

**Form 51-102F1 – For the Year Ended December 31, 2016**

**Management Discussion and Analysis**

**IC Potash Corp.**

**(Hereafter called “IC Potash”, the “Company”, or the “Corporation”)**

**(Containing information up to and including March 28, 2017)**

**Description of Management Discussion and Analysis**

This Management Discussion and Analysis (“MD&A”) should be read in conjunction with the audited consolidated financial statements of the Corporation for the years ended December 31, 2016 and December 31, 2015. This MD&A contains forward-looking information and statements, which are based on the conclusions of management. The forward-looking information and statements are only made as of the date of this MD&A.

All financial information is presented in United States dollars unless otherwise stated. All references to a year refer to the year-ended on December 31<sup>st</sup> of that year, and all references to a quarter refer to the quarter ended on December 31<sup>th</sup> of that year. The Corporation is a reporting issuer in Alberta, British Columbia, Ontario, Saskatchewan, Manitoba, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and the Northwest Territories. The Corporation’s common shares trade on the TSX under the symbol “ICP” and on the OTCQX under the symbol “ICPTF”.

Unless otherwise noted, financial results are reported in accordance with International Financial Reporting Standards (“IFRS”). Further details are included in Note 2 of the audited consolidated financial statements for the year ended December 31, 2016.

Additional information related to the Corporation is available on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Corporation’s website at [www.icpotash.com](http://www.icpotash.com).

**Company Overview**

IC Potash is a Canadian-based resource exploration company in the business of developing mineral assets. The recovery of the amounts comprising development assets are dependent upon the ability of the Corporation to obtain necessary financing to successfully complete the development of those reserves and upon future profitable production. It is the intention of the Corporation to obtain financing through access to public and private equity markets, debt and partnerships or joint ventures.

IC Potash owns 100% of Intercontinental Potash Corp. (“ICP”), a company involved in exploration for potash and potash-related minerals. On November 30, 2009, the Corporation completed a reverse-takeover (“RTO”) with ICP. Legally, IC Potash is the parent of ICP, but for financial reporting purposes, IC Potash is considered to be a continuation of ICP. IC Potash was consolidated commencing on December 1, 2009.

**Forward-Looking Statements**

This MD&A includes certain statements that may be deemed “forward-looking statements” as defined under applicable securities law. Other than statements of historical facts, statements in this discussion including, but not limited to, statements that address future production, reserve & resource potential, exploration drilling, exploration activities, capital costs, operating production costs, the base case information in the Preliminary Economic Assessment (“PEA”) (as defined herein) and expected or anticipated events or developments are forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include, but are not limited to, market prices, demand for fertilizer products, exploration and evaluation successes or delays, continued availability of capital and financing, general economic, market or business conditions, the risk factors identified herein as well as those risk factors identified in the Corporation’s Annual Information Form (AIF) dated March 28, 2017 and the fact that the PEA by its nature includes only estimates and projections, the certainty

and accuracy of which can only be determined once actual production commences and results are obtained. Although the Corporation believes the expectations expressed in any forward-looking statement are based on reasonable assumptions, investors are cautioned that any such statements are not guarantees of future performance and those actual results or developments may differ materially from those projected in the forward-looking statements.

### **Management's Responsibility for Financial Statements**

The Company's management is responsible for the presentation and preparation of annual and consolidated financial statements and the MD&A. The consolidated financial statements have been prepared in accordance with IFRS. The MD&A has been prepared in accordance with the requirements of securities regulators, including National Instrument 51-102 of the Canadian Securities Administrators.

### **Description of Properties**

#### ***Ochoa Project***

The Company is focused on the development of a polyhalite mine and processing facility at its Ochoa property in Lea County, New Mexico (the "Ochoa Project"). ICP has focused on options that could potentially reduce the capital cost of any proposed development.

The Company intends to develop the Ochoa Project into a world-class fertilizer production and distribution facility.

Polyhalite is an evaporite mineral that is a viable direct application fertilizer containing potassium, magnesium, sulphate and calcium, all important plant nutrients. Market demand for this new product is being developed in Europe and the United States. Please see below for more information on the recently completed PEA.

Prior engineering work focused on converting Polyhalite into Sulphate of Potash ("SOP"). The Company's initial analysis was that polyhalite can also be used as a feedstock to produce SOP on a profitable basis. The Company estimates that SOP has an established market size of approximately six million tonnes per year, of which approximately four million tonnes are outside China. SOP is a widely used fertilizer and is preferred for the fruit, vegetable, tobacco and horticultural industries as well as in saline and dry soils. The Company retains the ability to produce SOP as financing and market conditions permit to maximize the profits from the Ochoa Project. Please see below for more information on the Feasibility Study ("The Study") that was completed in 2014.

Through its indirect subsidiary, Intercontinental Potash Corp. (USA) ("ICP(USA)"), the Company holds a 95% interest in the Ochoa Project. ICP(USA) has issued convertible preferred shares, which mature on February 28, 2018 or upon certain deemed liquidation events and which provide one shareholder the option to convert them into an undiluted 28.9% of the common shares of ICP(USA) then outstanding.

As of the date of this MD&A, the Ochoa Project contains approximately 86,027 acres comprised of U.S. Department of the Interior Bureau of Land Management ("BLM") federal Preference Right Potassium Leases ("PRL") covering approximately 14,774 acres, New Mexico State Land Office mining leases ("NMSLO Leases") covering approximately 27,804 acres and BLM federal potassium prospecting permits ("Prospecting Permits") covering approximately 43,449 acres.

Each BLM Prospecting Permit has a term of two years, renewable for an additional two years, and is convertible to a PRL upon demonstration to the satisfaction of BLM proving a valuable deposit has been discovered and that the land is more valuable for the development of its potassium content than for any non-mineral land use. The Company applied to convert 43,449 acres of Prospecting Permitted lands to PRLs, which do not expire, but are subject to renewal by the BLM every 20 years. The mineral rights for the 50 year mine plan (14,774 acres) in the Study for the SOP option were granted PRL status in October 2014 with an effective date of November 1, 2014. The remaining 43,449 acres are still in the PRL application process. These PRLs may be issued after the BLM completes its review of and approves the environmental assessment documents for the portion of the deposit contained in those additional claims. ICP's rights to the land covered by these Prospecting Permits do not lapse

while the permits are under application for conversion to PRLs. The Company paid \$50,000 into a statewide permit bond (the "Permit Bond") that will be refunded when certain prospecting permit and reclamation requirements are satisfied. The Permit Bond is the only bond required by the BLM at this time for the PRLs and Prospecting Permits.

The PRLs have a term of 20 years and for so long thereafter as the company complies with the terms and conditions of the leases which are subject to readjustment at the end of each 20 year period. PRLs require production royalty payments of 5% of the gross value at the point of shipment to market payable 30 days after sale. Also, once the Ochoa Project comes into production, but no later than six years from obtaining federal BLM PRLs, minimum royalty payments of \$3 per acre are payable in advance before January 1 of each year. In addition, annual rent payments are due annually and in advance for each BLM PRL acre in the amount of \$0.25 for the first partial year \$0.50 for the second year (for which the payment that was due by January 1, 2016 has been made), \$0.50 for the third, fourth and fifth calendar years and \$1.00 for each year thereafter. The minimum advance royalty and the annual rental payments can be credited to production royalties for that year.

The NMSLO Leases have a term of ten years with subsequent ten year renewals if, over three consecutive years during the term, the average annual production is not below the amount necessary to generate the minimum royalty required. A minimum advance royalty payment of \$8 per acre is payable to the State of New Mexico Commissioner of Public Lands on 17 NMSLO Leases that commenced in 2010 and on one NMSLO Lease that commenced in 2013 along with an annual rental charge of \$1 per acre. The minimum advance royalty and annual rent payments that were due on May 24, 2016 (\$233,017) have been made and the next minimum advance royalty and rent payment is due on or before January 15, 2017. Once the Ochoa Project comes into production, minimum royalties of \$8 per acre or 5% of the gross value of production after processing, whichever is greater, will be due on the NMSLO Leases. The Company has entered the period of "Operations After Discovery", as acknowledged in letters from the NMSLO on February 7, 2012 and July 26, 2013, which indicate that the Company has sufficiently demonstrated discovery of minerals in commercial quantities and that no further exploration is required to maintain the NMSLO Leases. The Company posted a \$25,000 MegaBond in respect to the NMSLO Leases. The bond will be released when certain reclamation requirements related to the Company's prospecting activities are satisfactorily completed.

Pursuant to private agreements, a 3% Overriding Royalty (the "ORR") is payable on the Ochoa Project for a term of 25 years commencing from the initiation of production. The Company may acquire, at its option, up to one-half of the ORR at a price of \$3,000,000 per 0.5% royalty interest. The ORR is not payable until all capital required to build the project is repaid. An additional royalty of \$1.00 per ton of polyhalite mined for the first 1,000,000 tons and \$0.50 per ton thereafter is also payable on the Ochoa Project pursuant to an agreement with an arm's length third party.

## **Water**

The Corporation has established the characteristics of the groundwater supply for the Ochoa Project. Using conventional drilling techniques, ICP intends to use a brackish, non-potable water supply from two wells, which the Company has drilled to approximately 5,400 feet deep. The target water-producing zone is the Permian-age Capitan Reef ("Capitan Reef"), a confined aquifer that is recognized by the New Mexico Office of the State Engineer and U.S. Geological Survey as a significant brackish water resource with a history of industrial use. The Capitan Reef is geologically separated from shallow, fresh-water aquifers in the vicinity of the Ochoa Project. By supplying the Ochoa Project with salty water that is not in use for domestic, municipal, or agricultural uses, ICP will secure water resources without competing with the surrounding communities' sources for water.

In September 2012, the Company announced the completion of an aquifer test using the two water wells drilled by the Company earlier in the year. The test successfully demonstrated the desired pumping capacity of these two wells and provided data used to develop and calibrate a numeric groundwater flow model.

In March 2013, the Company completed a bench-scale test to evaluate the processing plant's planned reverse osmosis system on water drawn from the Capitan Reef. These results validated the ability to achieve the desired permeate recovery process.

In June 2013, the Company announced that the U.S. Army Corps of Engineers ("Corps") issued a Jurisdictional Determination confirming that there are no Waters of the United States on the Ochoa Project site. The Corps determined that the Project area is comprised entirely of uplands and upland drainage, therefore seeking certain

federal permits relating to water will not be required and the Company will not require the Corps' authorization to proceed with constructing the mine and processing plant, nor will it be subject to ongoing monitoring once in commercial operations.

In September 2013, the Company was notified by the New Mexico Office of the State Engineer that the Company has met the requirements of state statute NMSA 72-12-25 through 72-12-28 and may appropriate water from the Capitan Reef for mining and industrial use by the Ochoa Project, so long as the Company complies with the standard metering and reporting requirements as detailed in the confirmation letter. This decision gives the Company full right to utilize up to 2,000 gallons per minute of deep, non-potable water. The water will be treated by reverse osmosis to reduce dissolved solids to the extent required to render it suitable for as process water to be used in the leaching and crystallization processes required to produce SOP. The Company filed a second notice of intent to drill an additional six wells to appropriate an additional amount of up to 2,000 gallons per minute of deep, non-potable water from the Capitan aquifer to cover the remaining supply needs for the Project.

In November 2013, the notice was published in newspapers of general circulation in both Lea and Eddy Counties once a week for three consecutive weeks in accordance with the requirements of NMSA 1978, §72-12-26. No actions were taken by any person in response to this second notice. The additional wells will be drilled during the construction phase of the Project. The water will be treated by reverse osmosis to reduce dissolved solids to the extent required for process water to be used in the leaching and crystallization processes required to produce SOP.

The Project design envisioned in the PEA has resulted in reduced water use requirements. Key differences include reduced water required given minimal process water, reduction in injection well capacity due to less water requirements, and reduction in Reverse Osmosis (RO) plant requirements.

#### **Pilot Test**

In September 2013, the Company successfully completed the initial pilot plant testing in connection with the processing of polyhalite ore into SOP. Continuous pilot plant testing was done on the leaching and evaporation/crystallization circuits. Separate pilot scale tests were carried out on the other unit operations. The pilot tests demonstrated the robust nature of the flow sheet and economic conversion of polyhalite to SOP. The results were very positive, being consistent with the effective and efficient processing of polyhalite ore into various grades of SOP, and were incorporated into the Study with respect to final equipment selection and sizing and the computation of projected capital costs and operating costs. Pilot testing includes the crushing, grinding, washing and dewatering of mined ore; calcination, which is the controlled heating to remove entrapped water thereby increasing ore solubility; leaching of the calcined ore and the crystallization of SOP. Pilot plant operation confirmed that the process is technically and economically viable on a continuous basis. Portions of this process are covered by U.S. Patents 8,551,429 & 8,802,048, with other U.S. and foreign patents pending.

#### **Feasibility Study for SOP option**

A National Instrument 43-101 ("NI 43-101") compliant Pre-Feasibility Study ("PFS") was filed on SEDAR in December 2011. On January 23, 2014 the Corporation announced completion of the Study and the related Technical Report entitled "NI 43-101 Technical Report, Ochoa Project Feasibility Study, Lea County, New Mexico, USA" (effective January 9, 2014) (the "NI 43-101 Technical Report") was dated and filed on SEDAR on March 7, 2014. The Study described an economically viable mining and processing facility with the capacity and reserves to produce 714,400 tons of SOP per year for a minimum of 50 years. The Study recommended that the Company move to implementation by commencing engineering, procurement, and construction management ("EPCM") activities, completing environmental permitting, and arranging Project financing.

The Study was prepared by a group of leading international independent engineering, process design, and equipment supply companies led by SNC-Lavalin Inc. ("SNC-Lavalin"). SNC-Lavalin is a world leader in the consulting, design, engineering, and construction of mining projects around the world, with specific expertise in potash mining, processing, and distribution. The Study projected the following base case information:

- The capital cost of the Project was estimated to be \$1,018 million, with an accuracy of +/-15%.
- The after-tax Net Present Value (“NPV”) was \$612 million and the after-tax internal rate of return was 16%, using an after tax discount rate of 10% and no debt. The after-tax NPV was \$1.019 billion, using an after-tax discount rate of 8% and no debt.
- Steady-state operating production cost was estimated to be \$195 per ton of SOP.

The financial model covered approximately three years of construction and commissioning followed by 50 years of operation. Over 70,000 feet of exploration drilling has been completed to date. Additionally, 855 petroleum wells were incorporated into the model (for stratigraphy correlation and bed thickness only) through geophysical logging. A higher minimum polyhalite grade (66%) was defined for the Mineral Reserves in the Study to ensure compliance with the Mineral Resource cutoff grade (65%) when developing mine projections.

The Study identified Mineral Reserves of 182.4 million tons (125 million tons proven and 57.4 million tons probable at an average grade of 78.05% by weight polyhalite) and Mineral Resources (4-foot minimum thickness) of 1,017.8 million tons (511.7 million tons measured and 506 million tons indicated at an average grade of 83.9% by weight polyhalite). Mineral Resources were inclusive of Mineral Reserves. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.

### **Preliminary Economic Assessment for direct application Polyhalite**

The results of the Study are being reviewed and updated to reduce the capital cost of any proposed development. As part of this study, the Company is investigating the feasibility of the production of Polyhalite as a direct application fertilizer.

The Company notes that in its original Preliminary Economic Assessment mandate of 2009 (press release, July 21, 2009), the production of Polyhalite as a direct application fertilizer was carefully considered. It was anticipated that Polyhalite, a potash mineral, could be developed as slow release, low-chloride, and multi-nutrient potash fertilizer. At that time no market for Polyhalite had been established, and therefore it was not considered as a feasible development option for the Ochoa Project. However, markets for Polyhalite are being created by others and the Company is reinvestigating the possible opportunities.

Accordingly, on November 9, 2016 the Company announced the results of its Preliminary Economic Assessment (the “PEA”) and the related National Instrument 43-101 (“**NI 43-101**”) compliant Technical Report (effective date October 28, 2016) (the “PEA Technical Report”) was filed on SEDAR on November 30, 2016. The Company has revised the Project to consider direct application of polyhalite as a crop nutrient product rather than producing Sulphate of Potash through a chemical processing plant. The resulting Project has a reduced capital cost, a shorter ramp-up time, improved financial metrics, and reduced environmental impact.

The PEA is preliminary in nature and includes Inferred Mineral Resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as Mineral Reserves, and there is no certainty that the PEA will be realized. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.

The Mineral Resource estimates presented in the PEA supersede the Mineral Resource estimate for the Project presented in the 2014 Feasibility Study titled Technical Report Ochoa Project Feasibility Study, Lea County, New Mexico, USA dated March 7, 2014 compiled by Agapito Associates, Inc. and SNC-Lavalin (the “2014 Feasibility Study”). All resources produced as polyhalite will reduce the Reserves stated in the 2014 Feasibility Study.

All scientific and technical disclosure within this document is based on the Technical Report that summarizes the Preliminary Economic assessment (PEA). The PEA and TR were prepared under the supervision of co-author Daniel A. Saint Don, P.Eng., Underground Mining Practice Leader at Golder Associates Inc. (Golder), who is an independent Qualified Person within the meaning of National Instrument 43-101 - Standards of Disclosure for

Mineral Projects (“NI 43-101”). Mr. Saint Don has reviewed and consented to the scientific and technical disclosures contained within the AIF that are based on the technical report.

IC Potash’s 2 million ton per year mine with a production life of 42 years and initial capex of \$368 million USD is the preferred development option that still retains the option to produce a SOP product at a later date. Our current work plan is focused on the development of a Project Execution Plan, refining the cost and schedule estimate, and developing the market for a polyhalite product.

Based on the PEA TR by Golder, the Ochoa polyhalite bed is accessible at a bench depth of some 1,525 feet (465 metres) below surface. The polyhalite domain of the Ochoa bed are estimated to contain approximately 330 million tons of measured plus indicated polyhalite mineral resources as described in Table 1. Estimation of Mineral Reserves requires additional modifying factors studies performed to a minimum of a PFS level of study.

Table 1: Mineral Resource Statement (effective October 28th 2016)

Resource Class	Thickness (ft)	Mass (tons x10 <sup>6</sup> )	Polyhalite (wt.%)	Anhydrite (wt.%)	Halite (wt.%)	Magnesite (wt.%)
Measured	4.65	150	89.92	2.13	3.25	6.41
Indicated	4.61	180	88.83	2.11	2.79	6.92
<i>Mea + Ind</i>	<i>4.63</i>	<i>330</i>	<i>89.33</i>	<i>2.12</i>	<i>3.00</i>	<i>6.69</i>
Inferred	4.60	40	88.70	2.11	2.77	7.00

Note: Mass rounded to nearest ten million; ft = feet; wt.% = weight percent

Discounted cash flow modeling of the Project base case in the PEA yields an after-tax internal rate of return (“IRR”) of 28%, a Net Present Value (“NPV”) of \$1,197 million at a discount rate of 8%, and a payback period of 2.6 years from the start of production.

Based on the results of the PEA, the Ochoa Project demonstrates potential economic viability. The PEA recommends that the Company complete a prefeasibility study to assess various trade-off options and advance the project to a higher level of confidence to reduce Project risk.

IC Potash is contemplating a design, build, operate and maintenance (“DBOM”) agreement with a contracting firm to expedite the overall project delivery. Negotiations regarding this DBOM agreement are in progress.

Please see the AIF dated March 28, 2017 and the PEA Technical Report for more information.

### Environment and Permitting

On February 28, 2014, the U.S. Environmental Protection Agency published a Notice of Availability (the “NOA”) of the Final Environmental Impact Statement (“FEIS”) in the Federal Register. The FEIS is a disclosure document prepared by the BLM that describes the potential adverse or beneficial environmental and social impacts – direct, indirect, or cumulative – that could result from the development of the Ochoa Project. The FEIS was prepared to assist the BLM in reaching a decision on whether to approve the Company’s Mine Plan of Operations, requested rights-of-way and preference right leases; and if so, under what conditions.

Following publication of the NOA and the compulsory 30-day availability period, the BLM published a signed Record of Decision (the “ROD”) on April 10, 2014 to mark the completion of the National Environmental Protection Act (“NEPA”) compliance process. The ROD authorizes ICP to construct and operate its Ochoa Project, including all mining and processing facilities located in southeast New Mexico, U.S.A. The signed ROD marks the final decision made by the BLM based on the analysis described in the FEIS. Based on more than two years of

careful and comprehensive study of water resources, cultural resources, natural resources, air quality and other resources, the BLM issued their decision approving the construction and operation of the Project and granting the requested rights of way for the Project facilities.

In parallel with the EIS process, the Company also submitted an air quality permit application for construction to the New Mexico Environment Department Air Quality Bureau (“NMED AQB”). This application was ruled administratively complete by the NMED AQB on December 13, 2013, and was approved on July 31, 2014.

### **Summary of Quarterly Results**

Selected quarterly financial information of the Corporation for the quarters ended December 31, 2016 is as follows:

#### **Table of Results for the Quarters to December 31, 2016**

	<b>Dec 31</b>	<b>Sep 30</b>	<b>Jun 30</b>	<b>Mar 31</b>
	<b>2016</b>	<b>2016</b>	<b>2016</b>	<b>2016</b>
Total assets	\$ 23,085,495	\$ 60,068,282	\$ 58,119,309	\$ 58,064,268
Property, plant and equipment	\$ 19,775,768	\$ 58,013,565	\$ 56,997,381	\$ 56,484,381
Working capital	\$ 588,405	\$ 523,535	\$ (288,534)	\$ 125,021
Shareholders’ equity (deficiency)	\$ (10,984)	\$ 40,561,338	\$ 42,356,662	\$ 43,100,456
Interest income	\$ 878	\$ 553	\$ 15	\$ 18
Net loss	\$ (41,699,800)	\$ (1,828,485)	\$ (1,332,806)	\$ (1,565,146)
Basic loss per share	\$ (0.20)	\$ (0.01)	\$ (0.01)	\$ (0.01)
Fully diluted loss per share	\$ (0.20)	\$ (0.01)	\$ (0.01)	\$ (0.01)

Selected quarterly financial information of the Corporation for the quarters ended December 31, 2015 is as follows:

#### **Table of Results for the Quarters to December 31, 2015**

	<b>Dec 31</b>	<b>Sep 30</b>	<b>Jun 30</b>	<b>Mar 31</b>
	<b>2015</b>	<b>2015</b>	<b>2015</b>	<b>2015</b>
Total assets	\$ 57,203,000	\$ 57,796,301	\$ 67,705,148	\$ 69,862,638
Property, plant and equipment	\$ 56,197,065	\$ 55,436,237	\$ 62,618,031	\$ 62,111,312
Working capital	\$ (836,213)	\$ 1,501,383	\$ 4,495,282	\$ 7,245,505
Shareholders’ equity	\$ 44,665,602	\$ 46,015,512	\$ 57,112,271	\$ 60,020,682
Interest income	\$ 96	\$ 274	\$ 1,714	\$ 2,152
Net loss	\$ (1,349,910)	\$ (3,432,656)	\$ (3,035,532)	\$ (2,457,740)
Basic loss per share	\$ (0.01)	\$ (0.02)	\$ (0.02)	\$ (0.01)
Fully diluted loss per share	\$ (0.01)	\$ (0.02)	\$ (0.02)	\$ (0.01)

### **Results of Operations for the Quarter ended December 31, 2016**

The Corporation did not generate operating revenue during the quarter ended December 31, 2016, as all of the operating activities of the Corporation were directed towards acquisition, exploration and development during the quarter.

#### **Ochoa property – Development Phase**

On November 30, 2014, the Ochoa project was reclassified from an exploration and evaluation asset to a development asset. The reclassification decision was based on completion of a favourable feasibility study, completion of the environmental impact study and issuance of the related ROD, approval of the Air Quality permit by the New Mexico Environment Department – Air Quality Division and the receipt of PRLs from the BLM.

Total costs incurred on the project during the quarter amounted to \$2,515,393 (2015 - \$787,889) of which \$20,960 (2015 - \$64,911) was for acquisition costs and \$1,929,138 (2015 - \$647,244) was for development costs. There is also an increase of \$565,295 (2015 - \$55,735) in the estimated reclamation obligation.

### **Impairment**

The recoverable amount of the Company's cash generating unit ("CGU"), which includes the Ochoa development project, is determined where facts and circumstances provide impairment indicators. The recoverable amount is based on the CGU's future after-tax cash flows expected to be derived from the Company's Ochoa project and represent the CGU's fair value less costs to sell ("FVLCTS"). The after-tax cash flows are determined based on life-of mine ("LOM") after-tax cash flow projections which incorporate management's best estimates of future resource prices, production based on current estimates of recoverable reserves and resources, exploration potential, future operating costs and non-expansory capital expenditures. Projected cash flow are discounted using a weighted average cost of capital. Management's estimate of the FVLCTS of its CGU is classified as level 3 in the fair value hierarchy.

At December 31, 2016, the Company determined there were indicators of potential impairment on its non-current assets, including the decline in the Company's market capitalization, uncertainty of polyhalite future pricing and market used in the 2016 Preliminary Economic Assessment, and the consequential impact on the Company's future cash flows. Based on the Company's assessment of the recoverable amounts of its CGU, the Company concluded that the Ochoa Project had an estimated recoverable value, based on its FVLCTS, below its carrying value and an impairment charge was required. Based on its assessment, the Company recorded during the year ended December 31, 2016 a non-cash impairment charge of \$40,426,247, using a discount rate of 26.6% along with a long-term polyhalite price assumption increasing from \$162/ton to \$218/ton over the first 20 years and then fixed at \$224/ton over the remaining life of the mine. As at December 31, 2016, the fair value of the project is \$19,733,000 (2015 - \$56,122,518).

### **Office and Administration Expenses**

In general, the Company has reduced its spending to conserve cash.

Administration and related costs amounted to \$38,996 (2015 - \$81,975) for the quarter. This included telephone, postage and courier, dues and subscriptions, stationery, repairs and maintenance, utilities and related costs. The decrease is because the Company cut the spending and reduced costs in administration.

Business development and market development spending for the quarter was \$115,216 (2015 - \$5,645). Business development costs included activities related to the search for joint venture partners and product distributors as well as political contributions and public/community relations. The increase is due to the Company having more focus on business development this year.

Non-project related consulting fees in the quarter were \$115,325 (2015 - \$124,879); this was mostly in respect of IT consulting and management consulting.

Depreciation during the quarter amounted to \$8,661 (2015 - \$6,996). This relates to depreciation in respect of furniture and fixtures, computer equipment, exploration equipment, and vehicles.

Fundraising activities for the quarter was \$47,170 (2015 - \$261,286). This amount is for expenses related to identifying and meeting with potential companies and investors. Some of these related activities were coded as business development and investor relations in the quarter.

Investor relations cost in the quarter was \$36,837 (2015 – \$27,006).

Professional fees of \$50,870 (2015 – \$90,407) for the quarter were incurred mostly in respect of auditing costs, other accounting costs, and legal costs.

Regulatory fees including transfer agent and filing fees and TSX fees were \$5,984 (2015 - \$10,059).

Rent and storage in the quarter were \$14,440 (2015 - \$13,732).

Royalties and property leases for the quarter amounted to \$24,623 (2015 - \$24,623).

Share-based compensation for the quarter was \$32,461 (2015 – \$nil) for stock options granted in the quarter.

Travel, including related costs, for the quarter amounted to \$19,818 (2015 – \$3,132) and were composed of such costs not specifically related to exploration projects or investor relations and business development.

Wages and benefits for the quarter amounted to \$270,973 (2015 – \$238,194). This amount included the salaries and employment related costs of the President and Chief Executive Officer, Chief Financial Officer, Controller, Executive Vice President, and management and administrative staff in Canada and in USA in IC Potash and ICP and their subsidiaries. \$80,169 (2015 - \$62,144) of wages were capitalized to the Ochoa Project in the quarter.

Derivative expense adjustment for the quarter was \$360,223 (2015 – 19,560), which increased due to additional warrants being issued in 2016 in a currency other than the functional currency of the Company.

Finance costs for the quarter was \$832,324 (2015 - \$489,338) related to convertible preferred shares Series A of \$616,386 (2015 – \$487,620), related to convertible preferred shares Series B of \$108,019 (2015 – \$nil), related to secured notes of \$112,327 (2015 - \$nil), and related to accretion of decommissioning liability of (\$4,408) (2015 - \$1,719). The expenses related to the convertible preferred shares Series A issued by ICP(USA) in November 2014 includes the accrual for the dividend and the amortization of the deferred financing costs that relate to convertible preferred shares liability. The expenses related to the convertible preferred shares Series B issued by ICP(USA) in July 2016 and November 2016 includes the accrual for the dividend. The expenses related to the secured notes issued by ICP(USA) in February 2016 includes the accrual for the interest and the amortization of the issuance costs of the secured notes.

### **Selected Annual Information**

Selected audited financial information of the Corporation for the years ended December 31, 2014, 2015 and 2016 is as follows:

	<b>December 31 2016</b>	<b>December 31 2015</b>	<b>December 31 2014</b>
Total assets	\$ 23,085,495	\$ 57,203,000	\$ 64,311,254
Property, plant and equipment	\$ 19,775,768	\$ 56,197,065	\$ 53,906,470
Working capital	\$ 588,405	\$ (836,213)	\$ 9,778,440
Shareholders' equity (deficiency)	\$ (10,984)	\$ 44,665,602	\$ 54,811,295
Interest income	\$ 1,464	\$ 4,236	\$ 35,230
Net loss	\$ (46,409,857)	\$ (10,275,838)	\$ (11,027,502)
Basic loss per share	\$ (0.25)	\$ (0.06)	\$ (0.06)
Fully diluted loss per share	\$ (0.25)	\$ (0.06)	\$ (0.06)

## **Results of Operations for the Year ended December 31, 2016**

The Corporation did not generate operating revenue during the year ended December 31, 2016, as all of the operating activities of the Corporation were directed towards acquisition and development.

### **Ochoa property – Development Phase**

Total costs incurred on the project during the year amounted to \$4,036,729 (2015 - \$2,278,966) of which \$111,677 (2015 - \$210,402) was for acquisition costs and \$3,359,757 (2015 - \$2,073,842) was for development costs. There is also an increase of \$565,295 (2015 – decrease \$5,278) in the estimated reclamation obligation.

### **Impairment**

A non-cash impairment charge of \$40,426,247 (2015 - \$nil) was recorded in the year.

### **Office and Administration Expenses**

Administration and related costs amounted to \$211,226 (2015 - \$540,349) for the year. This included meeting costs, director fees, telephone, postage and courier, dues and subscriptions, stationery, repairs and maintenance, office security, utilities and related costs. The decrease is because the Company cut the spending and reduced costs in administration.

Business development and market development spending for the year was \$203,181 (2015 - \$99,053). Business development costs included activities related to the search for joint venture partners and product distributors as well as political contributions and public/community relations. The increase is due to the Company having more focus on business development this year..

Non-project related consulting fees in the year were \$455,575 (2015 - \$697,068); this was mostly in respect of IT consulting and financial consulting. The decrease is due less spending in IT consulting.

Depreciation during the year amounted to \$33,321 (2015 - \$41,600). This relates to depreciation in respect of furniture and fixtures, computer equipment, exploration equipment, and vehicles.

Fundraising activities for the year was \$217,033 (2015 - \$1,654,360). This amount is for expenses related to identifying and meeting with potential companies and investors. The decrease is because the company has decreased its spending on fundraising activities to the extent possible to conserve cash.

Investor relations cost in the year was \$114,421 (2015 - \$333,744). Investor relations costs decreased due to more project financing activities is recorded in fundraising activities account and cost-cutting efforts.

Professional fees of \$178,651 (2015 - \$936,628) for the year were incurred mostly in respect of auditing costs, other accounting costs, and legal costs. The decrease is due to less legal issues this year.

Regulatory fees including transfer agent and filing fees and TSX fees were \$48,978 (2015 - \$62,956).

Rent and storage in the year were \$57,775 (2015 - \$80,416).

Royalties and property leases for the year amounted to \$284,762 (2015 - \$284,554).

Share-based compensation for the year was \$300,462 (2015 - \$130,145) due to stock options being granted in the year.

Travel, including related costs, for the year amounted to \$57,270 (2015 - \$67,247) and were composed of such costs not specifically related to exploration projects or investor relations and business development. The decrease is because fewer employees were traveling compared to 2015.

Wages and benefits for the year amounted to \$1,050,253 (2015 - \$1,811,271). This amount included the salaries, bonuses, training and employment related costs of the President and Chief Executive Officer, Chief Financial Officer, Controller, management and administrative staff in Canada and in USA, in IC Potash and ICP and their subsidiaries. The decrease is due to the reduction in the number of staff during this year. \$275,331 (2015 - \$625,229) of wages were capitalized to the Ochoa Project in the year.

Interest income for the year was \$1,464 (2015 - \$4,236) earned from cash invested in bank saving account.

Derivative expense adjustment for the year was (\$187,715) (2015 - \$4,088). Effective January 1, 2015, the functional currency of the Company changed to the U.S. dollar. The warrants are considered a derivative liability since the obligation to issue shares is not fixed in the Company's functional currency.

Finance costs for the year was \$2,524,021 (2015 - \$1,900,381) related to convertible preferred shares Series A of \$1,974,888 (2015 - \$1,893,508); convertible preferred shares Series B of \$172,951 (2015 - \$nil); secured notes \$373,607 (2015 - \$nil) and accretion of decommissioning liability of \$2,575 (2015 - \$6,873). The expenses related to the convertible preferred shares Series A issued by ICP(USA) in November 2014, convertible preferred shares Series B issued in July and November 2016, and secured notes issued in February 2016 includes the accrual for dividend and the amortization of the deferred financing costs that relate to convertible preferred shares and secured notes liabilities.

### **Financings**

During the year-ended December 31, 2016, the Company issued the following common shares:

- On May 20, 2016, the Company issued 18,498,891 units pursuant to a non-brokered offering, made up of 17,998,891 units at \$0.045 CAD and 500,000 units at \$0.05 CAD per unit (issued to a Director of the Company) for gross proceeds of \$834,950 CAD. Each unit consists of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to acquire one common share of the Company for \$0.08 CAD per share until May 20, 2017, provided that if, at any time after the date which is four months and one day following the Closing Date, the volume weighted average price of the common shares is equal to or exceeds \$0.18 CAD for 20 consecutive trading days, the Company may accelerate the expiry date of the warrants, in which event the warrants will expire upon the date (the "Accelerated Expiry Date") which is 30 days following of a press release by the Company announcing the Accelerated Expiry Date. The Company paid finder's fees to certain qualified eligible persons assisting the Company in the offering in the aggregate amount of \$38,496 CAD. The Company also issued an aggregate of 855,478 broker warrants to qualified eligible persons, each such broker warrant entitling the holder to acquire one common share for a period of 12 months at an exercise price equal to \$0.065 CAD.
- On November 7, 2016, the Company issued 4,500,000 shares at \$0.08 pursuant to the exercise of warrants.
- On December 14, 2016, the Company issued 16,950,000 units at \$0.08 pursuant to a non-brokered offering, for gross proceeds of CAD\$1,356,000. Each unit consists of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to acquire one common share of the Company for CAD\$0.11 per share until December 14, 2017, provided that if, at any time after the date which is four months and one day following the Closing Date, the volume weighted average price of the common shares is equal to or exceeds \$0.18 CAD for 20 consecutive trading days, the Company may accelerate the expiry date of the warrants, in which event the warrants will expire upon the date (the "Accelerated Expiry Date") which is 30 days following of a press release by the Company announcing the Accelerated Expiry Date. The Company paid finder's fees to certain qualified eligible persons assisting the Company in the offering in the aggregate amount of CAD\$85,680. The Company also issued an aggregate of 1,071,000

broker warrants to qualified eligible persons, each such broker warrant entitling the holder to acquire one common share for a period of 12 months at an exercise price equal to CAD\$0.11.

During the year ended December 31, 2015, the Company did not issue any common shares.

### **Preferred Shares**

On November 25, 2014, ICP(USA), an indirectly wholly-owned subsidiary of IC Potash Corp., issued 500,000 convertible Series A Preferred Shares at a purchase price of \$10,000,000 to Cartesian Capital Group, LLC (“Cartesian”). The Series A Preferred Shares accrue dividends at a rate of 12% per year and were to mature on November 25, 2016, at which time they can be redeemed by the holder for the purchase price plus accrued dividends or converted into a non-diluted 7.8% interest of the common shares of ICP(USA). The terms of the Series A Preferred Shares were amended in February 2016 to extend the maturity date of the Series A Preferred Shares from November 25, 2016 to February 28, 2018 and to increase the dividend rate from 12% to 15% effective on February 29, 2016.

During the year ended December 31, 2016, ICP(USA) issued 250,000 of convertible Series B Preferred Shares. Under the terms of the Securities Purchase Agreement signed on February 29, 2016, the Series B Preferred Shares were issued by ICP(USA) for \$2,500,000 on July 13, 2016 and \$2,500,000 on November 21, 2016. The Series B Preferred Shares bear a 12% dividend rate and mature on February 28, 2018, at which point they can be redeemed by the holder for the purchase price plus accrued dividends or converted into an additional non-diluted 21.1% interest of the common shares of ICP(USA).

### **Secured Notes**

During the year ended December 31, 2016, ICP(USA) issued Secured Notes for \$2,500,000. The Secured Notes were issued on March 1, 2016 and are due on February 28, 2018, bear interest at 11% per annum.

The Secured Notes are secured by a first priority security interest in all of the assets of ICP(USA), including ICP(USA)’s interest and rights in the Ochoa Project.

Cartesian has certain protective provisions and contractual rights to, among other things, appoint 2 of the 5 directors of ICP(USA), participate in future financings on an anti-dilutive basis, and approve certain subsequent debt and equity financings and certain other activities of ICP(USA).

The Securities Purchase Agreement expired during 2016.

### **Liquidity and Capital Resources at December 31, 2016**

At December 31, 2016, the Corporation’s working capital was \$588,405 (2015 – (\$836,213)). The sources of cash in the period included cash from issuing common shares, Series B Preferred Shares and Secured Notes mentioned above and interest earned on cash in the bank accounts.

The Corporation’s continuation as a going concern is dependent on the successful results from its mineral property development activities and its ability to raise equity capital or borrowings sufficient to meet current and future obligations. There can be no assurances that management’s plans for the Corporation will be successful. These material uncertainties may cast significant doubt upon the Corporation’s ability to continue as a going concern.

The consolidated financial statements for the year ended December 31, 2016 have been prepared on a going concern basis, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future. This MD&A does not give effect to any adjustment which would be necessary should the Corporation be unable to continue as a going concern and therefore, be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in this MD&A.

### **Transactions with Related Parties**

In July 2015, the Company signed a Termination and Settlement Agreement that included a severance payment to be paid to the former President and Chief Executive Officer:

- a) \$500,000 CAD, less applicable deductions for taxes was paid on July 15, 2015 and
- b) \$1,600,000 CAD, less applicable deductions for taxes, is paid in monthly instalments of \$50,000 CAD, less applicable deductions for taxes, commencing on July 31, 2015 and continuing until the earlier of March 31, 2018 or the Company and/or its subsidiary ICP(USA) successfully complete a financing that results in the Company and/or ICP(USA) raising gross proceeds of \$10 million CAD or a combination of financings that raise gross proceeds of \$10 million CAD, at which time the then remaining balance of the severance payment shall become payable within thirty (30) days.

The full amount of the severance payable \$1,603,910 (\$2,100,000 CAD) was expensed during year 2015.

As at December 31, 2016, the balance of Employment Liability is \$521,338 (\$700,000 CAD).

During the year ended December 31, 2016, other than the termination amount mentioned above, the Company entered into the following transactions with related parties:

- a) Paid or accrued short-term employee benefits of \$724,751 (2015 - \$1,133,358), of which \$106,841 (2015 - \$nil) was paid to Mehdi Azodi, \$207,875 (2015 - \$259,375) was paid to Randy Foote, \$219,750 (2015 - \$98,000) was paid to Ken Kramer, \$153,563 (2015 - \$180,500) was paid to Tom Cope, \$nil (2015 - \$255,621) was paid to Richard Beauchamp, \$nil (2015 - \$213,939) was paid to Sidney Himmel as regular salary before termination, and \$36,722 (2015 - \$125,923) was paid to Kevin Strong.
- b) Paid or accrued consulting fees of \$410,000 (2015 - \$nil) to Graham Wheelock.
- c) Paid or accrued directors' fees, included in administrative costs, of \$78,654 (2015 - \$263,005), of which \$7,314 (2015 - \$46,861) was for Anthony Grey, \$14,178 (2015 - \$46,861) was for Ernest Angelo, \$7,314 (2015 - \$46,861) was for George Poling, \$7,314 (2015 - \$14,181) was for Joao Paulo Simoes Carrelo, \$14,178 (2015 - \$14,181) was for John Stubbs, \$14,178 (2015 - \$46,861) was for Knute Lee and \$14,178 (2015- \$47,199) as for Pierre Pettigrew
- d) Incurred share-based compensation in the form of stock options valued at \$238,529 (2015 - \$126,307), of which \$24,391 (2015 - \$nil) was to Mehdi Azodi, \$24,391 (2015 - \$nil) was to Joao Carrelo, \$36,586 (2015 - \$nil) was to John Stubbs, \$9,756 (2015 - \$nil) was to Ken Kramer, \$36,586 (2015 - \$nil) was to George Poling, \$24,391 (2015 - \$nil) was to Pierre Pettigrew, \$26,829 (2015 - \$ nil) was to Ernest Angelo, \$24,391 (2015 - \$nil) was to Knute Lee, \$24,391 (2015 - \$nil) was to Anthony Grey, \$6,818 (2015- \$nil) was to Kevin Strong, \$nil (2015 - \$126,307) was to Sidney Himmel and \$nil (2015 - \$nil) was to Randy Foote.
- e) Included in accounts payable as at December 31, 2016 is \$763 (2015- \$2,318) due to key management personnel, which includes officers and directors and corporations controlled by officers and directors.

Key management personnel compensation (including senior officers and directors of the Company):

	Year-ended	
	December 31, 2016	December 31, 2015
Termination expense *	\$ -	\$ 1,603,910
Short-term benefits *	724,751	1,133,358
Consulting fees *	410,000	-
Directors' fees **	78,654	263,005
Share-based compensation	238,529	130,145
Total remuneration	<u>\$ 1,451,934</u>	<u>\$ 3,130,418</u>

\* Amounts are included within wages and benefits on the statement of loss and comprehensive loss.

\*\* Amounts are included within administration on the statement of loss and comprehensive loss.

### **Financial Instruments**

International Financial Reporting Standards 7, Financial Instruments: Disclosures, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial instruments include cash, receivables, deposits, accounts payable, employment liability, convertible preferred shares, secured notes and warrant liability.

Cash is measured at fair value using level one as the basis for measurement in the fair value hierarchy. The warrant derivative liability is categorized as level three. The carrying value of receivables, deposits, payables and accrued liabilities approximate fair value because of the short-term nature of these instruments.

The preferred shares contain a contractual obligation whereby ICP(USA) can be required to repay the preferred share proceeds, therefore they are considered a financial liability. In addition, the conversion features are considered embedded derivatives.

The Series A Preferred Shares are accounted for using the effective interest rate method. The effective interest rate of the Series A Preferred Share debt is 19% (2015 - 20%) due to modification of terms.

The Series B Preferred Shares are accounted for using the effective interest rate method. The effective interest rate of the Series B Preferred Share debt is 12% (2015 – nil).

The secured notes have a maturity date of February 28, 2018 and carry an 11% interest rate. The secured notes are accounted for using the effective interest rate method. The effective interest rate of the Secured Notes is 19%.

## Other

### *Outstanding Share data as at March 28, 2017:*

(a) Authorized and issued share capital:

Class	Par Value	Authorized	Issued Number
Common	No Par Value	Unlimited	219,596,878

(b) Summary of Options outstanding as at March 28, 2017:

Number of Options	Exercise Price (CAD)	Expiry Date
30,000	\$ 0.71	December 5, 2017
100,000	0.08	January 12, 2018
500,000	0.08	July 12, 2019
250,000	0.12	November 14, 2019
500,000	0.10	November 24, 2019
2,150,000	0.10	February 14, 2020
200,000	0.10	March 1, 2020
9,650,000	0.08	June 6, 2021
300,000	0.08	July 12, 2021
200,000	0.09	September 2, 2021
3,900,000	0.10	February 14, 2022
17,780,000		

(c) Warrants outstanding as at March 28, 2017:

As at March 28, 2017, the Company had warrants outstanding, enabling the holders to acquire the following number of common shares:

Number of Warrants	Exercise Price (CAD)	Expiry Date
13,798,891	\$ 0.08	May 20, 2017
9,760,000	0.11	June 18, 2017
16,950,000	0.11	December 14, 2017
3,286,666	0.16	March 1, 2018
43,795,557		

Warrant transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price (CAD)
Outstanding as at December 31, 2015	10,000,000	\$ 0.35
Issued on May 20, 2016 (note 9)	18,498,891	0.08
Issued on December 14, 2016 (note 9)	16,950,000	0.11
Issued on March 1, 2017 (subsequent event)	3,286,666	0.16
Exercised	(4,700,000)	0.08
Expired	(240,000)	0.35
Amended exercise price (old price)	(9,760,000)	0.35
Amended exercise price (new price)	9,760,000	0.11
Outstanding December 31, 2016	43,795,557	\$ 0.10

(d) Broker warrants outstanding as at March 28, 2017:

On May 20, 2016, the Company issued 855,478 broker warrants entitling the holder to acquire one common share for a period of 12 months at an exercise price equal to \$0.065 CAD.

On December 14, 2016, the Company issued 1,071,000 broker warrants entitling the holder to acquire one common share for a period of 12 months at an exercise price equal to \$0.11 CAD.

As at March 28, 2017, the Company had broker warrants outstanding, enabling the holders to acquire the following number of common shares:

Number of Warrants	Exercise Price (CAD)	Average Contractual Life Remaining	Expiry Date
855,478	\$ 0.065	0.64 years	May 20, 2017
1,071,000	\$ 0.110	0.95 years	December 14, 2017
1,926,478			

### **Accounting Principles**

The financial statements have been prepared in accordance with IFRS.

The policies and estimates are considered appropriate under the circumstances, but are subject to judgments and uncertainties inherent in the financial reporting process. See also Note 2 in the consolidated financial statements for the year ended December 31, 2016 for additional detail on accounting principles.

### **Foreign currency translation**

The consolidated financial statements are presented in U.S. dollars. Prior to January 1, 2015, the functional currency of the Company and its subsidiaries was the Canadian dollar. The Company and its subsidiaries functional currency changed on a prospective basis from the Canadian dollar to the U.S. dollar as management determined that the currency of the primary economic environment in which the entities operate changed with the planned development of the Ochoa property and the recent U.S. dollar financing.

Transactions in foreign currencies are translated into the entities functional currency at the exchange rates at the date of the transactions. Monetary assets and liabilities of the Company's operations denominated in a currency other than the U.S. dollar are translated using the exchange rates prevailing at the date of the statement of financial position. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates in effect at the date of the underlying transaction, except for depreciation related to non-monetary assets, which is translated at historical exchange rates. Exchange differences are recognized in the statements of loss and comprehensive loss in the year in which they occur.

### **New standards, amendments and interpretations:**

#### *Effective and adopted January 1, 2016*

IFRS 10, IFRS 12, and IAS 28 – Investment Entities. IFRS 10, IFRS 12, and IAS 28 were amended to discuss the application of the investment entities exception. There was no impact on the Company's consolidated financial statements upon adoption of this amendment.

IFRS 11 – Accounting for Acquisitions of Interest in Joint Operations. IFRS 11 was amended to provide specific guidance on accounting for the acquisition of an interest in a joint operation that is a business. There was no impact on the Company's consolidated financial statements upon adoption of this amendment.

IAS 16 and IAS 38 – Clarification of Acceptable Methods of Depreciation and Amortization. IAS 16 and IAS 38 were amended to (i) clarify that the use of revenue-based depreciation and amortization method is not appropriated, and (ii) provide a rebuttable presumption for intangible assets. There was no impact on the Company's consolidated financial statements upon adoption of this amendment.

IAS 27 - Equity Method in Separate Financial Statements. IAS 27 was amended to restore the option to use the equity method to account for investments in subsidiaries, joint ventures and associates in an entity's separate financial statements. There was no impact on the Company's consolidated financial statements upon adoption of this amendment.

*Effective January 1, 2018*

IFRS 9 - Financial Instruments: Classification and Measurement. IFRS 9 is a new standard that will replace IAS 39. The IASB has tentatively decided to require an entity to apply IFRS 9 for annual periods beginning on or after January 1, 2018, with early adoption permitted. IFRS 9 introduces new requirements for the classification and measurement of financial instruments as well as de-recognition of financial instruments. IFRS 9 has two measurement categories for financial assets: amortized cost and fair value. All equity instruments are measured at fair value and a debt instrument is measured at amortized cost only if the entity is holding it to collect contractual cash flows in the form of principal and interest otherwise it is at fair value through profit or loss ("FVTPL"). Management anticipates that this standard will be adopted in the Company's financial statements for the period beginning January 1, 2018, and has not yet considered the potential impact of the adoption of IFRS 9.

IFRS 15 - Revenue from Contracts with Customers: IFRS 15 establishes the principles that an entity shall apply to report useful information to users of financial statements about the nature, amount, timing, and uncertainty of revenue and cash flows arising from a contract with a customer. Management anticipates that this standard will be adopted in the Company's financial statements for the period beginning January 1, 2018, and has not yet considered the potential impact of the adoption of IFRS 15.

*Effective January 1, 2019*

IFRS 16 – Leases: IFRS 16 is a new standard that sets out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties to a contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases as is required by IAS 17 and instead introduces a single lessee accounting models. Management anticipates that this standard will be adopted in the Company's financial statements for the period beginning January 1, 2019, and has not yet considered the potential impact of the adoption of IFRS 16.

## **Risks and Uncertainties**

### *Credit risk*

The Company's credit risk is primarily attributable to cash and receivables. The Company has no significant concentration of credit risk arising from operations. Cash is held at reputable financial institutions, from which management believes the risk of loss to be remote. Receivables consist primarily of amounts due from government agencies.

### *Liquidity risk*

As at December 31, 2016, the Company had a cash balance of \$3,114,540 to settle current liabilities of \$2,645,152. The Company has a contractual maturity for the \$10 million face amount of the preferred shares Series A plus accrued interest, \$5 million face amount of the preferred shares Series B plus accrued interest, and \$2.5 million face amount of the secured notes plus accrued interest. These preferred shares, secured notes and accrued interests have maturity date as at February 28, 2018.

### *Interest rate risk*

The Company has cash balances subject to fluctuations in the prime rate. The Company's current policy is to invest excess cash in investment-grade highly liquid demand deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. Management believes that interest rate risk is remote as cash deposits are payable on demand and the Company currently does not carry interest bearing debt at floating rates.

### *Foreign currency risk*

The Company's functional currency is the US dollars; however there are transactions in Canadian dollars. The Company is exposed to financial risk arising from fluctuations in foreign exchange rates and the degree of volatility in these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. A 10% change in the foreign exchange rate would have had an approximate \$30,000 impact on foreign exchange gain or loss.

### *Price risk*

The Company is exposed to investment risk and price risk with respect to commodity prices, specifically potash and other fertilizer products.. The Company closely monitors the share prices and commodity prices to determine the appropriate course of action to be taken by the Company. The Company's future mining operations will be significantly affected by changes in the market prices for potash and other fertilizer products. Share prices and commodity prices fluctuate on a daily basis and are affected by numerous factors beyond the Company's control. The supply and demand for commodities, the level of interest rates, the rate of inflation, investment decisions by large holders of commodities, economic growth in developed and developing countries and stability of exchange rates can all cause significant fluctuations in commodity prices. The Company may make investments in public and private companies and is subject to price risk relating to the valuations and trading prices of these investments.

### *Other risks*

The Company's only material property is the Ochoa Project. As a result, unless it acquires additional property interests, any adverse developments affecting the Ochoa Project could have a material adverse effect on the Company and would materially and adversely affect the potential mineral resource production, profitability, financial performance and results of operations.

Although the Corporation has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Corporation's title. Property title may be subject to unregistered prior agreements and non-compliance with regulatory requirements.

The exploration and development of mineral deposits involves significant risks which even a combination of careful evaluation, experience and knowledge may not be successful in overcoming. Few exploration and evaluation assets which are explored ultimately develop into producing mines. There has been no commercial production of minerals on properties held by the Corporation to date and there is a high degree of risk that commercial production of minerals will not be achieved. There is no certainty that the expenditures made towards the search and evaluation of mineral resources will result in discoveries of commercial quantities of any minerals.

The Corporation has a limited history of operations and no material earnings to date and there can be no assurance that the business of the Corporation will be successful or profitable. No dividends have been paid to date. Payment of any future dividends, if any, will be at the discretion of the Company's board of directors.

There are many risks associated with designing and developing a mine and processing facility as part of the Ochoa Project, including: (i) process plant may be more expensive than anticipated; (ii) product quality must be consistent over long periods of time; (iii) capital costs may increase due to heavy demand in mining equipment; (iv) major suppliers may undercut prices to prevent additional competition; (v) the SOP or direct application polyhalite market may be more difficult to develop than anticipated; (vi) permitting, bonding, and permit requirements may increase

the capital requirements, and increase the time necessary to develop the project or make it impractical or impossible to operate; and (vii) water for mining and processing may become more difficult or expensive to obtain.

The results of the Study and more recent PEA are used to determine the economic viability of a deposit. While the PEA and the Study are based on the best information available to the Company for the level of study, the Company cannot be certain that actual capital and operating costs will not significantly exceed the estimated cost in the PEA and the Study and that the other assumptions on which they are based will be accurate. While the Company incorporates what it believes is an appropriate contingency factor in cost estimates and other assumptions contained in the PEA and the Study to account for this uncertainty, there can be no assurance that the contingency factor is adequate. Projections including, but not limited to, capital costs, operation production cost, production capacity, mine life and construction timing included in the PEA and the Study are forward-looking statements and are subject to change.

The Corporation is considering several business models with different mining methods, metallurgical processing methods, and logistics methods. Changes to disclosed or planned mining methods, metallurgical processing methods, or logistics and transportation methods could affect projected capital and operating costs.

The area is an active production area for oil and gas companies and there are numerous active and plugged oil and gas wells within the mine plan. These hydrocarbon operations need to be considered as mining is planned and as mining proceeds. The Company has various memoranda of understanding in place with oil and gas companies for the purposes of co-development. Additional agreements are being negotiated.

Locating commercially valuable mineral deposits and developing a mine depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. The mining industry is intensely competitive. The commercial viability of a mineral deposit depends on a number of factors including the particular attributes of the deposits (principally size and grade), proximity to infrastructure, the impact of mine development on the environment, environmental regulations imposed by various levels of government and the competitive nature of the industry which causes mineral prices to fluctuate substantially over short periods of time. There can be no assurance that the minerals can be marketed profitably or in such a manner as to provide an adequate return on invested capital.

The operations of the Corporation are subject to all of the risks normally associated with the operation and development of exploration and evaluation assets and the development of a mine, including encountering unexpected formations or pressures, caving, flooding, fires and other hazards, all of which could result in personal injuries, loss of life and damage to property of the Corporation and others. In accordance with customary industry practice, the Corporation is not fully insured against all of these risks, nor are all such risks insurable. Interference in the maintenance or provision of adequate infrastructure (such as roads, bridges, power sources, fuel and water supply and the availability of skilled labour) could adversely affect the Corporation's operations, financial condition and results of operations.

The operations of the Corporation's properties will be subject to various laws and regulations relating to taxation, labor, safety, the environment, prospecting, development, production, waste disposal and other matters. Amendments to current laws and regulations governing activities related to the Corporation's exploration and evaluation assets may have material adverse impact on operations. The Corporation has paid all site reclamation costs or posted site reclamation bonds with the appropriate government agencies. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the operations of the Corporation. There can be no assurance that the Corporation will not incur substantial financial obligations in connection with environmental compliance. There is no assurance that the necessary environmental and operating permits will be obtained. Failure to comply with applicable environmental and other laws, regulations and permitting requirements may result in enforcement actions.

The Corporation will need additional funding to complete its short and long term objectives. The ability of the Corporation to raise such financing in the future will depend on the prevailing market conditions, as well as the business performance of the Corporation. Current global financial conditions have been subject to increased volatility as a result of which access to public financing has been negatively impacted. There can be no assurances that the Corporation will be successful in its efforts to raise additional financing on terms satisfactory to the Corporation. The market price of the Corporation's shares at any given point in time may not accurately reflect the

long-term value. If adequate funds are not available or not available on acceptable terms, the Corporation may not be able to take advantage of opportunities, to develop new projects or to otherwise respond to competitive pressures.

To the extent of the holdings of IC Potash through its subsidiaries (including ICP and ICP(USA)), the Corporation will be dependent on the cash flows of these subsidiaries to meet its obligations, which cash flows may be constrained by applicable taxation and other restrictions.

The Corporation is dependent upon the services of key executives, including the Chief Executive Officer.

Certain of the directors and officers of the Corporation also serve as directors and/or officers of other companies involved in mineral exploration and development and, consequently, there exists the possibility for such directors and officers to be in a position of conflict.

Other risks can be found in the Corporation's Annual Information Form dated March 28, 2017, and the PEA Technical Report, which are available at [www.sedar.com](http://www.sedar.com).

### **Management's Report on Internal Controls**

Disclosure controls and procedures ("DC&P") have been designed to provide reasonable assurance that all material information related to the Company is identified and communicated on a timely basis. Management of the Company, under the supervision of the President and Chief Executive Officer and the Chief Financial Officer, is responsible for the design and operations of DC&P. There have been no changes in the Company's DC&P during the year ended December 31, 2016.

The Company's management is responsible for establishing and maintaining adequate internal controls over financial reporting ("ICFR") to provide reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purposes in accordance with applicable IFRS. However, due to inherent limitations, internal control over financial reporting may not prevent or detect all misstatements and fraud. Also, projections of any evaluation of effectiveness in future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. There have been no changes in the Company's internal control over financial reporting during the year ended December 31, 2016 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

The Corporation's controls are based on the COSO framework. COSO (Committee of Sponsoring Organizations of the Treadway Commission) is a joint initiative of the American Accounting Association, the American Institute of Certified Public Accountants, Financial Executives International, the Association of Accountants and Financial Professionals in Business and the Institute of Internal Auditors dedicated to providing thought leadership through the development of frameworks and guidance on enterprise risk management, internal control and fraud deterrence.

### **Corporate Governance Practices**

The disclosure required pursuant to National Instrument 58-101-Disclosure of Corporate Governance Practices was made by the Corporation in its Management Information Circular which was mailed to shareholders and is accessible via the Internet for public viewing on the System for Electronic Document Analysis and Retrieval at [www.sedar.com](http://www.sedar.com).

### **Critical Accounting Estimates**

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reported year. Actual results could differ from those estimates.

## **Subsequent Events**

On January 24, 2017, 200,000 warrants were exercised and the Company issued 200,000 common shares for proceeds of CAD\$16,000, or CAD\$0.08 per share.

On February 14, 2017, the Company granted 6,050,000 options to directors, officers and employees of the Company, of which 2,150,000 have three year term and 3,900,000 have five year term. All options vested at the grant date and the exercise price of CAD\$0.10.

On March 1, 2017, the Company granted 200,000 options to a consultant. The options vested at grant date, with a three year term and exercise price of CAD\$0.10.

On March 1, 2017, the Company issued 6,573,333 units pursuant to a non-brokered offering, made up of 6,573,333 units at CAD\$0.105 for gross proceeds of CAD\$690,200. Each unit consists of one common share of the Company and one-half common share purchase warrant. Each whole warrant entitles the holder to acquire one common share of the Company for CAD\$0.16 per share until March 1, 2018, provided that if, at any time after the date which is four months and one day following the closing date, the volume weighted average price of the common shares is equal to or exceeds CAD\$0.21 for 18 consecutive trading days, the Company may accelerate the expiry date of the warrants, in which event the warrants will expire upon the date (the "Accelerated Expiry Date") which is 30 days following of a press release by the Company announcing the Accelerated Expiry Date.

On March 16, 2017, ICP(USA) issued 710,000 common shares to Cartesian for \$360,000. The funds will be used for the operating expenses of ICP(USA) based on an approved budget. This decreased the Company's common share ownership of ICP(USA) to 93%.

In March 2017, the Company determined that it no longer has the power to govern the financial and operating policies of its subsidiary ICP(USA).

It has been determined that ICP(USA) is now operating as an independent company with decisions made by its board and executives. The Company and Cartesian do not agree on the pace of spending on engineering and development of the Ochoa project and the best way to finance the short-term operations of ICP(USA). A \$150,000 debt financing proposal by the Company to fund reduced levels of activity over the short-term was rejected by ICP(USA) in 2017. With the weak capital markets with respect to the resource sector and due to Cartesian's protective provisions, voting rights, right to nominate 2 out of 5 directors and co-approve a 3rd director with the Company, and non-diluted 28.9% interest in ICP(USA) upon conversion of the preferred shares, the Company has been unable to find financing or a partner for the development of the Ochoa project. Cartesian acquired 6.6% of the common shares of ICP(USA) in March 2017, so the Company no longer owns 100% of the common shares of ICP(USA).

As a result, the Company will cease to consolidate the assets, liabilities and results of operations of ICP(USA) and will recognize its investment retained in ICP(USA) as an investment in an associated company accounted for under the equity method. The full impact of this loss of control and de-consolidation will be reflected in the March 31, 2017 interim financial statements.

## **Other Information**

The Corporation's web site address is [www.icpotash.com](http://www.icpotash.com). Other information relating to the Corporation may be found on SEDAR at [www.sedar.com](http://www.sedar.com).