (\$3,000,000) (“Raise of Funds”). Closing will occur on the date of the first draw down on the EDAIF facility. As at December 31, 2020, no funds have been received.
- The conveyance of shares has occurred however the date for successful raise of funds expired. The first renewal was granted until December 31, 2016 at which time if not complete the shares were to revert to the Company. However, the Company had to extend the expiry date to June 30, 2017 due to Ghana electing a new party in Government. Loan/grant applications will be resubmitted under new regime. After June 30, 2017, the Company continued the agreement on a month to month basis.

- OPC will maintain 50% control of the Board of GC, and it is agreed that prior to any payments being completed, approval must be received from an OPC designated representative. The CEO of OPC shall remain as Chair of GC.
- An option agreement was also executed where-in-which, after the Raise of Funds has been completed OPC may repurchase the 55% of GC, acquired by MGL, at any time, by paying MGL, one hundred Canadian dollars (\$100.00 CAD) plus three hundred and fifty thousand (350,000) common share options at \$0.05 of OPC and repaying all the amounts advanced by the EDAIF.

Ivory Coast Operations and Subscription of Shares

On November 20, 2015, the Company signed a Joint Venture Agreement (“JV”) with New Commodity Ventures (“NCV”). Under the terms of the JV, OPC and NCV will incorporate a new company (“JVco”), with each of OPC and NCV owning 50%, which will be granted an exclusive sublicense for the production and sale of potassium carbonate in the Ivory Coast. The sublicense will have a royalty rate of 5% of gross sales, payable quarterly up until US\$800,000 has been paid annually, and then the royalty will be reduced to 1.5%. The term of the license will be for the same period as OPC’s current license with GC Technology.

Under the terms of the JV, OPC will provide the license, technology expertise, marketing and sales expertise and such other support as may be appropriate with the design and implementation of the plant facility, without being responsible for any hard costs. NCV will be responsible to raise all funds necessary for the start-up and continued operation of the JV, not to be less than USD\$2,000,000. NCV will also be responsible for recruiting the local team, management of the day to day administration and operations as well as developing and structuring the supply chain in the Ivory Coast. As at December 31, 2020, the Joint Venture has not commenced operations and has no assets and liabilities.

In conjunction with the JV, NCV purchased 2,916,667 common shares of the Company at US\$0.06 per share for the total subscription value of US\$175,000.

Côte d’Ivoire Operations

OPC together with NCV, its joint-venture partner in Côte d’Ivoire have executed on December 30, 2019, a joint-development agreement (“JDA”) with Electricité de France S.A. (“EDF”). EDF is a global leader in low-carbon energy production.

The JDA enables the completion of detailed technical studies and negotiation of financial terms, leading to the launch of a first industrial plant using cocoa pod husks to annually produce electricity (1.8MW) and 2,500 tons of ash which will be transformed into a mix of food grade potassium carbonate crystals (at 99% purity) (approx. 1,500 tons), potassium carbonate solution and organic sourced fertilizers using OPC’s licensed technology.

Following the successful launch of this first integrated energy/potash plant, the project partners intend to install similar modular units with an objective to produce an annual minimum of 10MW of electricity and process over 12,500 tons of cocoa husk ash in Côte d’Ivoire. Africa supplies approximately 75% of global cocoa. Ivory Coast alone produces 43%. This represents a unique opportunity for major growth prospects for OPC and its technology.

Selected Financial Information and Management's Discussion and Analysis

Summary of Quarterly Results

The following table sets out selected unaudited financial information, presented in Canadian dollars and prepared in accordance with International Financial Reporting Standards (“IFRS”), for each of the last eight quarters ended, up to and including December 31, 2020:

Year	2020	2020	2020	2020
Ending	December 31	September 30	June 30	March 31
Revenue	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Finance Income (Loss) ⁽¹⁾	26,115	(10,353)	(85,231)	124,566
Working Capital (Deficit)	(397,422)	(405,138)	(390,691)	(827,284)
Expenses (Recovery)	(4,468)	28,710	121,342	(107,351)
Net Income (Loss)	4,468	(28,710)	(121,342)	107,351
Net Income (Loss) (per Share)	(0.00)	(0.00)	(0.00)	(0.00)

Year	2019	2019	2019	2019
Ending	December 31	September 30	June 30	March 31
Revenue	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Finance Income (Loss) ⁽¹⁾	(49,135)	(7,683)	(26,989)	(22,432)
Working Capital	(763,936)	(818,278)	(764,403)	(792,360)
Expenses	60,871	22,499	13,129	27,136
Net Income (Loss)	(60,871)	(22,499)	(13,129)	(27,136)
Net Loss (per Share)	(0.00)	(0.00)	(0.00)	(0.00)

(1) Finance Income (Loss) consists of interest expense and foreign exchange gain (loss).

Revenue

During the three and six months ended December 31, 2020, the Company did not complete any sales as it remains focused on financing, seeing out joint ventures, working on restructuring operations in Ghana, and a JV in the Ivory Coast and Côte d’Ivoire. Continuing sales is dependent on the Company obtaining financing in order to continue producing and marketing the products.

Finance Income (Loss)

During the three months ended December 31, 2020, the Company incurred a finance income of \$26,115 compared to a finance loss of \$60,871 during the three-month period ended December 31,

2019. The major fluctuations related to foreign exchange differences between the Canadian dollar compared to the United States Dollar and Ghanaian Cedi.

Working Capital

The working capital deficit decreased period over period from \$763,936 in the quarter ended December 31, 2019 to \$397,422 in the quarter ended December 31, 2020 mainly due to transferring \$400,718 of accounts payable and accrued liabilities and loans payable (“the Statute-Barred Claims”) to non-current liabilities on the basis that any claims in respect to those amounts were statute-barred under the Limitations Act in both Ontario and Ghana as of June 30, 2020.

For accounting purposes under IFRS, a debt can only be removed from the Company’s Consolidated Statement of Financial Position when it is extinguished, meaning only when the contract is discharged, canceled, or expires. The effect of the Limitations Act is to prevent a creditor from enforcing an obligation, but it does not formally extinguish the debt for accounting purposes. It is the position of the Company’s management that the Statute-Barred Claims cannot be enforced by the creditors, do not create any obligation for the Company to pay out any cash, and do not affect the financial or working capital position of the Company. The Statute-Barred Claims are required to be reflected on the Company’s Consolidated Statement of Financial Position as a result of the current interpretation of IFRS, but they are classified as long-term liabilities since the Company has no intention to pay these Statute-Barred Claims and the creditors cannot enforce their payment. While the inclusion of these items is intended solely to comply with the IFRS requirements, the Company in no way acknowledges any of the Statute-Barred Claims.

On December 30, 2019, the Company completed the non-brokered private placement for gross proceeds of \$60,750 comprising of 2,892,855 units at a purchase price of \$0.021 per unit.

On May 29, 2018, the Board of Directors agreed that the outstanding non-cash fees of \$1,579,943 owing to the current and former directors that remained in accounts payable and accrued liabilities should be forgiven. This resulted in a gain of settlement of debt of \$1,579,943 that was booked in the statement of income (loss) and comprehensive income (loss) at June 30, 2018.

On July 9, 2018, the Company completed the non-brokered private placement for gross proceeds of \$110,000 comprising of 5,500,000 units at a purchase price of \$0.02 per unit.

On August 27, 2018, the Company converted \$235,301 worth of cash debt to equity at \$0.02 per share for a total of 11,765,049 common shares. All conversions were executed by members of the Board of Directors.

The working capital had a significant increase during the year ended June 30, 2016 due to the convertible debenture. On May 31, 2015, the Company’s \$870,000 in convertible debentures came due and conversion feature expired. As the Company has been unable to raise funds to repay the debentures, it continued to accrue interest until June 8, 2016. On June 9, 2016, the Board of Directors approved offering a conversion at CDN\$0.06 per share. It also permitted the conversion of all accrued interest at this time. Thus, on June 29, 2016, a total of \$650,000 of debentures and \$154,174.50 of accrued interest were converted to 13,402,077 common shares that were issued to various debenture holders.

On July 21, 2016, a total of \$20,000 of debentures and \$4,885 of accrued interest were converted to 414,728 common shares that were issued to the debenture holders. For the year ended June 30, 2017, a gain of \$13,333 was recorded on the statement of income and comprehensive loss as a

result of the extinguishment of debentures and a gain of \$3,256 as a result of the debenture interest conversion.

On December 31, 2018, the Company extinguished a total of \$10,000 debentures and \$5,751 of accrued interest and recorded a gain of \$15,751 on the statement of income and comprehensive loss as a result of the extinguishment of debentures and interest.

On March 25, 2019, \$60,000 of debentures were converted to 1,500,000 common shares valued at \$45,000 that were issued to various debenture holders. A gain of \$46,398 was recorded on the statement of income and comprehensive loss as a result of the extinguishment of debentures and interest.

On January 21, 2021, the Company completed the non-brokered private placement for gross proceeds of \$100,000 comprising of 6,666,666 units at a purchase price of \$0.015 per unit.

As at December 31, 2020, the Company had \$130,000 (June 30, 2020 - \$130,000) of debentures remaining outstanding with accrued interest of \$110,683 included in accounts payable and accrued liabilities (June 30, 2020 - \$104,130).

Going Concern

The Company has significant negative cash flows from operations and a significant working capital deficiency. Whether and when the Company can attain profitability and positive cash flows is uncertain. These uncertainties cast significant doubt upon the Company's ability to continue as a going concern. There can be no assurance that adequate funding will be available in the future, or available under terms favourable to the Company.

The financial statements associated with this MD&A have been prepared in accordance with IFRS applicable to an entity expected to continue as a going concern. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities and commitments other than in the normal course of business and at amounts different from those in the accompanying financial statements. Adjustments to the statement of financial position would be material if the Company was unable to continue as a going concern.

Liquidity, Capital Resources and Financings

As at December 31, 2020, the Company had a cash balance of \$2,834 (June 30, 2020 – \$47,981) and working capital deficit of \$794,401 (June 30, 2020 - \$791,409). The Company's commitments consist of the royalty under the licensing agreement. As the Company currently has negative working capital, additional financing is required to pay for capital, operating and administrative costs to move the business forward.

Off Balance Sheet Arrangements

The Company has no off balance sheet arrangements.

Commitments and Contingencies

The Company currently has a license agreement with GC Technology Limited (“GC Technology”), a company where a director of the Company is a director, acquiring the rights to manufacture and sell organic potassium carbonate produced using GC Technology’s patented process to manufacture industrial grade potassium carbonate from the ash of cocoa husks. The licensing shall expire on June 30, 2035, and has an automatic renewal for an additional 20 years. As consideration for the license granted, the Company is to pay GC Technology an ongoing royalty fee equal to 4% of the gross sales up to a maximum of US\$800,000 royalty fee per year. No payments have been made to date under this arrangement.

Transactions with Related Parties

On May 29, 2018, the Company agreed with current and former directors that the outstanding non-cash fees of \$1,579,943 owing would be forgiven. This resulted in a gain of settlement of debt of \$1,579,943 to be booked in the statement of income (loss) and comprehensive income (loss) at the year ended June 30, 2018.

On July 9, 2018, the Company issued 625,000 shares valued at \$12,500 to the Chief Financial Officer as compensation for services for the fiscal year 2019.

As at December 31, 2020, the Company:

- a) During the period ended December 31, 2020, the Company incurred IT consulting services of \$Nil (June 30, 2020 - \$Nil) to this relative of a director.
- b) As at December 31, 2020 the Company has 2,675,000 (June 30, 2020 2,675,000) - stock options granted to key management.
- c) has a \$24,349 balance owing to key management and remained in accounts payable and accrued liabilities and other liabilities (June 30, 2020 - \$24,349).
- d) has a balance of \$50,185 owing to a company controlled by two directors of the Company (June 30, 2020 - \$46,769 remained in accounts payable and accrued liabilities).
- e) on August 27, 2018, converted \$235,301 of loan payable to equity at \$0.02 per share for a total of 11,765,049 common shares. All conversions were executed by members of the Board of Directors.
- f) had interest free loans from directors and senior officers of the Company and companies controlled by the directors and senior officers. The total of these loans amounts to \$65,697 (June 30, 2020 - \$65,697), and consisted of GHC 238,349, and USD\$ 7,200. Of these amounts, \$32,352 are statute-barred as of June 30, 2020, please also see Note 9.

Outstanding Share Data

For information regarding outstanding share capital and dilutive instruments of the Company, please see the table presented below as at February 25, 2021:

Common shares	117,674,961
Stock options	4,350,000
Debentures	3,166,667

On November 20, 2019, and December 29, 2019, the Company issued 250,000 and 750,000 stock options respectively to the director and key management personnel as compensation for services.

Options issued	250,000 & 750,000
Exercise price	\$0.05 & \$0.021
Share price	\$0.01 & \$0.02
Risk-free interest rate	0.35%
Expected volatility based on historical volatility	340% and 338%
Expected life of options	5 years
Expected dividend yield	Nil
Fair value	\$2,499 & \$14,998
Fair value per option	\$0.01 & 0.02

On January 21, 2021, the Company announced that it will undertake a non-brokered private placement to raise gross proceeds of up to \$100,000 at a price of \$0.015 per share to a total of 6,666,666 common shares.

Critical Accounting Estimates

The preparation of financial statements in accordance with IFRS requires management to make judgments, assumptions and estimates that affect the financial results of the Company. These estimates are reviewed regularly, but changes in circumstances and new information may result in actual results that differ materially from current estimates.

Significant areas requiring the use of management estimates relate to the calculation of deferred taxes, allocations to share issue costs, functional currency, amounts allocated to the liability versus equity components of convertible debentures, movement from property, plant and equipment under construction, useful life and impairment indicators, and assumptions used for the Black-Scholes option pricing model for the valuation of warrants and share-based payments.

Liquidity, Capital Resources and Business Prospects

The unaudited interim consolidated financial statements of the Company have been prepared using accounting policies applicable to a going concern, which contemplate the realization of assets and settlement of liabilities in the normal course of business as they fall due for the foreseeable future. For the six months ended December 31, 2020, cash used in operations by the Company was \$45,147 (\$36,686 for the six months ended December 31, 2019) and the Company carried an accumulated deficit of \$6,342,705 (June 30, 2020- \$6,318,463). Furthermore, the Company had not generated revenue from operations. While management is able to control the timing of significant capital expenditures, it has certain on-going cash obligations. At present the Company has assessed it may have sufficient cash balance to meet required operating expenditures through the end of fiscal 2021.

As such, in management's judgment there remains the existence of material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

The Company will continue to pursue opportunities to raise additional capital through equity markets, debt and/or related party loans to fund its exploration and operating activities; however, there is no assurance of the success or sufficiency of these initiatives. The Company's ability to continue as a going concern is dependent upon it securing the necessary working capital and exploration requirements and eventually to generate positive cash flows either from operations or additional financing.

Risk Factors

The Company is exposed to a variety of risks and uncertainties, including, but not limited to the risks set out below:

No Ongoing Operations and No Production History

The Company will be a potassium carbonate producer and export company with no current or historical producing operations or revenue.

The Company's Operations are Subject to Operational Risks and Hazards Inherent in the Potassium Carbonate Industry

The Company's business will be subject to a number of inherent risks and hazards, including; environmental pollution, accidents or spills; industrial and transportation accidents, which may involve hazardous materials; labour disputes; power disruptions, accidents; failure of plant and equipment to function correctly, the inability to obtain suitable or adequate equipment, fires; blockades or other acts of social activism; changes in the regulatory environment; natural phenomena, such as inclement weather conditions, underground floods, earthquakes, and technical failure of production methods. There is no assurance that these risks will not have adverse effects on the Company.

The Company Will Require Additional Capital in the Future

The Company has limited financial resources. The Company will continue to make substantial capital expenditures related to development and production. The development of the potassium carbonate manufacturing plant and related activities can require significant expenditures, with a period of time occurring before production can commence. There can be no assurance that the Company will be able to obtain necessary financing in a timely manner on commercially acceptable terms, if at all. Failure to obtain such additional financing could result in delay or indefinite postponement of development of its potassium carbonate project.

Environmental Risks and Hazards

The Company's operations will be subject to environmental regulation in the jurisdictions in which it operates. These regulations set forth limitations on the general, transportation, storage and disposal of waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations.

Government Regulation

The Company's planned production and export activities may be subject to various laws governing production, export, taxes, labour standards and occupational health, safety, toxic substances, land use, water use, land claims of local people and other matters. Although the Company believes its production and export activities will be carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulation governing operations or more stringent implementation thereof could have an impact on the Company and cause increased expenditures or reduction in levels of production.

Cocoa Husk Risks

The Company is dependent on the cocoa husks to be supplied by the cocoa farmers in Western Africa. If harm were to come to the cocoa crop through natural disasters such as flood, drought or disease among others, the Company's ability to produce potassium carbonate could be significantly impacted. If other technologies were to be created which call for the use of cocoa husks, the Company would be exposed to competition in obtaining the husks.

Competition

The industry is competitive and the product is typically produced through the extraction of potassium carbonate or potash through mining. The Company will be competing with established potash companies in the mining industry for initial sales. The Company has no firm purchase commitments from any customers due to the early stage of operations. As the Company's potassium carbonate is produced through a manufacturing process converting cocoa husks to potassium carbonate, customers may be hesitant with purchasing from the Company versus a competitor. Such competition may result in the Company being unable to acquire desired entry in the market.

Political Risk

The Company's future prospects may be affected by political decisions about the potassium carbonate market. There can be no assurance that the Canadian, Ghanaian, or other government or quasi-governmental authority will not enact legislation or other rules affecting the production of potassium carbonate, or restricting to whom the Company can sell to.