Financial Statements of

KARNALYTE RESOURCES INC.

Years ended December 31, 2019 and 2018

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INDEPENDENT AUDITORS' REPORT

To the Shareholders of Karnalyte Resources Inc.

Opinion

We have audited the financial statements of Karnalyte Resources Inc. (the Entity), which comprise:

- the statements of financial position as at December 31, 2019 and December 31, 2018
- the statements of loss and comprehensive loss for the years then ended
- the statements of changes in equity for the years then ended
- the statements of cash flows for the years then ended
- and notes to the financial statements, including a summary of significant accounting policies

(Hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Entity as at December 31, 2019 and December 31, 2018, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "***Auditors' Responsibilities for the Audit of the Financial Statements***" section of our auditors' report.

We are independent of the Entity in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the financial statements, which indicates that the Entity requires additional funding to finance its exploration and operating activities beyond its 2019 fiscal year.

As stated in Note 2 in the financial statements, these events or conditions, along with other matters as set forth in Note 2 in the financial statements, indicate that a material uncertainty exists that casts significant doubt on the Entity's ability to continue as a going concern.

Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. Other information comprises the information included in Management’s Discussion and Analysis filed with the relevant Canadian Securities Commissions.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit and remain alert for indications that the other information appears to be materially misstated.

We obtained the information included in Management’s Discussion and Analysis filed with the relevant Canadian Securities Commissions as at the date of this auditors’ report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditors’ report.

We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards (IFRS), and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Entity’s ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Entity’s financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

  The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Entity to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

- Provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

KPMG LLP

Chartered Professional Accountants

The engagement partner on the audit resulting in this auditors' report is Scott Douglas Verity.

Saskatoon, Canada

March 20, 2020

KARNALYTE RESOURCES INC.
Statements of Financial Position

December 31, 2019 and 2018
(CAD $ thousands)

	2019	2018
ASSETS		
Current assets:		
Cash and cash equivalents	$ 7,520	$ 10,504
Trade and other receivables	117	104
Prepaid expenses	427	528
	8,064	11,136
Restricted cash (note 5)	375	375
Capital assets (note 6)	392	366
Exploration and evaluation and other assets (note 7)	5,044	5,044
ASSETS	$ 13,875	$ 16,921
LIABILITIES		
Current liabilities:		
Trade and other payables	$ 871	$ 901
	871	901
Lease obligation	71	-
Decommissioning liability (note 8)	1,607	1,707
Total liabilities	2,549	2,608
Shareholders’ equity:		
Share capital (note 9)	132,149	132,149
Contributed surplus	9,626	9,522
Deficit	(130,449)	(127,358)
Total shareholders' equity	11,326	14,313
LIABILITIES AND SHAREHOLDERS' EQUITY	$ 13,875	$ 16,921

Basis of presentation (note 2), Commitments (note 15(c)), Contingent liabilities (note 16)

See accompanying notes to the financial statements.

Approved on behalf of the Board:

"signed"
Vishvesh Nanavaty, Director

"signed"
Sanjeev Varma, Director

KARNALYTE RESOURCES INC.

Statements of Loss and Comprehensive Loss

For the years ended December 31, 2019 and 2018
(CAD $ thousands)

		2019		2018
Expenses:				
General and administrative (notes 10 and 11)	$	2,320	$	3,490
Depreciation and amortization (notes 6 and 7)		54		60
Share-based compensation expense (note 9(d))		104		305
Restructuring expenses		233		10
Impairment expenses (note 6 and 7)		747		2,351
Other income and expenses		(218)		(104)
		3,240		6,112
Finance income		(183)		(122)
Finance expense		34		28
Net finance income (note 12)		(149)		(94)
Loss and Comprehensive loss	$	(3,091)	$	(6,018)
Loss per share (note 9(b)) Basic and diluted	$	(0.07)	$	(0.21)

See accompanying notes to the financial statements.

KARNALYTE RESOURCES INC.

Statements of Cash Flows

For the years ended December 31, 2019 and 2018
(CAD $ thousands)

		2019		2018
Cash Flows from (used in) Operating Activities:				
Net loss for the period	$	(3,091)	$	(6,018)
Add/deduct:				
Depreciation and amortization (notes 6 and 7)		54		60
Share-based compensation expense (note 9(d))		104		305
Impairment expense (notes 6 and 7)		747		2,351
Other income		(133)		-
Net finance income (note 12)		(149)		(94)
Interest income received		177		135
Changes in non-cash working capital (note 14)		65		58
		(2,226)		(3,203)
Cash Flows from (used in) Investing Activities:				
Additions to mineral rights and intangible assets (note 7)		(747)		(822)
Additions to capital assets (note 6)		(80)		-
Changes in non-cash working capital (note 14)		-		(1)
		(827)		(823)
Cash Flows from Financing Activities:				
Issuance of common shares (note 9(c))		-		2,390
Costs of issuance of common shares (note 9(c))		-		(120)
Addition to lease liability		80		-
Repayment of lease liability		(9)		-
		71		2,270
Effect of foreign exchange on cash		(2)		(5)
Change in cash		(2,984)		(1,761)
Cash, beginning of period		10,504		12,265
Cash and cash equivalents, end of period	$	7,520	$	10,504

See accompanying notes to the financial statements.

KARNALYTE RESOURCES INC.

Statements of Changes in Equity

For the years ended December 31, 2019 and 2018
(CAD $ thousands)

	2019		2018	
	Number	Amount	Number	Amount
Share Capital:				
Balance, beginning of period	42,174	$ 132,149	28,116	$ 129,879
Common shares issued under rights offering, net of share issuance costs (note 9(c))	-	-	14,058	2,270
Balance, end of period	42,174	132,149	42,174	132,149
Contributed Surplus:				
Balance, beginning of period		9,522		9,217
Share-based compensation expense (note 9(d))		104		305
Balance, end of period		9,626		9,522
Deficit:				
Balance, beginning of period		(127,358)		(121,340)
Loss and comprehensive loss for the period		(3,091)		(6,018)
Balance, end of period		(130,449)		(127,358)
Balance, end of period		$ 11,326		$ 14,313

See accompanying notes to the financial statements.

1. Reporting entity

Karnalyte Resources Inc. (the “Company” or “Karnalyte”) is incorporated under the laws of the province of Alberta. As at the date of the financial statements, the business of Karnalyte consisted of the exploration and development of its property and planned construction of a production facility and development of a potash mine. The property is situated in Saskatchewan, south of Wynyard and contains a dominant zone of potash and magnesium minerals.

The Company’s address is 3150B Faithfull Ave. Saskatoon, SK S7K 8H3.

2. Basis of presentation

These financial statements are prepared on the assumption that the Company will continue as a going concern and realize its assets and discharge its liabilities and commitments in the normal course of business. Management is aware, in making its going concern assessment, of material uncertainties related to events and conditions that may cast significant doubt upon the Company’s ability to continue as a going concern.

The Company is in its pre-development phase and therefore there is no certainty that the Company will be able to raise additional funds to move forward to the production stage. As at December 31, 2019, the Company had working capital of $7,194,000. In addition to operating expenses, the Company is committed to expenditures in 2020 on its mineral properties to keep the Company in good standing. The Company has sufficient cash to meet its short-term corporate operating and capital requirements but does not currently have adequate funds to proceed with full-scale development of the solution mining facility. The ability of the Company to continue as a going concern will require further equity issuances or other forms of financings. There is no assurance that the Company will be successful in obtaining required funding at an acceptable cost as and when needed or at all. Failure to obtain additional funding on a timely basis may cause the Company to postpone development plans, forfeit rights in its properties or reduce or terminate its operations.

These financial statements do not include any adjustments to carrying values of asset amounts and liabilities, or reported expenses that may be necessary if the going concern assumption were not appropriate.

3. Basis of preparation

(a) Statement of compliance

These financial statements have been prepared by management in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board.

These financial statements were authorized for issue by the Board of Directors on March 20, 2020.

3. Basis of preparation (continued)

(b) Basis of measurement

The financial statements have been prepared on the historical cost basis.

(c) Functional and presentation currency

These financial statements are presented in Canadian dollars, which is the Company's functional currency.

(d) Changes in accounting policy

On January 1, 2019, the Company adopted the new standards, IFRS 16 and IFRIC 23, as issued by the IASB.

(i) IFRS 16 – Leases

IFRS 16 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term greater than 12 months, unless the underlying asset is of a low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments subject to recognition exemptions for leases to explore for and use minerals resources and certain short-term and low-value leases. IFRS 16 has replaced IAS 17, Leases.

Adoption of IFRS 16 resulted in a change to the Company's accounting policies as previously disclosed in the 2018 annual financial statements. This change in accounting policy had no impact on the financial statements as at January 1, 2019. This standard impacted a new office lease entered into during the year.

(ii) IFRIC 23 – Uncertainty over Income Tax Treatments

IFRIC 23 provides guidance on the accounting for current and deferred tax liabilities and assets in circumstances in which there is uncertainty over income tax treatments. The implementation of this standard had no impact on the Company's financial statements.

(e) Use of estimates and judgements

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

3. Basis of preparation (continued)

(e) Use of estimates and judgements (continued)

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

(i) Use of estimates

i. Reserve Estimates

The estimation of potash reserves is an inherently complex process. Proven and probable reserves are estimated based on geological data, geophysical data, engineering data, projected future rates of production, estimated commodity prices, costs, discount rates and the timing of future expenditures. Reserves estimates, although not reported as part of the Company's financial statements, can have a significant effect on earnings, assets, as a result of their impact on depletion and impairment, decommissioning provisions and deferred income taxes. Accordingly, the impact to the financial statements of changes to estimates of reserves in future periods could be material.

ii. Decommissioning Provisions

Amounts are recorded for decommissioning provisions that will be incurred by the Company at the end of the operating life of the facilities and properties, and upon retirement of its mining assets. Estimates of these costs are subject to uncertainty associated with the method, timing and extend of future decommissioning activities. The provision and related asset and expense are impacted by estimates with respect to the costs and timing of decommissioning.

iii. Share-Based Compensation

Compensation expense recognized for the Company's share-based compensation plan is accrued over the vesting period based on grant date fair values. Fair values are determined using the Black-Scholes option pricing model while the fair value of restricted and performance awards are valued based on the closing share price on the date immediately prior to the grant date. In assessing the fair value of share based compensation, significant assumptions such as expected volatility, dividend yield, expected term, estimated forfeiture rates and performance multipliers for performance awards are made.

3. Basis of preparation (continued)

(e) Use of estimates and judgements (continued)

(i) Use of estimates (continued)

iv. Income Taxes

The Company follows the asset/liability method for calculating deferred income taxes. Tax interpretations, regulations and legislation in the various jurisdictions in which the Company operates are subject to change. As such, income taxes are subject to measurement uncertainty. Deferred income tax assets are recognized only to the extent that those assets are considered recoverable. Deferred income tax assets are assessed by management at the end of the reporting period to determine the likelihood that they will be realized from future taxable earnings.

(ii) Judgements

The following are the critical judgements that management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognized in the financial statements.

i. Cash Generating Unit ("CGU")

For the purpose of impairment testing, mining assets are aggregated in CGU's. The determination of CGUs requires judgement in defining the smallest identifiable group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or group of assets. CGUs are determined by similar geological structure, shared infrastructure, geographical proximity, commodity type, similar exposure to market risks and materiality. The Company's CGU's are consistent with its operating segments.

ii. Impairment

Judgements are required to assess when impairment indicators exist and impairment testing is required. The recoverable amounts of CGUs are based on the higher of their value-in-use and fair value less costs to sell. These calculations require the use of estimates and assumptions regarding market conditions, capital requirements, discount rates, future cash flows and profit margins. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Value in use is generally computed by reference to the present value of the future cash flows expected to be derived from production of proven and probable reserves. Management does not expect a significant difference between value in use and fair value less cost to sell. A material change in assumptions may significantly impact the potential impairment of these assets.

3. Basis of preparation (continued)

(e) Use of estimates and judgements (continued)

(ii) Judgements (continued)

iii. Exploration and Evaluation Assets (“E&E”)

The decision to transfer assets from E&E to property, plant and equipment requires management to make certain judgements as to future events and is based on whether economic quantities of proven plus probable reserves have been found to determine a project’s technical feasibility and commercial viability.

iv. Income Taxes

Judgements are made by management at the end of the reporting period to determine the likelihood that deferred income tax assets will be realized from future taxable earnings. Assessing the recoverability of deferred income tax assets requires the Company to make judgements related to the expectations of future cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognized in profit or loss in the period in which the change occurs.

(f) New Standards not yet adopted:

There are no new standards not yet adopted that are expected to have a material impact on the Company’s financial statements.

4. Significant accounting policies

Except for note 4(f), the accounting policies set out below have been applied consistently by the Company to all periods presented in these financial statements.

(a) Foreign currency

Transactions in foreign currencies are translated to Canadian dollars at exchange rates on the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated to Canadian dollars at the period end exchange rate. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are translated to the functional currency at the exchange rate at the date that the fair value was determined. Foreign currency differences arising on translation are recognized in profit or loss under finance income and expenses on a net basis.

4. Significant accounting policies (continued)

(b) Financial instruments

Classification

Financial Instruments are classified upon initial recognition into one of the following categories: fair value through profit and loss ("FVTPL"), fair value through other comprehensive income ("FVTOVI"), or amortized cost. Financial assets are classified into one of these categories upon initial recognition based on the Company's business model for managing its financial assets and their cash flow characteristics. Classifications are not changed subsequent to initial recognition unless the Company changes its business model for managing its financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in business model. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

The Company's cash, trade and other receivables and restricted cash are classified as amortized cost. Trade and other payables are also classified as amortized cost. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss, as well as any gain or loss on derecognition.

Measurement

Financial assets and liabilities at amortized cost are initially recognized at fair value, and subsequently carried at amortized cost less any impairment.

Derecognition

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are recognized in the statements of profit or loss.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. The Company also derecognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value. On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid is recognized in profit or loss.

4. Significant accounting policies (continued)

(c) Share capital

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

(d) Property, plant and equipment and intangible exploration assets

(i) Recognition and measurement

i. Exploration and evaluation expenditures

Pre-exploration costs are recognized in profit and loss as incurred. After obtaining a license, mineral exploration and evaluation costs, including the costs of acquiring permits and directly attributable general and administrative costs, are initially capitalized as exploration and evaluation assets.

ii. Development and production costs

Upon determination of technical feasibility and commercial viability the costs associated with the exploration and evaluation of the associated proven and probable reserves are transferred to development and production assets. The associated costs are assessed for impairment at the time the costs are transferred from exploration and evaluation expenditures to development and production assets.

Costs incurred subsequent to the determination of technical feasibility and commercial viability and the costs of replacing parts of property, plant and equipment are recognized when they increase the future economic benefits embodied in the specific asset to which they relate, such as developing proven and/or probable reserves and bringing in or enhancing production from reserves or resources, and are accumulated on a field or geotechnical area basis. The carrying amount of any replaced or sold component is derecognized and the cost of the replacement part is recognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.

Development and production expenditures are recognized as assets under construction until the assets are available for their intended use and not depreciated. When assets are available for their intended use, the asset is depreciated and recognized at its original cost less accumulated depletion and depreciation.

4. Significant accounting policies (continued)

(d) Property, plant and equipment and intangible exploration assets (continued)

(ii) Depletion and depreciation

When significant parts of an item of property, plant and equipment, including mining interests, have different useful lives, they are accounted for as separate items (major components). Once commercial production begins, the accumulated costs of capital assets and exploration and evaluation assets will be amortized to operations on a unit of production basis over economically recoverable proven plus probable reserves or over the estimated useful life, if shorter.

Reserves are estimated using independent reserve engineer reports and represent the estimated quantities of potash and magnesium which geological, geophysical and engineering data demonstrate with a specified degree of certainty to be recoverable in future years from known resources and which are considered commercially viable.

Depreciation is recognized in profit or loss on a straight-line basis or unit of production over the estimated useful lives of each part of an item of capital assets and intangible exploration and evaluation assets. Land is not depreciated.

The estimated useful lives for capital assets for the current and comparative years are as follows:

Buildings	25 years
Land Improvements	20 years
Processing and other equipment	5 - 10 years
Vehicles	3 years

Depreciation methods, useful lives and residual values are reviewed at each reporting date.

(e) Other intangible assets

Other intangible assets that are acquired by the Company, which have finite useful lives, are measured at cost less accumulated amortization and accumulated impairment losses. Subsequent expenditures are capitalized only when they increase the future economic benefits embodied in the specific asset to which they relate.

4. Significant accounting policies (continued)

(e) Other intangible assets (continued)

Amortization is recognized in profit or loss on a straight-line basis over the estimated useful lives of other intangible assets from the date they were available for use.

The estimated useful lives for the intangible assets are as follows:

Patents	20 years
Computer Software	1 year

(f) Leased assets

At the lease commencement date, the right of use asset is initially measured at cost, and subsequently at cost less any accumulated depreciation and impairment losses. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease, or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

The lease liability is subsequently measured by increasing the lease liability by the interest cost on the lease liability and decreasing it by the lease payments made. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of where a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain to not be exercised.

The Company uses judgement in determining the lease term for some lease contracts that include renewal options. The assessment of whether the Company is reasonably certain to exercise such options impacts the lease term, which affects the amount of lease liabilities and right-of-use assets recognized.

The Company does not recognize right-of-use assets and lease liabilities for leases of low value and short-term leases that have a lease term of less than 12 months. The lease payments related to these leases are recognized as an expense on a straight-line basis over the term of the lease.

Prior to January 1, 2019, the Company's leases were classified as operating leases. Payments under operating leases were recognized in profit and loss.

4. Significant accounting policies (continued)

(g) Impairment

(i) Financial assets

The Company recognizes loss allowances for expected credit losses ("ECL") on financial assets that are measured at amortized cost. At each reporting date, the Corporation measures the loss allowance for the financial asset at an amount equal to the lifetime ECL's if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the credit risk for the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to twelve months of expected credit losses.

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets. The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset it its entirety or a portion thereof.

(ii) Non-financial assets

The non-financial assets of the Company consist of capital assets and exploration and evaluation and other assets. For the purpose of impairment testing, non-financial assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units ("CGU's"). The recoverable amount of an asset or a CGU is the greater of its value in use and its fair value less costs to sell. An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount.

Upon the establishment of technical feasibility and at the time sufficient funding becomes available to proceed with plant construction, the related exploration and evaluation assets are transferred to development and production assets and are assessed for impairment at the time that the costs are transferred.

Non-financial assets are assessed for an indication of impairment at each financial reporting period or if facts and circumstances suggest that the carrying amount exceeds the recoverable amount. In determining the recoverable amount of the CGU cash generating unit the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Recoverable amount is generally computed by reference to the present value of the future cash flows expected to be derived from production of proven and probable reserves and therefore is subject to the estimation of mineral reserves or the amount a market participant is willing to pay to acquire the assets of the CGU.

4. Significant accounting policies (continued)

(g) Impairment (continued)

(ii) Non-financial assets (continued)

In respect of non-financial assets, impairment losses recognized in prior years are assessed at each reporting date for any indication that the fair value has recovered. An impairment loss is reversed if there has been a change in the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depletion and depreciation or amortization, if no impairment loss had been recognized.

(h) Share-based compensation expense

The grant date fair value of options granted to employees is calculated using the Black-Scholes option pricing model and is recognized as compensation expense, within profit and loss, with a corresponding increase in contributed surplus over the vesting period. A forfeiture rate is estimated on the grant date and is adjusted to reflect the actual number of options that vest.

(i) Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Provisions are not recognized for future operating losses.

(j) Decommissioning obligations

The Company's activities give rise to dismantling, decommissioning and site disturbance re-mediation activities. Provision is made for the estimated cost of site restoration and capitalized in the relevant asset category.

Decommissioning obligations are measured at the present value of management's best estimate of expenditure required to settle the present obligation at the reporting date. Subsequent to the initial measurement, the obligations are adjusted at the end of each period to reflect the passage of time and changes in the estimated future cash flows underlying the obligation. The increase in the provision due to the passage of time is recognized as finance costs whereas increases/decreases due to changes in the estimated future cash flows are capitalized. Actual costs incurred upon settlement of the decommissioning obligations are charged against the provision to the extent the provision was established.

4. Significant accounting policies (continued)

(k) Income tax

Income tax expense comprises current and deferred tax. Income tax expense is recognized in profit or loss except to the extent that it relates to items recognized directly in shareholders' equity. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date. Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized on the initial recognition of assets or liabilities in a transaction that is not a business combination. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if they relate to income taxes levied by the same tax authority.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

(l) Earnings per share

Basic earnings per share is calculated by dividing the profit or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted earnings per share is determined by adjusting the profit or loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of dilutive instruments such as options granted to employees.

5. Restricted cash

The Company was required to submit three separate $125,000 irrevocable letters of credit to Saskatchewan Ministry of Environment towards any future environmental damage that could potentially be caused by the operation of its test facility near Wynyard, Saskatchewan. The letters of credit have been provided by the Company's bank on behalf of the Company and are secured by interest-bearing deposits that are not available to the Company for general use. Funds were renewed in June and August of 2019 and are invested in Guaranteed Investment Certificates which are redeemable on the 15th day of each month and are due for renewal in 2024.

(All tabular amounts are in CAD thousands except per share amounts)

6. Capital assets

	Land and Buildings	Vehicles	Processing and other Equipment	Assets Under Construction	Right of Use Asset	Total
Cost:						
Balance at January 1, 2018	$ 497	$ 117	$ 3,657	$ 18,711	$ -	$ 22,982
Additions	-	-	-	-	-	-
Additions to decommissioning liability	-	-	-	1,175	-	1,175
Disposals	-	-	-	-	-	-
Balance at December 31, 2018	497	117	3,657	19,886	-	24,157
Additions	-	-	-	-	80	80
Disposals	-	-	(14)	-	-	(14)
Balance at December 31, 2019	$ 497	$ 117	$ 3,643	$ 19,886	$ 80	$ 24,223
Accumulated depreciation:						
Balance at January 1, 2018	$ 182	$ 99	$ 3,564	$ 18,711	$ -	$ 22,556
Depreciation	13	15	32	-	-	60
Impairment	-	-	-	1,175	-	1,175
Balance at December 31, 2018	195	114	3,596	19,886	-	23,791
Depreciation	13	3	20	-	18	54
Disposals	-	-	(14)	-	-	(14)
Impairment	-	-	-	-	-	-
Balance at December 31, 2019	$ 208	$ 117	$ 3,602	$ 19,886	$ 18	$ 23,831
Carrying amounts:						
December 31, 2018	$ 302	$ 3	$ 61	$ -	$ -	$ 366
December 31, 2019	$ 289	$ -	$ 41	$ -	$ 62	$ 392

(All tabular amounts are in CAD thousands except per share amounts)

7. Exploration and evaluation assets and other assets

	Mineral Properties	Process Patents	Computer Software	Total
Cost:				
Balance at January 1, 2018	$ 48,862	$ 170	$ 277	$ 49,309
Additions	807	15	-	822
Additions to decommissioning liability	354	-	-	354
Sale of assets	-	-	-	-
Balance at December 31, 2018	50,023	185	277	50,485
Additions	730	17	-	747
Additions to decommissioning liability	-	-	-	-
Sale of Assets	-	-	-	-
Balance at December 31, 2019	$ 50,753	$ 202	$ 277	$ 51,232
Amortization and impairment losses:				
Balance at January 1, 2018	$ 43,818	$ 170	$ 277	$ 44,265
Amortization for the year	-	-	-	-
Impairment	1,161	15	-	1,176
Balance at December 31, 2018	44,979	185	277	45,441
Amortization for the period	-	-	-	-
Impairment	730	17	-	747
Balance at December 31, 2019	$ 45,709	$ 202	$ 277	$ 46,188
Carrying amounts:				
December 31, 2018	$ 5,044	$ -	$ -	$ 5,044
December 31, 2019	$ 5,044	$ -	$ -	$ 5,044

At December 31, 2019, the Company assessed whether there was any indication that previously recognized impairment losses required reversal. The Company determined that there were no indications that the asset values had increased significantly during the period. The Company has not obtained project financing and the Company’s market capitalization continues to be depressed as does the market for potash. Therefore, in addition to the impairment losses recognized in prior years, the Company recorded an impairment loss of $747,000 during 2019 (2018 - $1,176,000) to impair additions to exploration and evaluation assets to their estimated recoverable amount.

Disclosure of sensitivities of the recoverable amount to changes in management estimates are not meaningful given the methodology described above in determining the fair value less cost to sell, however the identification of a buyer of the project in its entirety, or 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 current estimate of the recoverable amount.

(All tabular amounts are in CAD thousands except per share amounts)

8. Decommissioning liability

December 31,	2019	2018
Beginning balance	$ 1,707	$ 155
Additions	-	1,529
Changes in estimate:		
Capitalized in property plant and equipment	-	20
Recognized in earnings	(132)	-
Unwinding of discount	32	3
Ending balance	$ 1,607	$ 1,707

The undiscounted amount of estimated costs required to settle the obligations at December 31, 2019 is $2,242,000 (2018 - $2,553,000) which are expected to be incurred in 2038. The estimated costs have been inflated at 1.33 percent and discounted at a risk free rate of 1.71 percent (2018 - 2.07 percent) for the year ending December 31, 2019.

9. Share capital

(a) Authorized

As at December 31, 2019 and 2018 the Company was authorized to issue an unlimited number of common shares. The holders of common shares are entitled to receive dividends as declared by the Company and are entitled to one vote per share. Since its inception, the Company has not declared a dividend.

The Company is also entitled to issue an unlimited number of preferred shares. There were no preferred shares issued throughout the year ended December 31, 2019.

(All tabular amounts are in CAD thousands except per share amounts)

9. Share capital (continued)

(b) Earnings per share

Basic earnings per share were calculated as follows:

	2019	2018
Loss for the year ending December 31,	$ (3,091)	$ (6,018)
Weighted average number of common shares:		
Issued common shares at beginning of period	28,501	28,116
Common shares issued	13,673	385
Weighted average number of common shares	42,174	28,501
Basic loss per share	$ (0.07)	$ (0.21)

Basic loss per share is calculated using the weighted average number of shares outstanding during the year. Diluted per share amounts are equal to basic per share amounts due to the Company incurring a net loss for the period. Excluded from the diluted per share calculations were 1,150,000 (2018 - 1,950,000) options as their effect would have been anti-dilutive.

(d) Stock-based compensation expense

The Company has a stock option plan under which directors, officers and non-employees of the Company are eligible to receive stock options. The aggregate number of common shares to be issued upon the exercise of all stock options granted under the plan shall not exceed 10% of the issued common shares of the Company at the time of granting of the options. Options granted under the plan generally have a term of two to five years and vest at terms to be determined by the directors at the time of grant. The exercise price of each option shall be determined by the directors at the time of grant but shall not be less than the price permitted by the policies of the stock exchange on which the Company's common shares are then listed.

(All tabular amounts are in CAD thousands except per share amounts)

9. Share capital (continued)

(d) Stock-based compensation expense (continued)

The number and weighted average exercise prices of share options are as follows:

	2019			2018		
	Number of options		Weighted average exercise price	Number of options		Weighted average exercise price
Outstanding at January 1,	1,950	$	0.65	1,045	$	0.98
Issued during the year	-		-	1,150		0.57
Expired during the year	(475)		0.61	(225)		1.81
Forfeited during the year	(325)		0.66	(20)		0.88
Outstanding at December 31,	1,150		0.66	1,950		0.65
Exercisable at December 31,	988	$	0.67	823	$	0.69

Number of Options Outstanding		Exercise Price	Remaining Life (yrs)	Vested Exercisable Options
210,000	$	0.75	0.54	210,000
60,000		0.75	2.95	60,000
230,000		0.75	4.96	230,000
200,000		0.75	4.96	150,000
450,000		0.51	3.44	338,000
1,150,000	$	0.66	3.64	988,000

Share based compensation of $104,000 (2018 - $305,000) was expensed during the year ended December 31, 2019. The forfeiture rate assumed in the calculation of all share based compensation expenses was 11%.

10. Nature of general and administrative expenses

The Company is required to present its financial performance by nature or by function. The Company has presented its financial performance by the underlying nature of the expense with the exception of general and administrative expenses. Had the general and administrative expenses been presented by their nature, the Company would disclose payroll expense and employee benefits of $607,000 (2018 - $971,000), accounting and legal of $564,000 (2018 - $1,381,000), consulting of $235,000 (2018 – 381,000) and office and sundry expense of $914,000 (2018 - $1,029,000) for the years ending December 31, 2019 and 2018.

(All tabular amounts are in CAD thousands except per share amounts)

11. Related party transactions

Transactions with key management personnel

The aggregate payroll expense of key management personnel and directors was as follows:

December 31,		2019		2018
Salaries and benefits and other compensation arrangements	$	784	$	871
Severance		233		-
Share-based payments		94		190
	$	1,111	$	1,061

The Company entered into a consulting agreement with Gujarat State Fertilizers and Chemicals Limited, a related party, to assist with evaluation and development of the Proteos Nitrogen Project and to further its engineering activities respecting the Wynyard Potash Project with a view to optimizing the projects costs and revalidating certain technical aspects of the project. During the year, the Company incurred $139,000 in expenses under this agreement. There are no firm commitments of spending under the agreement. Gujarat State Fertilizers and Chemicals Limited is a 38.7% shareholder of the Company.

12. Finance income and expenses

December 31,		2019		2018
Finance income:				
Interest income on bank deposits	$	(183)	$	(122)
		(183)		(122)
Financial expenses:				
Unwinding of discount on provisions		32		23
Foreign exchange loss		2		5
		34		28
Net finance income recognized in comprehensive loss	$	(149)	$	(94)

(All tabular amounts are in CAD thousands except per share amounts)

13. Income tax expense

The provision for income taxes in the statement of loss reflects an effective tax rate which differs from the expected statutory rate. Differences are as follows:

	2019	2018
Loss before tax	$ (3,091)	$ (6,018)
Expected tax rate	27%	27%
Expected income tax	(835)	(1,625)
Non-deductible expenses	1	1
Stock-based compensation	28	82
Other	-	(46)
Change in unrecognized deferred tax assets	806	1,588
Total income tax expense	$ -	$ -

Unrecognized deferred tax assets

Deferred tax assets have not been recognized in respect of the following items:

	2019	2018
Capital assets	$ 1,804	$ 1,787
Share issue costs	19	26
Intangible assets (including E&E)	11,151	10,985
Assets under construction	4,774	4,774
Non-capital losses	15,634	15,062
Other	58	-
Net deferred tax assets (liabilities)	$ 33,440	$ 32,634

The deferred tax assets have not been recognized at this time because it is not probable that future taxable profit will be available against which the Company can utilize the benefits.

The Company has Canadian non-capital losses for which no benefit has been recognized in the financial statements of approximately $57,903,000 (2018 - $55,787,000) which commence expiry in 2028.

(All tabular amounts are in CAD thousands except per share amounts)

14. Supplemental cash flow information

Changes in non-cash working capital are as follows:

December 31,		2019		2018
Accounts receivable	$	(7)	$	5
Prepaid expenses		102		(158)
Accounts payable and accrued liabilities		(30)		210
	$	65	$	57
Relating to:				
Operating activities	$	65	$	58
Investing activities		-		(1)
	$	65	$	57

15. Financial risk management

(a) Overview

The Company's activities expose it to a variety of financial risks that arise as a result of its exploration, development, production and financing activities such as:

- credit risk;
- liquidity risk;
- market risk;
- currency risk; and
- interest rate risk.

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. To date, no specific risk management tools have been put in place to mitigate these risks.

(All tabular amounts are in CAD thousands except per share amounts)

15. Financial risk management (continued)

(b) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligation.

Cash consists of bank balances and short-term deposits that are redeemable at any time at the option of the Company. The Company manages the credit exposure related to short-term investments by depositing only with large Canadian financial institutions which management believes the risk of loss to be remote. The majority of the cash is currently held by one financial institution.

The carrying amounts of trade and other receivables, cash and restricted cash represent the maximum credit exposure.

(c) Liquidity risk and commitments

Liquidity risk is the risk that the Company will not be able to meet its obligations as they come due. The Company has adequate cash available to discharge all current liabilities.

The Company will need to obtain a substantial amount of funding in order to continue mine development and achieve commercial production. It is the intent of the Company to raise these funds through debt and equity financings (note 2).

The following are the commitments of the company as at December 31, 2019:

	Contractual cash flows	Less than one year	Two - three years	Four - five years	More than five years
Trade and other payables	$ 871	$ 871	$ -	$ -	$ -
Office lease	197	118	79	-	-
Lease on mineral property	5,863	248	738	738	4,139
Project contracts	64	64	-	-	-
	$ 6,995	$ 1,301	$ 817	$ 738	$ 4,139

The Company has entered into contracts for various engineering and consulting services.

(All tabular amounts are in CAD thousands except per share amounts)

15. Financial risk management (continued)

(d) Market risk

Market risk is the risk that changes in market prices, such as commodity prices, foreign exchange rates and interest rates will affect the Company's income or the value of the financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

The Company may use both financial derivatives and physical delivery sales contracts in the future to manage market risks. Should the Company reach commercial production a sales off-take contract exists where GSFC has committed to purchase approximately 350,000 tonnes per year of potash increasing to 600,000 tonnes per year for a period of 20 years from the commencement of commercial production. Pricing will be based on USD India cfr plus shipping costs.

(e) Currency risk

The following financial instruments were denominated in U.S. dollars:

December 31,		2019		2018
		USD		USD
Cash	$	4	$	66
Trade and other payables		73		3

The exchange rate on the period ending date December 31, 2019 was 1 Canadian dollar equals $0.7699 USD (2018 - $1 Canadian: $0.7330 USD). As of December 31, 2019, if the exchange rate would change by 1% it would have an impact of $1,000 on the reported comprehensive loss.

The USD cash balances throughout the year fluctuated depending on the amount of funds available and the prevailing foreign exchange rates at the time of the transactions and transfers between the USD and CAD accounts. The exchange rate fluctuated between $0.7389 USD to $0.8232 USD equaled to 1 Canadian dollar. The net foreign exchange differences are presented as finance income in the Statement of Comprehensive Loss.

15. Financial risk management (continued)

(f) Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. Interest income is generated through funds invested in regular and high interest savings accounts. Had the interest rate been 100 basis point higher (or lower) throughout the year ended December 31, 2019, comprehensive loss would have been lower (or higher) by approximately $82,000 (2018 - $100,000).

(g) Capital management

The Company views its working capital as its capital. The Company manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying potash assets. In order to maintain or adjust the capital structure, the Company may issue shares and adjust its capital spending based on available funding in the capital markets. To advance the Wynyard project, the Company will need to secure a significant amount of additional capital. The Company is in its pre-development phase and therefore there is no certainty that the Company will be able to raise additional funds to obtain the necessary capital to move forward to the production stage.

The Company prepares annual capital expenditure budgets, which are updated as necessary depending on varying factors including current and forecast prices, successful capital deployment and general industry conditions. The annual and updated budgets are approved by the Board of Directors.

The Company updated its reclamation program for the Wynyard project in 2018 in accordance with Government of Saskatchewan regulations. This update will result in the requirement to increase the amount held as restricted cash in order to satisfy the financial assurance requirements of the Government of Saskatchewan. The timing of when this increase will be required is not known.

The Company is not subject to any other externally imposed capital requirements. There were no changes in the Company's approach to capital management during the period.

16. Contingent liabilities

In the fourth quarter of 2017, the Company received a statement of claim filed at the Court of Queen's Bench of Alberta by Mr. Siu Ma, the Company's former Executive Vice-president and Chief Operating Officer, in the amount of $728,750. Mr. Ma's claim is for an alleged breach of contract for the Company's failure to provide payments to Mr. Ma after he terminated the employment agreement alleging a change of control had occurred. The Company has denied Mr. Ma's

16. Contingent liabilities (continued)

allegations and filed a statement of defense and has recorded an estimate of all amounts payable to Mr. Ma under his contract. Actual amounts payable may vary from amounts estimated.

In the fourth quarter of 2019, the Company received a statement of claim filed at the Court of Queen's Bench of Saskatchewan by Frank Wheatley, the Company's former Chief Executive Officer, in the amount of $450,000. Mr. Wheatley's claim is for an alleged breach of contract, wrongful dismissal, egregious conduct on termination, and defamation relating to the termination of his employment on September 11, 2019. The Company has denied Mr. Wheatley's allegations and filed a statement of defense and has recorded an estimate of all amounts payable to Mr. Wheatley under his contract. The Company estimated and accrued $233,000 as owing to Mr. Wheatley of which approximately $15,000 has been paid. Actual amounts may vary from amounts estimated.

17. Comparative figures

Certain prior year balances have been reclassified to conform to the current financial statement presentation.