



MANAGEMENT'S DISCUSSION AND ANALYSIS

For the year ended December 31, 2020

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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 year ended December 31, 2020 and 2019. This MD&A should be read in conjunction with the audited financial statements of the Company and the related notes thereto for the year ended December 31, 2020. This commentary is dated March 19, 2021. The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). These documents, the annual information form dated March 18, 2021 (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

GENERAL OVERVIEW

Karnalyte was incorporated under the Business Corporations Act (Alberta) on November 16, 2007 and is a Saskatchewan-headquartered company focused on the development of potash and magnesium operations in Saskatchewan. The Company's potash project in Wynyard, Saskatchewan (the "Wynyard Potash Project") is a proposed 2.125 million tonnes per year ("TPY") potash mine utilizing conventional solution mining methods for potash production. The Company proposes to develop the Wynyard Potash Project in three phases using a modular approach, with a first phase ("Phase I") consisting of a potash production facility capable of producing 625,000 TPY of potash, increasing to 1,375,000 TPY of potash in the second phase, and ultimately to 2,125,000 TPY of potash in the third phase.

2020 - YEAR IN REVIEW

In 2020, Karnalyte completed the preparation of a pre-feasibility study of its proposed nitrogen project (the "Proteos Nitrogen Project"), continued to prepare the Wynyard Potash Project for development, engaged in a strategic review process with an external strategic advisor, and adapted and responded to new business conditions as a result of the Covid-19 pandemic. The Company also held a special meeting of shareholders requisitioned by a small group of dissident shareholders whose proposals were rejected by the Company's shareholders.

STRATEGIC REVIEW

In 2020, the Company initiated a strategic review process to evaluate a broad range of potential strategic alternatives available to it including the evaluation of its existing and future projects and the analysis of potential financing alternatives, with a focus on determining what is in the best interests of Karnalyte and maximizing value for all of its shareholders. To assist in this process, the Company engaged MNP, a leading Canadian accounting, tax and business consulting firm, as its strategic advisor. MNP has extensive experience in the potash and nitrogen industries, including in-depth knowledge of the Saskatchewan area. Included in their scope of work in addition to assisting with the evaluation of a range of strategic alternatives, is an independent review of the pre-feasibility study Karnalyte completed on its Proteos Nitrogen Project. The strategic review has progressed, and continues to progress, despite the impact of the Covid-19 pandemic and the actions of dissident shareholders who requisitioned a special meeting and filed an originating application in court against the Company (both as discussed in more detail later in this MD&A). The strategic review is

heading into a market sounding phase as the Company continues to examine its options, including potential strategic partnerships.

POTASH - WYNYARD POTASH PROJECT

Market Update - The fourth quarter of 2020 saw potash prices rally due to increases in cropland planted area in the United States. While potash prices in the US remain strong, prices globally have not rallied to the same extent as prices in North America. Both India and China settled annual contracts in 2021 at \$247 per metric tonne, cost and freight, which is only slightly higher than 2020 contracts. Potash consumption in 2021 is forecast at between 68.6 to 70.5 million metric tonnes, up approximately 2 million metric tonnes from 2020 levels. At this level, the increase in annual demand would be above the expected increase in supply which theoretically should support higher prices in 2021. This demand is expected to grow to between 81.5 and 85 million metric tonnes by 2030. The Company will continue to closely monitor the situation.

During the fourth quarter of 2020, the Company completed a well workover development project at the Wynyard Potash Project site comprising two parts. One part was perforation work on the disposal well tubing throughout the approved injection zones of the Deadwood and Winnipeg Formations to increase the flow rate of waste brine that the well will accept. This technique is a standard tool developed for the oil and gas industry in North America and ultimately may allow for increased flow through the disposal well thus providing savings to the operating costs of Phase 1 of the Wynyard project. The second part of this project was to perform a temperature log test to demonstrate whether or not there is fluid leakage from the well to the overlying strata. Regular successful tests are necessary to allow the continued operation of the potash plant which cannot operate without functioning disposal wells. The project was a success in that a significant amount of disposal zone volume was added by the perforation work. As well, the test, pumping cold water into the well, recorded a temperature change that met the provincial government regulations.

Also during the fourth quarter of 2020, the Company took advantage of low oil field prices and purchased tubing and casing to be used in future brinefield development in the Wynyard Potash Project.

NITROGEN - THE PROTEOS NITROGEN PROJECT

The Proteos Nitrogen Project remains under consideration as part of Karnalyte's future and may diversify our business by adding a second fertilizer product line. The Proteos Nitrogen Project is a proposed regional-scale nitrogen fertilizer plant to be located in central Saskatchewan, with a nameplate capacity of 700 metric tonnes per day ("MTPD") ammonia and 1,200 MTPD urea. Our primary target market is local, independent wholesalers within a ~400-kilometre radius of Saskatoon, with a secondary target market of Midwest USA wholesalers near the Canadian border.

In 2020, progress on investigating the viability of the Proteos Nitrogen Project included the completion of a pre-feasibility study which included investigating the economic and technical viability of the project. With input from local advisors in Canada, including Wood Canada, the prefeasibility study was initially prepared by Karnalyte's strategic partner and largest investor, Gujarat State Fertilizers and Chemicals Limited ("GSFC"), and ultimately updated and completed by Karnalyte. GSFC is India's premier fertilizer and chemical fertilizer manufacturing company and has over five decades of relevant experience in the production, sale and distribution of nitrogen fertilizer.

The prefeasibility study provided a review of key elements of the project, including site location, production process and technology options, process selection for both the ammonia and urea plants, and an analysis of

raw material, utility and product specifications. The study also considered the environmental implications and risks inherent in the project, provided financial analysis and laid out a project implementation plan and schedule. While the prefeasibility study is not sufficient to conclusively arrive at a project execution decision, it allows the Company to determine whether the Proteos Nitrogen Project should remain in consideration as part of the Company's future business strategy.

The prefeasibility study's key conclusions included:

- the preliminary economic viability of the Proteos Nitrogen Project, with an internal rate of return and equity rate of return that approaches Company benchmarks, based on the average pricing over the past four years for bulk urea and ammonia;
- potential market growth of urea in Saskatchewan to approximately 2.64 million tonnes, up from current demand estimates of approximately 1.2 million tonnes, based on Government of Saskatchewan information; and
- the project's implementation is expected to require three years following the preparation of a detailed project report and assuming a positive investment decision and commencement of construction by Karnalyte.

Karnalyte is encouraged by the results of the prefeasibility study and similar to potash, nitrogen fertilizer prices have also been on a rally in recent months due to a supply/demand gap in the US due to an increase in cropland planted areas and an increase in demand from China. Karnalyte will continue to seek strategic partners for the Proteos Nitrogen Project and to consider it with discipline and caution due to the significant capital expenditures required to move the project forward. As noted above, included in the scope of work for the strategic review, is an independent review of the pre-feasibility study, the results of which will be announced when the market sounding phase of the review is complete.

COVID-19

2020 was a time of local and global uncertainty as protective public health measures put in place across the world in response to the Covid-19 pandemic resulted in lockdowns and stay home orders in many countries including Canada. Fortunately, fertilizer was deemed an essential industry across most of the world and production, distribution and consumption were not heavily impacted and overall agricultural prices to date have not been negatively impacted. We have seen an impact in the capital markets which have shown significant volatility during the past year. The Company has also experienced certain delays as a result of the impact of Covid-19 on some of our suppliers. We continue to monitor, assess, and respond to the effects of the Covid-19 pandemic on our employees, suppliers, and other stakeholders. We are reviewing, examining, and implementing the recommendations of our local public health authority including the implementation of safety protocols to help protect our employees and suppliers.

PROXY CONTEST

In July of 2020, less than two weeks after the annual meeting of the Company's shareholders, the Company received a requisition for a special meeting of shareholders from three dissident shareholders and former directors of the Company: Peter Matson, Greg Szabo and Mark Zachanowich. The Board called a special meeting of shareholders for December 15, 2020. Following the requisition, the dissident shareholders issued a series of press releases. Due to certain serious allegations the dissident shareholders made, the Board instructed a leading law firm to thoroughly investigate the allegations. After carefully reviewing the

investigation report, the Board concluded that the Company need not pursue any further actions or incur any further costs, in relation to the dissidents' allegations. On December 15th, 2020, the Company's shareholders at their special meeting overwhelmingly rejected the dissidents' proposals to remove the directors of the Company. The requisition of the special meeting came at a significant cost to the Company including costs incurred to conduct an investigation into the allegations of the dissidents and the legal, printing, proxy services, communications and other costs related to holding the meeting. See further discussion on costs in the "Results of Operations" section later in this MD&A.

EXECUTIVE CHANGE

On July 27, 2020, the Company announced the appointment of Ms. Christie Gradin as interim Chief Financial Officer and that Ms. Danielle Favreau would continue in her role as interim Chief Executive Officer.

OUTLOOK FOR 2021

In 2021, the Company plans to complete the strategic review that was initiated in 2020 and solidify a strategic direction for the Company. The Company expects to announce the results of this review once the market sounding phase of the project is complete. It will also be necessary in 2021 for the Company to spend time and financial resources in dealing with various court actions commenced against it.

SELECTED ANNUAL INFORMATION

The information has been summarized from the Company's audited financial statements.

Selected annual results (CAD \$ thousands)

	Year ended December 31		
	2020	2019	2018
Total revenue	-	-	-
Interest and other income	65	183	122
Net and comprehensive loss	(3,429)	(3,091)	(6,018)
Basic and diluted per share	(0.08)	(0.07)	(0.21)
Total current assets	5,291	8,064	11,136
Total assets	11,241	13,875	16,921
Total current liabilities	1,499	903	901
Total liabilities	3,311	2,549	2,608
Total shareholders' equity	7,930	11,326	14,313

During the year ended December 31, 2020, the Company's focus was on the completion of a pre-feasibility study for the Proteos Nitrogen Project, initiation of the strategic review, continued preparation activities related to the development of the Wynyard Potash Project and on responding to the dissident shareholders' requisition for a special meeting (and related dissident shareholders' activities).

During the comparative year ended December 31, 2019, the Company's focus was on continuing to investigate the technical and economic viability of developing the Proteos Nitrogen Project while continuing to monitor the potash price environment.

RESULTS OF OPERATIONS

GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative ("G&A") costs for the year ended December 31, 2020 amounted to \$2,365,000 which is an increase of \$45,000 from the comparative 2019 amount.

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

	G&A Expenditures (CAD \$ thousands)	
	Year ended December 31,	
	2020	2019
Salaries, wages and benefits	329	606
Business development, investor relations, regulatory fees	215	146
Accounting and legal	905	564
Consulting	354	235
Directors Fees	197	185
Office and general	365	584
Total general and administrative	2,365	2,320

Salaries, wages and benefits for the year ended December 31, 2020 were \$329,000 compared to \$606,000 in 2019 which is a decrease of \$277,000. Salaries, wages and benefits decreased as the number of full time equivalent employees decreased by 2 from 2019 to 2020. The Company currently does not have plans to significantly increase the number of full-time equivalent employees.

Business development, investor relations and regulatory fees for the year ended December 31, 2020 amounted to \$215,000 compared to \$146,000 for the year ended December 31, 2019, which is an increase of \$69,000. The increase in 2020 is due to \$148,000 of expenditures in this category that were incurred as a result of responding to the requisition of a special meeting by a group of dissident shareholders and holding a special meeting on December 15, 2020. In 2019, spending in this category consisted of expenses related to the development of a brand identity, brand collateral and website for the Company's new name "Alere Chemicals and Fertilizers Inc.". This category also includes recurring expenses incurred each year to conduct the Company's annual general meeting ("AGM").

Accounting and legal expenses for the year ended December 31, 2020 were \$905,000 compared to \$564,000 in the comparative year which is an increase of \$341,000. Accounting and legal expenses increased significantly due to an increase in legal activities related to the receipt of a requisition for a special meeting by a group of dissident shareholders. Responding to the requisition and the many allegations made by the

dissidents subsequent to their requisition resulted in \$243,000 of legal expenditures (including the costs for investigating the serious allegations made by the dissidents).

In addition to these events, legal expenses were incurred in 2020 relating to an originating application filed by the Company back in 2018 where the Company sought declarations from the court that the respondents Robin Phinney, Dave Van Dam and Dan Brown, acted jointly and in concert to conduct various activities including illegal proxy solicitation in connection with the 2018 annual general meeting. In connection with these activities, the legal expenses were principally incurred by the Company during the 2018 year end but continued through the first half of 2019 relating to the preparation of final documentation and attendance at a court hearing. On February 18th, 2020, the court found that Dan Brown published an improper proxy solicitation on May 28, 2018 and otherwise dismissed the application. On January 11, 2021, and subsequent to December 31, 2020, the Company received a judgement from the Court of Queen's Bench of Alberta with a decision on costs related to the Company's filing of this originating application. The court awarded solicitor client costs to Mr. Phinney and Mr. Brown of \$216,513 and \$52,760 respectively. Costs were settled with Mr. Van Dam in August of 2020 for \$22,000. All of these costs have been recorded in this category of expenses for the year ended December 31, 2020.

Subsequent to December 31, 2020, the Company received an originating application filed by Messrs. Peter Matson and Gregory George Szabo against the Company. The applicants are seeking a declaration that the Company oppressed its shareholders; the removal of all current directors; fixing the size of the Company's board at six; appointing Messrs. Joe Vidal, Neil Yelland, Joe Clavelle, Todd Rowan, and two GSFC nominees; reimbursing all costs incurred by the applicants and Mr. Mark Zachanowich in connection with requisitioning the special meeting of shareholders held on December 15, 2020; and damages in the amount of \$3.25 million. The Company has filed a claim for insurance coverage under its directors and officers insurance policy for this matter, which is subject to certain limits and a \$50,000 deductible per claim. The Company is working with its legal counsel and insurer to respond to the application.

Subsequent to December 31, 2020, the Company received a statement of claim filed by Mr. Dan Brown against the Company, Frank Wheatley, Mark Zachanowich, Peter Matson, Todd Rowan, Gregory Szabo, Sanjeev Varma and Vishvesh Nanavaty. Mr. Brown is seeking a declaration that certain statements made by the Defendants' about the Plaintiff are false and defamatory; a written apology; a declaration that the defendants have harassed, intimidated, and threatened the Plaintiff; damages in the amount of \$180,000 for breach of contract; general damages of \$500,000; punitive, exemplary and aggravated damages of \$200,000; that the defendants pay Mr. Brown for those monies paid by Mr. Brown for his shares in the Company; and an award of special damages, past and future loss of income, and cost of future care. The Company has filed a claim for insurance coverage under its directors and officers insurance policy for this matter, which is subject to certain limits and a \$50,000 deductible per claim. The Company is working with its legal counsel and insurer to defend the claim.

Consulting expenses for the year ended December 31, 2020 amounted to \$354,000 compared to \$235,000 in 2019, which is an increase of \$119,000. In 2019, consulting expenses mostly related to site selection and preparation of a pre-feasibility study for the Proteos Nitrogen Project. In 2020, the majority of the expenses in this category related to the strategic review initiated with MNP. Further expenses are expected to be incurred in relation to this project in 2021. The Company has entered into a consulting contract with the interim CFO, resulting in some additional consulting expenses. Further expenses under this contract are

expected to be incurred until the strategic review is complete and a determination as to the permanent executive positions can be made.

Director fees for the year ended December 31, 2020 amounted to \$197,000 compared to \$185,000 for the 2019 comparative year, representing an increase of \$12,000. Expenses have increased slightly as the number of directors increased from three during most of 2019 to four for the first half of 2020. As discussed in this MD&A, the Company is undertaking a strategic review, the results of which may result in the conclusion that a larger Board of Directors is more appropriate for the Company's future.

Office and general expenses for the year ended December 31, 2020 amounted to \$365,000 compared to \$584,000 for the comparative year representing a decrease of \$219,000. The decrease in this category was mostly due to a reduction in travel expenses as compared to prior year. The application of IFRS 16 to the Company's office lease also resulted in a decrease in rent expense due to a portion of the lease being capitalized to the Company's statement of financial position.

OTHER COSTS IMPACTING COMPREHENSIVE LOSS

Depreciation for the year ended December 31, 2020 was \$74,000 compared to \$54,000 in 2019. Depreciation increased as it relates to the application of IFRS 16 to the Company's office lease, resulting in a right of use asset being recorded in 2019 and an increase in depreciation throughout 2020.

Share-based compensation expense for the year ended December 31, 2020 was \$33,000 compared to \$104,000 in the 2019 comparative year. Share-based compensation expenses in 2019 related to the granting of 530,000 stock options to officers and employees in December 2017 and to 1,150,000 options granted in June 2018. In 2020, share-based compensation expenses related to the June 2018 options granted as stated above, as well as 460,000 stock options granted in July 2020. All of the other options have either expired, been forfeited, been cancelled or are fully amortized. These expenses are all non-cash in nature and stock options are expensed over a two year vesting period.

Restructuring costs for the year December 31, 2020 were \$63,000 compared to \$233,000 in the 2019 comparative year. In 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 defence and had recorded an estimate of all amounts payable to Mr. Wheatley under his contract. In 2019, the Company estimated and accrued \$233,000 as owing to Mr. Wheatley, of which approximately \$15,000 has been paid. This estimate was revised in 2020 to accrue an additional \$63,000 based on mediation discussions. Actual amounts may vary from amounts estimated.

Impairment expenses for the year ended December 31, 2020 were \$1,028,000 compared to the year ending December 31, 2019 of \$747,000. In 2014, previous management determined assets with a carrying amount of \$63,165,000 were no longer recoverable. At December 31, 2020, the Company determined that those impairment indicators continue to impact recoverability. The Company and the industry as a whole continue to face significant headwinds including depressed pricing on international potash contracts. Therefore, the majority of the incremental expenditures incurred on intangible and mine development assets in 2020 were

determined not to impact the previously determined recoverable amount. For additional information, refer to the notes to the financial statements dated December 31, 2015 available on SEDAR at www.sedar.com.

Other income and expenses for the year ended December 31, 2020 were \$95,000 compared to \$218,000 in the 2019 comparative year. The major item making up this amount in both years is rental income from leasing some of the Company's land holdings to local area farmers. In 2019, there was also a \$132,000 recovery recorded as a result of a change in estimate of the Company's decommissioning liability.

Net finance income for the year ended December 31, 2020 was \$39,000 compared to net finance income of \$149,000 in the 2019 comparative year. The amounts recorded as net finance income are mostly the result of the amount of cash and cash equivalents that the Company is holding at a given time and the corresponding interest income the cash and cash equivalents generates. Interest income decreased by \$118,000 from 2019 to 2020 as a result of the Company's declining cash balance and lower interest rates. This interest income decrease was slightly offset by a \$13,000 decrease in accretion expense relating to the change in estimate on the decommissioning liability.

SUMMARY OF QUARTERLY RESULTS

The following table provides selected financial information of the Company for each of the last eight quarters ended at December 31, 2020:

	2020				2019			
	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31
Total revenue	-	-	-	-	-	-	-	-
Comprehensive (loss)	(1,290)	(914)	(742)	(483)	(312)	(907)	(967)	(905)
Basic and diluted loss per share	(0.03)	(0.02)	(0.02)	(0.01)	(0.01)	(0.02)	(0.03)	(0.03)
Total current assets	5,291	6,444	6,944	7,647	8,064	8,690	9,318	10,068
Total assets	11,241	12,198	12,722	13,442	13,875	14,517	15,162	15,843
Total liabilities	3,311	2,992	2,615	2,595	2,549	2,892	2,646	2,383
Total shareholders' equity	7,930	9,206	10,107	10,847	11,326	11,625	12,516	13,460

*Expressed in thousands except loss per share

The comprehensive losses in all of the quarters were driven primarily by G&A expenses and particularly accounting and legal expenses, consulting expenses, salaries and wages, and office and general expenses.

The comprehensive losses in the first two quarters of 2019 were negatively impacted by the legal and consulting expenses the Company incurred. The restructuring costs estimated and accrued for in the third quarter of 2019 had a negative impact on the comprehensive loss recorded in this period. The fourth quarter of 2019 was positively impacted by a reduction in salaries, a reduction in legal expenses, a reduction in

travel expenses, a reduction in restructuring expenses, the receipt of land rental income and the recovery recorded as a result of a change in estimate to the Company's decommissioning liability. The first two quarters of 2020 continued to be positively impacted by a reduction in salaries, legal expenses and travel expenses as compared to the comparative quarters; however, it was negatively impacted by the accrual of additional restructuring expenses in the second quarter of 2020, the timing of the receipt of land rental income and a change in estimate to the Company's decommissioning liability resulting in a much less significant recovery as compared to the fourth quarter of 2019. In the third quarter of 2020, a continued reduction of salaries and travel expenses as compared to the comparative prior year quarters was offset by increased legal expenses and consulting expenses, as compared to the first two quarters of 2020. The fourth quarter of 2020 was negatively impacted by an increase in legal expenses, investor relations and consulting fees largely due to the December 15, 2020 special meeting, as well as increased accounting fees relating to the year end audit. These negative impacts were slightly offset by the receipt of land rental income in the fourth quarter of 2020.

Past performance is not a guarantee of future performance and the information in this MD&A is not necessarily indicative of results for any future period. Factors expected to impact general and administrative expenses in future periods have been described throughout this MD&A.

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

Total assets on a quarterly basis reflect two main components, cash from financings still available to the Company and capitalized expenditures on capital assets and mineral properties for moving the Wynyard Potash Project forward. Total assets remained relatively constant for most of the periods above.

Total liabilities for the periods relate primarily to trade and other payables. These balances vary in the analysis due to the timing of the payments required relative to the work performed in bringing the Wynyard Potash Project to its current level. Balances in all the quarters presented include the accrual of an estimate of the costs of restructuring that took place in the second and third quarters of 2017. The first three quarters in 2019 were impacted by a significant increase in the decommissioning liability recorded due to a change in the estimate of this liability made during the fourth quarter of 2018. Also, the third and fourth quarters of 2019 and the first two quarters of 2020 include the accrual of the costs estimated for the restructuring that took place in the third quarter of 2019. The increase in the third quarter of 2020 relates to consulting fees for the strategic review initiated with MNP, as well as, in the third and fourth quarters of 2020 increased legal, consulting and investor relation activities in response to the receipt of the requisition of a special meeting by the dissident shareholder group.

Total shareholders' equity is impacted by the quarterly comprehensive losses and the share-based compensation expense as the number of shares outstanding remains unchanged.

INVESTING

The Company capitalizes costs that are determined to provide future benefits and charges other costs to comprehensive loss including 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.

Expenditures to date were focused on the completion of the Company's resource reports, including updating the Company's prior technical reports, 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 year ended December 31, 2020, \$899,000 of the \$1,112,000 additions to intangible assets were impaired. The additions to intangible assets all related to the Wynyard Potash Project. The net balances classified as intangible assets are as follows:

	Intangible Assets (CAD \$ thousands)	
	December 31, 2020	December 31, 2019
Mineral property		
Surface land	4,804	4,804
Drilling	453	240
Balance, end of period	5,257	5,044

CAPITAL ASSETS

The net balances classified as capital assets are as follows:

	Capital Assets (CAD \$ thousands)	
	December 31, 2020	December 31, 2019
Machinery and equipment	15	31
Buildings	129	140
Land	125	125
Land improvements	23	25
Vehicles	-	-
Furniture and equipment	-	-
Computer hardware	1	9
Right of use asset	25	62
Assets under construction	-	-
Balance, end of period	318	392

There were no additions to capital assets in 2020. The decrease in capital assets is a result of depreciation expenses of \$74,000 recognized during the year.

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

LIQUIDITY AND CAPITAL RESOURCES

At December 31, 2020, the Company had net working capital of \$3.8 million compared to \$7.2 million at December 31, 2019 including \$4.8 million and \$7.5 million, respectively, in cash and cash equivalents.

As at December 31, 2020 and 2019, the Company also had \$0.4 million in restricted cash that was set up as a requirement from the Government of Saskatchewan with respect to reclamation obligations regarding the Wynyard Potash Project. The Company has updated its reclamation program for the Wynyard Potash Project in accordance with Government of Saskatchewan regulations. This update may 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 in future periods.

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 planned 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.

CONTRACTUAL OBLIGATIONS

The following table summarizes the commitments of the Company as at December 31, 2020:

	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	1,460	1,460	-	-	-
Office lease	56	56	-	-	-
Leases on mineral property	5,494	369	738	738	3,649
Project contracts	128	126	2	-	-
Total	7,138	2,011	740	738	3,649

Trade and other payables relate to operating and investing expenditures that were payable at the period ended December 31, 2020.

Office lease refers to the lease for the Saskatoon office location. The Saskatoon office is under a lease containing a monthly fee of \$10,000 and will expire on August 31, 2021.

Leases on mineral property refer to the annual fees which are required to maintain the mineral leases related to the Wynyard Potash Project. The Wynyard Potash Project comprises of three mineral leases. KLSA 010 has a term of 21 years and expires on September 7, 2031. KL246 and KL247A also have terms of 21 years and both expire on April 24, 2037. The Company is required to pay annual lease payments of \$10.00 per hectare on any area held under lease for the term of the lease for a total cost of \$368,900 per year. The Company is also 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 investor relations and consulting services.

RELATED PARTY TRANSACTIONS

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

	December 31, 2020	December 31, 2019
Salaries, benefits and other compensation arrangements	\$502	\$784
Restructuring expenses:		
Severance	63	233
Share-based payments	23	94
Total	588	1,111

The Company entered into a consulting agreement with GSFC, the Company's largest shareholder and strategic partner, to assist with the evaluation of the Proteos Nitrogen Project and to further the Company's engineering activities respecting the Wynyard Potash Project. During 2020, \$nil expenses were incurred under this agreement. There are no firm commitments of spending under the agreement. GSFC is a 38.7% shareholder of the Company.

There were no material changes to management compensation arrangements and no other related party transactions for the year ended December 31, 2020.

RESTRICTIONS ON DISPOSITION OF THE WYNYARD POTASH PROJECT

Pursuant to the terms of the subscription agreement (the "**Subscription Agreement**") and the offtake agreement (the "**Offtake Agreement**") between the Company and GSFC, each dated January 10, 2013, the Company must not divest, sell, assign, transfer or otherwise dispose of any part of its interests in the Wynyard Potash 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 Potash 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 Potash 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 Potash 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 Potash Project.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in accordance with International Financial Reporting Standards ("IFRS") requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amount of assets, liabilities, income and expenses. The Company evaluates judgments and estimates periodically 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 judgment and estimation with the Audit Committee and independent auditors. Significant areas requiring judgment and estimates include:

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 Wynyard Potash Project.

Continued exploration and development of the property is dependent on the Company'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 exploration and evaluation 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 and will be amortized 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. Capital assets are depreciated over their estimated useful lives.

The Company reviews exploration and evaluation assets, capital assets and other non-financial assets for indicators of impairment at each reporting period. Impairment indicators are used to determine whether carrying values of assets should be assessed for impairment or whether a reversal of impairment may be required.

Internal and external indicators of impairment for capital and other non-financial assets are considered, including significant changes in the extent or manner in which an asset is expected to be used. The use of a significant portion of the Company's capital assets is related to exploration and evaluation activity..

Indicators of impairment for exploration and evaluation assets include the period for which the Company has the right to explore, expected renewals of exploration rights, whether substantive exploration and evaluation expenditures on mineral properties are budgeted, and results of exploration and evaluation activities on the exploration and evaluation assets. Management also considers whether sufficient data exists to indicate that the carrying amount of capital assets and exploration and evaluation and other assets is unlikely to be recovered in full from successful development or by sale.

In measuring impairment, estimates of future cash flows require assumptions about future business conditions and other developments. Significant, unanticipated changes to these assumptions could require a provision for impairment in the future.

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 extent of future decommissioning activities. The provision and related asset and expense are impacted by estimates with respect to the costs and timing of decommissioning.

SHARE-BASED PAYMENTS

The Company has share-based payments expenses for stock option awards to employees, 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.

CONTINGENT LIABILITIES

Contingent liabilities are reviewed continuously to assess whether an outflow of cash has become probable. If the recognition criteria are met, then a provision is recorded in the period in which the change in probability occurs. Assessing whether a contingent liability is probable requires the Company to make judgments about the existence of past events and the application of applicable laws, contractual or constructive obligations.

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 AND GOING CONCERN

The Company manages liquidity risk by maintaining sufficient cash balances to meet liabilities when due. As at December 31, 2020, the Company had cash totalling \$4,821,000 (2019 - \$7,520,000) to settle current liabilities of \$1,460,000 (2019 - \$871,000). As at December 31, 2020 and December 31, 2019, the Company's trade and other receivables were all considered current and are subject to normal trade terms.

Management is aware 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 phase. There is also uncertainty with respect to various legal matters. In addition to operating expenses, the Company is committed to expenditures in 2021 on its mineral properties to keep the Company in good standing. The Company has sufficient cash to meet its planned 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. On March 11, 2020 the COVID-19 outbreak was declared a pandemic by the World Health Organization. The situation is dynamic and the ultimate duration and magnitude of the impact on the economy and capital markets is not known at this time. 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.

The 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.

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 December 31, 2020, 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 December 31, 2020, the Company's only interest bearing asset is cash in high interest saving accounts and a small amount of cash equivalents held in Guaranteed Investment Certificates. Cash and cash equivalents earn interest at prevailing short-term interest rates. During the year ended December 31, 2020, the Company earned interest income of \$65,000 (2019 - \$183,000) from its cash and cash equivalents.

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 Interim Chief Executive Officer and Interim Chief Financial Officer are responsible for evaluating 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 Interim Chief Executive Officer and Interim 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 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 and also to prevent and monitor

the potential for management override. 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.

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 42,174,847 Common Shares and 950,000 stock options issued and outstanding.

FORWARD-LOOKING INFORMATION

Certain 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 information is often, but not always, identified by the use of words such as “anticipate”, “believe”, “could”, “estimate”, “expect”, “plan”, “intend”, “forecast”, “future”, “guidance”, “may”, “predict”, “project”, “should”, “strategy”, “target”, “will” or the negative or similar words or phrases suggesting future outcomes or language suggesting an outlook.


Forward-looking statements may include, but are not limited to, management’s expectations, intentions, and beliefs concerning: the development and operation of the Wynyard Potash Project or the Proteos Nitrogen Project; future extraction and exploitation of mineral deposits; capital expenditure requirements; future commodity prices; expectations regarding prices and costs; expectations regarding the Company’s ability to obtain additional financing necessary to develop the Wynyard Potash Project or the Proteos Nitrogen Project; expectations regarding the production capacity of the Wynyard Potash Project and the Proteos Nitrogen Project; expectations regarding markets for potash in North America and globally; expectations regarding markets for nitrogen fertilizer products; expectations regarding the distinction between standard-grade and high-grade potash; expectations regarding markets for magnesium; the effectiveness of the Company’s anticipated solution mining methods; expenditures to be made by the Company to meet certain work commitments; work plans to be conducted by the Company; reclamation and rehabilitation obligation and liabilities; treatment under governmental regulatory regimes with respect to environmental matters; treatment under governmental taxation regimes; impact of foreign governments and

regulation on the Company's operations; future development of infrastructure; government regulation of mining operations; dependence on key personnel; and competitive conditions.

Forward-looking statements in this MD&A include statements regarding: the Company's ability to commence and increase production from 625,000 TPY, to 1.375 million TPY, and thereafter to 2.125 million TPY of potash; the production of potash, nitrogen fertilizer products, or magnesium; the costs related to the operation of the plant and facilities will be consistent with other solution mining operations subject to differences in the Company's mineral body and processing; the implementation and ongoing use of solution mining process; further seismic exploration and drilling; global fertilizer demand and consumption; capital expenditure and operational expenditure estimates; anticipated results of development and extraction activities and estimated future developments; the Company's ability to produce sufficient potash to meet its obligations under the Offtake Agreement; the Company's ability to obtain additional financing on satisfactory terms; the market prices for potash, nitrogen fertilizer products, and magnesium; the Company's ability to pump the waste underground to eliminate surface salt tail piles; the Company's ability to economically extract and process mineralized material into potash; and the improvements that the Company has developed for the solution mining process are as effective as expected by the Company.

Such forward-looking statements are based on a number of material factors and assumptions, including: the stabilization of the global potash industry and market; the Company obtains additional financing in the future; the Company executes its project development plans in a manner consistent with the Company's technical report filed on July 15, 2016 (the "2016 Technical Report"); the Company executes its discounted cash flow model assumptions as described in the 2016 Technical Report; estimates of mineral resources and mineral reserves in the 2016 Technical Report are accurate; full potash production is reached; that the Company continues to have rights to the property subject to subsurface mineral leases KL 246, KL 247A and KLSA 010, and such rights are not challenged or impacted in any material manner; that the Company is able to obtain required approvals, licences and permits, in a timely manner; the Company is able to successfully develop and market nitrogen fertilizer products; the Company is able to successfully develop and market magnesium products; the Company's key senior management continue in their respective roles with the Company; the Company's intellectual property is not challenged; the Company does not become subject to litigation; the Company's ability to meet its obligations under the Offtake Agreement; environmental and other applicable law and other regulations are not amended, repealed or applied in a manner that impacts the development and operation of the Wynyard Potash Project or the Proteos Nitrogen Project as currently anticipated; there are no adverse changes to the price of potash, nitrogen fertilizer products, or magnesium that would adversely affect the prospects for developing and operating the Wynyard Potash Project or the Proteos Nitrogen Project, or making it inadvisable or uneconomic to proceed with development; the future mining operations operate as anticipated; the Company's ability to maintain and develop positive relationships with foreign governments and future business partners; the Company is able to develop and maintain the infrastructure required to export, store and transport its potash, nitrogen fertilizers, or magnesium production; there are no comparable mining companies targeting carnallite in North America; and the continued existence and operation of the primary potash production facility.

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 Annual Information Form: exploration, development and operation risks related to the Wynyard Potash Project and the Proteos Nitrogen Project; the ability to secure adequate financing to implement the Company’s strategic and development objectives; the ability to maintain adequate capital to meet the Company’s financial commitments; the successful execution of the Company’s project plans; the uncertainty regarding the estimation of mineral resources and mineral reserves in the 2016 Technical Report; the lack of current revenues and uncertainty about future revenues; the risks associated with the limited operating history of the Company; the lack of developed markets for the Company’s magnesium products; the unproven nature of solution mining of carnallite in Saskatchewan; no assurance of titles, leases, or maintenance of existing permits; permit and licensing requirements related to exploration and development activities; the Company’s ability to satisfy its material agreements, including the Offtake Agreement; the risks associated with the enforcement of the Company’s material agreements, including the Offtake Agreement; the potential loss of key employees, technical experts or key suppliers; the potential for a volatile market for the Common Shares of the Company; 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 and magnesium prices; the cyclical nature of the potash and magnesium industries; availability and cost of labour and materials required for the construction of Phase I; 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.

Further information about the factors affecting forward-looking statements is available in Karnalyte’s Annual Information Form and the audited annual financial statements for the year ended December 31, 2020, which have been filed with Canadian provincial securities commissions and are available on SEDAR at www.sedar.com.