

MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis ("**MD&A**") is intended to provide a summary of the operational and financial results of Karnalyte Resources Inc. ("**Karnalyte**" or the "**Company**") for the nine months ended September 30, 2016 and 2015. This MD&A should be read in conjunction with the condensed unaudited interim financial statements of the Company and the related notes thereto for the nine months ended September 30, 2016. This commentary is dated November 9, 2016. The financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Statements and should be read in conjunction with the year-end December 31, 2015 audited financial statements. These documents, the Annual Information Form, and additional information about the Company are available on SEDAR at www.sedar.com. Some of the statements made herein contain forward-looking information and accordingly please refer to the "Forward-Looking Information" section at the end of the MD&A.

OVERVIEW

The Company intends to develop and extract potash and magnesium from a carnallite-sylvite mineral deposit through a solution mining process, at competitive cost and with minimal environmental impact. Using a staged approach to potash plant construction, the Company plans to operate the initial facility at Wynyard, Saskatchewan (the "**Project**") to produce 625,000 tonnes per year ("**TPY**") of potash ("**Phase I**"), increasing to 1,375,000 TPY of potash and 2,125,000 TPY of potash.

Third Quarter 2016 Update

In the third quarter of 2016 the Company focused on the following key areas:

Technical Report

In July, 2016 Karnalyte released an updated NI 43-101 compliant technical report (the "**Technical Report**") for the Company's planned potash and magnesium mine at Wynyard, Saskatchewan (the "**Project**"). The Technical Report was prepared for Karnalyte by industry leading solution mining and engineering firms, ERCOSPLAN Ingenieurgesellschaft Geotechnik und Bergbau mbH ("**Ercosplan**"), Amec Foster Wheeler Canada Ltd. and North Rim Exploration Ltd. The Technical Report independently confirms the size and unique composition of Karnalyte's deposit which support the Project's economic viability.

Optimization Program

In September 2016, the Company announced the successful commissioning of the second phase of the development program designed to increase KCl concentration in the brine solution (the "**Optimization Program**"). The major objective of the Optimization Program is to test and achieve a higher potash concentration than 9.3% as set out in Karnalyte's feasibility study which was based on laboratory dissolution tests and computer modelling. The preliminary results from the Optimization Program have confirmed that Karnalyte can successfully extract KCl and MgCl₂ from the Company's carnallite resource to produce high purity potash and magnesium products.



The Optimization Program ran until the end of October 2016. Karnalyte anticipates that a final report on the Optimization Program will be issued in late December 2016. The Optimization Program was designed by, and the results will be verified and reported on by, Ercosplan.

Financing

Throughout 2016, the Company remains focused on securing financing to construct Phase I. On August 2, 2016, Karnalyte announced the cessation of negotiations with Gujarat State Fertilizers and Chemicals Limited ("**GSFC**") in respect of the proposed USD 700 million financing for Phase I of the Project (the "**Transaction**"), which was previously disclosed in the news release of the Company dated March 14, 2016. GSFC ceased negotiations in respect of the Transaction as Karnalyte and GSFC were unable to reach an agreement on certain fundamental terms of the Transaction.

Termination of the Framework Agreement

On September 30, 2016, the framework agreement (the "**Framework Agreement**") dated March 14, 2016 and made effective February 24, 2016 between the Company, GSFC, and Mr. Robin Phinney terminated in accordance with its terms, provided that certain obligations under the Framework Agreement survived such termination.

Director Resignation

Upon the termination of the Framework Agreement on September 30, 2016, GSFC was required to cause one of its director nominees to resign from the Board of Directors of the Company. Accordingly, Mr. Mukund Purohit, resigned as a director of the Company effective September 30, 2016.

Events Subsequent to the Third Quarter 2016

Subsequent to the third quarter of 2016 the Company announced various corporate developments:

Share Issuance

On October 1, 2016, the Company issued 555,555 common shares of the Company to GSFC pursuant to the terms of the subscription agreement (the "**Subscription Agreement**") dated January 10, 2013 between the Company and GSFC.

For more information regarding the Technical Report, Optimization Program, Transaction, Framework Agreement, the director resignation, and the share issuance, please refer to the Company's profile on SEDAR at www.sedar.com.

RESULTS OF OPERATIONS

General and administrative expenses

General and administrative ("**G&A**") costs for the period ended September 30, 2016 amounted to \$6,161,000 which is a decrease of \$1,372,000 from the comparative 2015 amount.

The key components of the G&A costs are as follows:

G&A Expenditures (CAD \$ thousands)				
	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Salaries, wages and benefits	\$ 619	\$ 148	\$ 1,581	\$ 858
Business development, investor relations, regulatory fees	258	152	375	692
Accounting and legal	424	180	2,678	2,844
Consulting	124	364	475	1,553
Rent	42	60	116	183
Directors Fees	76	108	233	503
Other	238	537	703	900
Total general and administrative	\$ 1,781	\$ 1,549	\$ 6,161	\$ 7,533

Salaries, wages and benefits for the nine months ended September 30, 2016 were \$1,581,000 compared to \$858,000 in 2015 which is an increase of \$723,000. At the end of September 30, 2015, the Company had six employees on payroll compared to September 30, 2016 where the Company had 10 permanent employees on payroll. Also in the second and third quarters of 2016, the Company hired 10 additional temporary staff to assist with the Optimization Program.

Business development, investor relations and regulatory fees for the nine month period ended September 30, 2016 amounted to \$375,000 compared to \$692,000 in the 2015 comparative period, which is a decrease of \$317,000. During the first and second quarters of 2015, a significant portion of expenditures incurred in this area related to the proxy contest. Since no such event was taking place during the first and second quarters of 2016, there was a significant decrease in expenses overall to the end of September 2016.

Accounting and legal expenses for the nine months ended September 30, 2016 were \$2,678,000 compared to \$2,884,000 in the comparative period, which is a decrease of \$206,000. During the first and second quarters of 2015, significant legal expenses were incurred relative to the proxy contest. Since no such event was taking place during the first and second quarters of 2016, there was a decrease in expenses. However significant legal expenses were incurred during the first, second and third quarters of 2016 as the Company was negotiating and evaluating the agreement in principle (the "Agreement in Principle") announced on March 14, 2016 between the Company and GSFC and the Transaction as announced during the first quarter of 2016.

Consulting expenses for the nine months ended September 30, 2016 amounted to \$475,000 compared to \$1,553,000 in the comparative 2015 period, which is a decrease of \$1,078,000. The decrease is due to the higher number of consultants engaged during the first and second quarters of 2015 relating to the proxy contest and consulting fees paid to former and current senior officers of the Company during the first, second and third quarters of 2015. No such expenses were incurred during the first, second and third quarters of 2016. Consulting expenses incurred during the first, second and third quarters of 2016 primarily related to the evaluation of the Agreement in Principle and the Transaction.

Rent expense for the nine months ended September 30, 2016 amounted to \$116,000 compared to \$183,000 for the comparative period, which is a decrease of \$67,000. Rent has decreased due to the change in location of the Company's offices from Calgary to Saskatoon in September of 2015.

Director fees for the nine months ended September 30, 2016 amounted to \$233,000 compared to \$503,000 for the 2015 comparative period representing a decrease of \$270,000. The decrease is due to an overall decrease in the number of meetings held during the first nine months of 2016 compared to the first

nine months of 2015. A higher number of meetings were held in the first nine months of 2015 as a result of the proxy contest.

Other expenses for the nine months ended September 30, 2016 amounted to \$703,000 compared to \$900,000 for the comparative period representing a decrease of \$197,000. The majority of this decrease is a result of a large payment made in the prior year for the termination of a drilling contract entered into by previous management requiring the payment of shipping charges to move the contractors equipment offsite.

Other costs impacting comprehensive loss

Depreciation and amortization for the nine month period ended September 30, 2016 was \$269,000 compared to \$575,000 in the 2015 comparative period. Depreciation decreased over the period as certain assets have become fully depreciated.

Stock-based compensation expense for the nine month period ended September 30, 2016 was \$25,000 compared to \$703,000 in the 2015 comparative period. The decrease in stock based compensation expense year over year during these periods is due to the granting of options to directors, officers and management on July 14, 2015 which vested immediately resulting in the recognition of stock based compensation expense on that date of \$732,000. The expense was offset by the reversal of previous stock compensation expenses on non-vested options forfeited during that period. During the nine months ended September 30, 2016, activity affecting stock-based compensation expense mostly consisted of stock options granted on January 12, 2016, when 90,000 stock options were granted to employees. Stock based compensation expenses recorded in the first, second and third quarters of 2015 and 2016 are all non-cash in nature. With the exception of the options granted on July 14, 2015, all options are expensed over a two year vesting period.

Restructuring costs for the nine month period ended September 30, 2016 were nil compared to the period ended September 30, 2015 of \$3,451,000. The large expenses in the nine months ended September 30, 2015 related to the severance and contract termination penalty charges for senior officers and employees of the Company terminated during the first and second quarters of 2015. During the nine month period ended September 30, 2015 nineteen employees were either terminated or resigned. No such expenses were incurred during the first three quarters of 2016.

Impairment expenses for the nine month period ended September 30, 2016 were \$1,726,000 compared to the period ending September 30, 2015 of \$524,000. In 2014, previous management determined assets with a carrying amount of \$63,165,000 were no longer recoverable. At September 30, 2016 the Company assessed whether there was any indication that this previously recognized impairment loss required reversal. The Company has achieved a significant milestone in renewing its Technical Report on the Project and has seen some recovery in its market capitalization. Nevertheless, the Company, and the industry on a whole, faces significant headwinds including recent pricing on international potash contracts (the lowest in a decade), leading to Canadian potash mine shut-ins and production curtailments. Management continues to monitor these factors closely for potential indicators of impairment reversal. Therefore, incremental expenditures incurred on intangible and mine development assets during the first, second and third quarters of 2016 of \$1,726,000 were determined not to impact the previously determined recoverable amount. We believe the Company will be required to assess its assets for reversal of past impairment if the Company successfully secures committed financing. For additional information, refer to the notes to the financial statements dated December 31, 2015 available on SEDAR at www.sedar.com.

Net finance income for the nine month period ended September 30, 2016 was \$254,000 compared to \$171,000 in the 2015 comparative period. The amounts recorded as net finance income are a direct result of the amount of cash the Company is holding at a given time and the corresponding interest income the cash generates. Interest income included in net finance income decreased \$127,000 in the first three quarters of 2016 compared to the first three of 2015. This decrease is due to the decrease in cash. This decrease was offset by a foreign exchange gain recorded due to the improvement of the Canadian dollar relative to the US dollar during the first three quarters of 2016. This is compared to a foreign exchange loss recorded during the same period in 2015 and hence the increase overall in net finance income.

SUMMARY OF QUARTERLY RESULTS

The following table provides selected financial information of the Company for each of the last eight quarters ended at September 30, 2016:

Selected Quarterly Results								
	2016			2015				2014
	Sep 30	June 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31
Total revenue	\$ -	\$ -		\$ -	\$ -	\$ -	\$ -	\$ -
Comprehensive loss	(2,229)	(3,221)	(2,157)	(2,369)	(2,961)	(6,824)	(2,816)	(63,500)
Basic and diluted loss per share	(0.08)	(0.12)	(0.08)	(0.09)	(0.11)	(0.25)	(0.10)	(2.31)
Total current assets	19,276	22,361	26,260	28,067	29,973	32,268	38,736	41,026
Total assets	24,392	26,594	30,046	31,962	33,853	36,276	42,935	45,417
Total liabilities	2,014	1,992	2,295	2,064	2,022	2,219	1,913	1,689
Total shareholders' equity	22,378	24,602	27,751	29,898	31,831	34,057	41,022	43,728

*Expressed in thousands except loss per share

Comprehensive loss for the quarter ended December 31, 2014 is not indicative of a typical quarter due to significant impacts from the asset impairment of \$59,149,000 and the expensing of the deferred financing costs and break fees of \$2,899,000. Additional impairment expenses were incurred throughout the quarters in 2015 with the exception of the first quarter when no impairment expenses were incurred. During the first, second and third quarters of 2016, \$409,000, \$840,000 and \$477,000 respectively of impairment expenses were recognized relating to the Optimization Program as discussed in the Overview section above.

Excluding these impacts, the comprehensive loss in the first, second and third quarters of 2016 were driven primarily by G&A expenses and particularly legal and consulting expenses relating to the Agreement in Principle and the Transaction as discussed in the "Overview" section above. These expenses are also what drove the loss in the last quarter of 2015. Other notable items during the second quarter of 2015 include restructuring expenses of \$2,553,000 in relation to severance packages paid to senior officers and employees of the Company as well as contract termination penalties related to the consulting agreements of the Company's senior officers and legal expenses of \$1,850,000 related to the proxy contest. Finally, another main component of the quarterly losses relates to non-cash stock based compensation expenses for amortizing stock option costs. Stock based compensation expenditures range from a high of an expense of \$735,000 in the third quarter ending September 30, 2015 to a reversal of \$128,000 in June 2014 and a reversal of \$143,000 in June 2015 as a result of forfeited options from employees, consultants and directors no longer with the Company.

Current assets principally reflect activity in the cash account. Cash outlays vary over the quarters depending on the Company's activities and expenditures.

Total assets decreased significantly due to the impairment expense and write off of deferred financing fees in the fourth quarter of 2014 noted above. Total assets remained relatively constant for the majority of the other periods and generally reflect the ongoing expenditures for general and administrative costs and capital expenditures.

Total liabilities for the periods relate primarily to trade and other payables. These balances vary in the quarters due to timing of payments that are required and the various work performed on developing the Project. Overall the increase in liabilities during all of the quarters of 2015 and the first three quarters of 2016 are a result of the increased expenses during the first part of 2015 resulting from the proxy contest and during the last half of 2015 and into the first three quarters of 2016 due to increased activity relating to the planning, preparation and execution of the Optimization Program and the negotiation and evaluation activities related to the Agreement in Principle and the Transaction.

INVESTING

The Company capitalizes costs that are determined to provide future benefits and charges other costs to comprehensive loss including administrative salaries, support and office costs, community relations programs and other administrative related expenditures. Costs directly related to capital assets are capitalized to appropriate categories and depreciated over their useful lives. Costs of personnel related entirely to preparation of mineral properties on the Company's property and for the future construction of facilities or product development are capitalized as part of the mineral properties or of the processing facilities.

Expenditures to date were focused on the completion of the Company's resource reports, including updating the prior technical report, the Technical Report and 2013 Environmental Impact Statement, confirming the resources and reserves through drilling wells on the initial focus area and preparing the Company for construction by advancing detailed engineering and completing initial site preparation.

Intangible assets

During the period ended September 30, 2016, \$1,726,000 in additions to intangible assets were expensed. \$1,432,000 in additions were capitalized and they related to the purchase of lands related to the Project. The net balances classified as intangible assets are as follows:

Intangible Assets (CAD \$ thousands)			
	Sept 30, 2016		December 31, 2015
Mineral property			
Surface land	\$	3,720	\$ 2,288
Drilling		240	240
Balance, end of period	\$	3,960	\$ 2,528

Capital assets

The net balances classified as capital assets are as follows:

Capital Assets (CAD \$ thousands)		
	Sept 30, 2016	December 31, 2015
Machinery and equipment	\$ 394	\$ 641
Buildings	175	183
Land	125	125
Land improvements	31	33
Vehicles	37	-
Furniture and equipment	8	10
Computer hardware	11	
Assets under construction	-	-
Balance, end of period	\$ 781	\$ 992

There were \$58,000 in additions to capital assets in the nine months ending September 30, 2016. Included in this amount were purchases of two vehicles and a small purchase of computer equipment. These increases were offset by depreciation expenses recorded during the three and nine months ended September 30, 2016 of \$71,000 and \$269,000, respectively resulting in an overall decrease in capital assets.

The Company's ability to secure adequate financing for the development of the mine on economic terms could result in a material difference from the Company's estimate of the recoverable asset.

Segmentation Reporting

The Company's operating segments have been identified as the Company's individual mineral streams. The Company has currently identified two operating segments, potash and magnesium, however due to materiality they are currently grouped as one segment for financial reporting purposes. If magnesium reserves were advanced to a material stage, the Company would disclose a separate reporting segment.

LIQUIDITY AND CAPITAL RESOURCES

At September 30, 2016, the Company had net working capital of \$17.4 million compared to \$28.1 million at September 30, 2015 including \$18.8 million and \$29.8 million, respectively, in cash. As at September 30, 2016 and 2015, the Company also had \$0.4 million in restricted cash that was set up as a requirement from the Government of Saskatchewan in order to operate the test plant in Saskatchewan. The Company maintains cash in bank accounts for day to day operations and invests the excess in overnight financial instruments in high interest saving accounts that are highly liquid.

The Company has sufficient cash to meet its short-term corporate costs and existing capital plans and has sufficient funds to finance development and ongoing corporate functions.

CONTRACTUAL OBLIGATIONS

The following table summarizes the commitments of the Company as at September 30, 2016:

Contractual Obligations (CAD \$ thousands)						
	Payments due by period					
	Total	Less than one year	Two - three years	Four - five years	More than five years	
Trade and other payables	\$ 537	\$ 537	\$ -	\$ -	\$ -	
Provisions	1,318	1,318				
Office lease	98	98	-	-	-	
Permit/lease on mineral property	8,488	483	932	932	6,141	
Project contracts	158	158	-	-	-	
Total	\$ 10,599	\$ 2,594	\$ 932	\$ 932	\$ 6,141	

Trade and other payables relate to operating and investing expenditures that were payable at the period ended September 30, 2016.

Office lease refers to the lease for the Saskatoon office location. The Saskatoon office is under a lease containing a monthly fee of \$12,000 and will expire on August 31, 2017.

Mineral lease and permit obligations refer to the annual fees which are required to maintain the permit and lease areas related to the Project. On March 12, 2016, the Company applied to the Saskatchewan Ministry of the Economy to convert the lands subject to Permit KP 360A to one or more leases. As part of its applications to the Saskatchewan Ministry of the Economy, the Company submitted application fees, deposits, and the estimated first year's rent payments for the leases. On June 23, 2016, the Company signed two new lease agreements covering the land previously held under Permit KP360A. KL246 for 22,554.401 hectares and KL 247 for 7,037.349 hectares. These leases have a term of 21 years expiring on March 13, 2037. The Company is required to pay annual lease payments of \$10.00 per hectare on any area held under lease for a term of twenty-one years for a total cost of \$466,168 per year. The Company is required to expend not less than \$3,000,000 for work during the first three years of the term of the lease. Expenditures made to date on the property have satisfied this requirement.

Project contracts are in place for various engineering, consulting and administrative services.

Restrictions on Disposition of the Wynyard Project

Pursuant to the terms of Subscription Agreement and the offtake agreement (the “**Offtake Agreement**”) between the Company and GSFC dated January 10, 2013, the Company must not divest, sell, assign, transfer or otherwise dispose of any part of its interests in the Wynyard Carnallite Project without the prior written consent of GSFC until the third anniversary of the date on which the first shipment for delivery of products is dispatched by the Company in accordance with the terms of the Offtake Agreement (the “**Project Lock In Period**”). After the expiry of the Project Lock In Period, a person may acquire an interest in the Wynyard Carnallite Project subject to GSFC’s right to terminate the Offtake Agreement at that time. The Subscription Agreement provides that, subject to certain conditions, the above-described restrictions on disposition do not apply to a creation or grant of a security interest to a lender providing financing for the Wynyard Carnallite Project (including for an expansion thereof). The Offtake Agreement provides that following the expiry of the Project Lock In Period, the Company may dispose of any part of the Wynyard Carnallite Project that is not part of the Company’s subsurface mineral lease KLSA 010 or that is not intended or reasonably required for the three phases of the Wynyard Carnallite Project.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in accordance with International Financial Reporting Standards ("IFRS") requires management to make estimates and assumptions that affect the reported amount of assets, liabilities and expenses. The Company evaluates the estimates periodically. In making judgments about the carrying values, the Company uses estimates based on historical experience and various assumptions that are considered reasonable in the circumstances. Actual results may differ from those reported. The Company reviews significant areas subject to estimation with the Audit Committee and independent auditors. Significant areas requiring estimation include the assessment of impairment indicators and any subsequent determination of impairment over mineral properties and capital assets, including the estimates of total depleted reserves and the calculation of share-based payments.

Stage of development

The Company is in the development stage of its history and at this stage of the Company's growth, it is subject to the risks associated with early stage companies, including uncertainty of future revenues, developing acceptable markets and growth into established markets, profitability and the need to raise additional financing to continue to progress its Project.

Continued exploration and development of the property is dependent on Karnalyte's ability to obtain necessary financing. As the Company is not currently producing from its property, it will be necessary for the Company to seek additional equity or debt to finance its programs.

Intangible assets and Property, Plant and Equipment

The Company's expenditures relating to the acquisition of mineral properties, leases, and the exploration and development thereon are recorded at cost and include direct and indirect acquisition and exploration costs associated with specific mineral properties. These costs are capitalized on the basis of the potential realization from the underlying asset. Amortization of these amounts will be recognized using the unit-of-production method over the shorter of estimates of reserves or service life following the commencement of production or written off, if the properties are sold or abandoned.

Assets under construction, machinery and equipment, buildings, vehicles, furniture, land improvements and leasehold improvements are recorded at cost, less accumulated depreciation. Capital assets are depreciated using the straight-line method over three to seven years. Leasehold improvements are amortized on a straight line basis over the terms of the respective leases. Assets under construction will start being depreciated when the assets are available for use for their intended purpose and will be calculated on a unit of production basis. The Company also reviews capitalized amounts for impairment whenever events or changes in internal or external circumstances indicated that the carrying value may not be recoverable.

Upon indication that impairment may exist, carrying values of assets would be assessed for impairment. Impairment conditions may result from any of the following items, but not limited to: cessation of exploration activities; exploration results are not promising such that exploration will not be planned for the foreseeable future; permit or lease ownership rights expire; sufficient funding is not expected to be available to complete the exploration program; an exploration property is deemed to have no material economic value to the Company's business plan or future development of the property becomes uneconomical.

The Company reviews capitalized amounts for impairment whenever events or changes in circumstances indicate its carrying amount may not be recoverable. The carrying value of assets is assessed for indications that the carrying amounts recorded may not be recoverable from estimated current and future cash flows. Estimating future cash flows requires assumptions about future business conditions and other developments. Significant, unanticipated changes to these assumptions could require a provision for impairment in the future.

Share-based payments

The Company has share-based payments expenses for stock option awards to employee, directors, officers and consultants, as explained in the Company's financial statements. IFRS requires that all share-based awards be accounted for using the fair value method. Under this method, the Black-Scholes option pricing model requires estimates of the expected life of the option, forfeiture rates, stock volatility and the risk-free interest rate expected over the life of the option. A change in these assumptions could materially change the amount of share-based payments expenses recorded.

Income taxes

The Company accounts for income taxes in accordance with the asset and liability method. Under this method, deferred income tax assets and liabilities are recognized for differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using substantively enacted income tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred income tax assets and liabilities of a change in income tax rates is recognized in the period that includes the date of substantive enactment. A deferred income tax asset is recognized only when it is more likely than not that the income tax asset will be realized.

FINANCIAL RISK FACTORS

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its commercial obligations. The Company has no significant concentration of credit risk arising from operations. The Company's cash and restricted cash is held with large Canadian financial institutions and management believes the risk of loss to be remote.

Liquidity risk

The Company manages liquidity risk by maintaining sufficient cash balances to meet liabilities when due. As at September 30, 2016, the Company had cash totalling \$18,821,000 (2015 – \$29,786,000) to settle current liabilities of \$1,855,000 (2015 - \$1,838,000). As at September 30, 2016 and September 30, 2015, the Company's trade and other receivables were all considered current and are subject to normal trade terms.

Market risk

Market risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices, whether those changes are caused by factors specific to the individual instrument or its

issuer or factors affecting all instruments traded in the market. The Company's future potash sales are exposed to price risk with respect to North American and international potash prices.

Currency risk

The Company's functional currency is the Canadian dollar with the majority of transactions denominated in Canadian dollars. At this time management believes the foreign exchange risk derived from currency conversions is not significant and therefore does not hedge its foreign exchange risk. At September 30, 2016, the Company held the majority of its cash in Canadian dollars.

Interest rate risk

The Company's trade and other payables are non-interest bearing and have contractual maturities of less than 45 days. As at September 30, 2016, the Company's only interest bearing asset is cash in high interest saving accounts and a small amount of cash held in Guaranteed Investment Certificates. Cash earns interest at prevailing short-term interest rates. During the nine months ended September 30, 2016, the Company earned interest income of \$183,000 (2015 - \$310,000) from its cash.

NEW STANDARDS AND INTERPRETATIONS NOT YET ADOPTED

IFRS 9 "Financial Instruments" – The standard is the first step in the process to replace IAS 39, Financial Instruments: Recognition and Measurement. IFRS 9 introduces new requirements for classifying and measuring financial assets and liabilities and carries over from the requirements of IAS 39. Financial instruments: recognition and measurement derecognition of financial assets and financial liabilities. The extent of the impact of adoption of these standards has not yet been determined.

IFRS 15 "Revenue" – On May 28, 2014, the IAS board issued IFRS 15 "Revenue", which specifies how and when to recognize revenue as well as requiring entities to provide users of financial statements with more disclosure. The standard supersedes IAS 18 "Revenue", IAS 11 "Construction contracts", and related interpretations. IFRS 15 will be effective for annual periods beginning on or after January 1, 2018. Application of the standard is mandatory and early adoption is permitted. Karnalyte is currently evaluating the impact of adopting IFRS 15 on its consolidated financial statements.

IFRS 16 "Leases" – On January 13, 2016 the IASB issued IFRS 16 "Leases". The new standard is effective for annual periods beginning on or after January 1, 2019. Earlier application is permitted for entities that apply IFRS 15 *Revenue from Contracts with Customers* at or before the date of initial adoption of IFRS 16. IFRS 16 will replace IAS 17 *Leases*. Karnalyte is currently evaluating the impact of adopting IFRS 16 on its consolidated financial statements.

INTERNAL CONTROLS

Disclosure Controls and Procedures

The Company has established disclosure controls and procedures for the timely and accurate preparation of financial and other reports. Such disclosure controls and procedures are designed to provide reasonable assurance that material information required to be disclosed is recorded, processed, summarized and reported within the periods specified by applicable securities regulations. In addition, the disclosure controls ensure that information required to be disclosed is accumulated and communicated to the

appropriate members of management and properly reflected in the Company's continuous disclosure filings.

As with most small or developing companies and consistent with the concept of reasonable assurance, the Company recognizes that the relative cost of maintaining these disclosure controls and procedures should not exceed their expected benefits. As a result, the Company's disclosure controls and procedures can only provide reasonable assurance, and not absolute assurance, that the objectives of such controls and procedures are met.

The President and Chief Financial Officer are responsible to evaluate the disclosure controls and procedures. They have concluded that the design and operation of these disclosure controls and procedures were not effective due to the existence of material weaknesses in the internal controls over financial reporting noted in the following section.

The Company mitigates these weaknesses by using external consultants as appropriate; however, such mitigating procedures do not constitute compensating controls for the purposes of National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* ("NI 52-109").

Internal Controls over Financial Reporting (ICFR)

The President and Chief Financial Officer of the Company are responsible for designing and ensuring the operating effectiveness of internal controls over financial reporting. They are also responsible for causing the internal controls to be designed and operated effectively under their supervision. They are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. It is management's belief that any control system, no matter how well conceived or operated, can provide only reasonable, but not absolute, assurance that the objectives of the control system are met. An internal control system cannot prevent all errors or fraud.

The majority of the current directors and officers of the Company were appointed subsequent to a settlement following the proxy contest by the Concerned Shareholder Group. As a result, and due to a lack of continuity of personnel and business process, there is a material risk that current officers and directors of the Company are not aware of possible contractual arrangements, commitments, vendor invoices or other obligations to which the Company may have been committed by the former officers and directors. As a result, there is a risk that any such arrangements, commitments, vendor invoices or other obligations are not recorded or disclosed in the condensed interim financial statements. Management has undertaken a review of the accounting records, vendor invoices, minutes of meetings of the Board of Directors and its committees, among other records of the Company, to partly mitigate the aforementioned risk.

The Company does not have adequate in-house personnel to properly implement segregation of duties with respect to complex accounting and non-routine transactions that may arise. It is not deemed economically feasible at this time to have such personnel. The volume of transactions and reporting requirements puts significant strain on the limited accounting personnel such that the Company relies on external experts and assistance to complete these activities on time. During the fourth quarter of 2015, the former Interim Chief Financial Officer, working on a consulting basis was replaced by a permanent Controller who is also acting Interim Chief Financial Officer and now oversees the accounting affairs of the Company. While this has significantly improved the control environment, management is still of the

view that the Company has not remediated these material weaknesses. The material weaknesses cannot be considered to be remediated until the applicable remedial controls operate for a sufficient period of time and management has concluded through testing, that the controls are operating effectively.

These material weaknesses may increase the risk of material misstatements in the financial statements; the Company mitigates these weaknesses by using external consultants as appropriate; however, such mitigating procedures do not constitute compensating controls for the purposes of NI 52-109.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off balance sheet arrangements at the time of this MD&A.

OUTSTANDING SHARES

As of the date of this MD&A, the Company has 28,115,565 Common Shares and 2,018,000 stock options issued and outstanding.

OUTLOOK

In 2016, the Company will remain focused on the two key areas necessary to move the Project forward: 1) completing the second phase of the Optimization Program and 2) securing financing to construct Phase I.

FORWARD-LOOKING INFORMATION

Statements in this MD&A may constitute "forward-looking" statements which involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements may include, but are not limited to, statements regarding:

- expectations regarding the state of the global potash and magnesium industry;
- expectations regarding the Company's ability to finance the Project;
- future extraction and exploitation of mineral deposits;
- capital expenditure requirements;
- expectations regarding prices and costs;
- development of mineral reserves and mineral extraction processes;
- the Company spending the funds available to it as stated in this MD&A;
- expectations regarding the Company's ability to subsequently raise capital;
- expenditures to be made by the Company to meet certain work commitments;
- future reductions in general and administrative costs resulting in a lower burn rate;
- work plans to be conducted by the Company, and
- reclamation and rehabilitation obligations and liabilities.

In certain cases, forward-looking statements can be identified by the use of such words as "may", "would", "could", "will", "intend", "expect", "believe", "plan", "anticipate", "estimate" and other similar terminology. These statements reflect the Company's current expectations regarding future events and

operating performance and speak only as of the date of this MD&A. Forward-looking statements in this MD&A include statements regarding:

- the future stability of potash prices and the cyclical nature of potash prices;
- the Company's ability to commence and ramp up production from 625,000 TPY, to 1.375 million TPY, and thereafter to 2.125 million TPY of potash;
- the capital expenditures related to the Project will be lower than conventional underground mines;
- the use of solution mining process;
- the Company's ability to economically extract and process mineralized material into potash;
- the Company's ability to maintain a strong working capital position in the near term;
- the Company's ability to obtain additional financing on satisfactory terms;
- future increases in global fertilizer demand and consumption;
- anticipated results of development and extraction activities and estimated future development; and
- the possible reversal of a portion, or all, of the impairment loss.

Such forward-looking statements are based on a number of material factors and assumptions, including, that:

- the global potash market stabilizes and the stock prices of potash companies rebound above the current depressed market;
- the Company is able to manage its working capital position and is able to act on appropriate strategies and opportunities to access the capital markets as they arise;
- the Company obtains additional financing in the future;
- the Company is able to receive, in a timely manner, the necessary regulatory approvals, Board of Directors approval, shareholder approval and other third party approvals;
- the Company is able to obtain the financing on terms favourable to it;
- the Company continues to have title to its properties, and such title is not challenged or impacted in any material manner; and
- the Company is able to obtain required approvals, licenses, leases and permits, in a timely manner.

Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to, the factors discussed under "Financial Risk Factors" elsewhere in this MD&A and the following factors, which are discussed in greater detail under the "Risk Factors" section of the Company's most recent Annual Information Form available on SEDAR at www.sedar.com:

- exploration, development and operation risks related to the Project;
- additional funding requirements;
- the risks associated with the limited operating history of the Company;
- no assurance of titles, leases or maintenance of existing permits;
- permit and licensing requirements related to exploration and development activities;
- the risks associated with the enforcement of the Company's material agreements;
- the potential loss of key employees, technical experts or key suppliers;

- the potential for a volatile market for the Common Shares;
- the potential dilution of shareholders through future financings;
- failure to protect the Company's intellectual property rights;
- litigation and tax matters;
- adequacy of the Company's insurance coverage;
- adequacy of the Company's internal controls over financial reporting;
- environmental and regulatory risks;
- the volatility of potash prices;
- the cyclical nature of the potash industry;
- competition; and
- currency exchange rate fluctuations.

Although the forward-looking statements contained in this MD&A are based upon what management of the Company believes are reasonable assumptions, the Company cannot assure investors that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this MD&A and are expressly qualified in their entirety by this cautionary statement. Subject to applicable securities laws, the Company assumes no obligation to update or revise them to reflect new events or circumstances.