IC POTASH CORP.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED

June 30, 2012

(Unaudited – expressed in Canadian dollars)

IC POTASH CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited - Expressed in Canadian Dollars)

		June 30, 2012		December 31, 2011
ASSETS				
Current				
Cash and equivalents (note 11)	$	53,372,926	$	26,403,834
Receivables (note 3)		59,376		18,245
Prepaid expenses		130,610		92,668
		53,562,912		26,514,747
Property, plant, and equipment (note 4)		201,334		161,392
Ochoa project advances (note 5)		43,106		110,400
Deposits (note 5)		84,036		84,081
Exploration and evaluation assets (note 5)		23,711,298		15,702,568
	$	77,602,686	$	42,573,188
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current				
Accounts payable and accrued liabilities (note 6)	$	2,622,338	$	1,886,430
Reclamation obligations (note 7)		230,050		-
		2,852,388		1,886,430
Reclamation obligations (note 7)		44,772		-
Shareholders' equity				
Share capital (note 8)		89,456,816		52,389,928
Reserves (note 8)		8,083,541		5,920,664
Deficit		(22,834,831)		(17,623,834)
		74,705,526		40,686,758
	$	77,602,686	$	42,573,188

Nature of operations and going concern (note 1)
Basis of presentation (note 2)
Commitments (note 12)

On behalf of the Board:

Signed "George Poling" **Director** *Signed "Sidney Himmel"* **Director**

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

IC POTASH CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Unaudited - Expressed in Canadian Dollars)

	Three Month Period Ended June 30, 2012	Three Month Period Ended June 30, 2011	**Six Month Period Ended June 30, 2012**	Six Month Period Ended June 30, 2011
EXPENSES				
Administration	**$ 188,592**	$ 123,294	**$ 372,857**	$ 266,060
Business and market development	**41,417**	73,882	**282,894**	162,515
Consulting fees	**218,127**	82,999	**311,830**	194,046
Depreciation	**15,802**	6,609	**29,146**	12,084
Foreign exchange (gain) loss	**(181,108)**	46,997	**115,657**	383,185
Investor relations	**95,348**	244,811	**256,700**	310,467
Professional fees	**241,007**	228,974	**409,111**	408,052
Regulatory fees	**14,855**	48,956	**46,309**	78,669
Rent and storage	**16,804**	18,042	**38,327**	35,863
Share-based compensation (note 9)	**1,854,945**	348,654	**2,168,313**	2,379,322
Travel	**52,621**	10,635	**82,631**	41,844
Wages and benefits	**860,800**	333,703	**1,215,746**	574,914
Loss before other items	**3,419,210**	1,567,556	**5,329,521**	4,847,021
OTHER ITEMS				
Interest income	**95,742**	76,698	**118,524**	96,144
Loss on disposal of equipment	**-**	-	**-**	(4,350)
	95,742	76,698	**118,524**	91,794
Loss and comprehensive loss for the period	**$ (3,323,468)**	$ (1,490,858)	**$ (5,210,997)**	$ (4,755,227)
Basic and diluted loss per common share	**$ (0.02)**	$ (0.01)	**$ (0.04)**	$ (0.04)
Weighted average number of common shares outstanding	**147,433,214**	120,657,503	**134,344,809**	113,234,790

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

IC POTASH CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
(Unaudited - Expressed in Canadian Dollars)

	Six Months Ended June 30, 2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	**$ (5,210,997)**	$ (4,755,227)
Items not affecting cash:		
Depreciation	**29,146**	12,084
Loss on disposal of equipment	**-**	4,350
Share-based compensation	**2,168,313**	2,379,322
Unrealized foreign exchange loss (gain)	**116,119**	386,180
Changes in non-cash working capital items:		
Increase in receivables	**(41,131)**	(68,781)
Increase in prepaid expenses	**(37,942)**	(42,011)
Increase (decrease) in accounts payable and accrued liablilities	**253,911**	(44,245)
Net cash used in operating activities	**(2,722,581)**	(2,128,328)
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of equipment	**(66,291)**	(96,948)
Deposits	**(28)**	10,217
Ochoa project advances	**(13,349)**	(100,000)
Expenditures on exploration and evaluation assets	**(7,174,454)**	(4,894,610)
Net cash used in investing activities	**(7,254,122)**	(5,081,341)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of share capital	**39,783,428**	26,809,637
Share issuance costs	**(2,721,976)**	(1,738,020)
Net cash provided by financing activities	**37,061,452**	25,071,617
Increase in cash and equivalents for the period	**27,084,749**	17,861,948
Effect of foreign exchange rate changes on cash and equivalents	**(115,657)**	(383,185)
Cash and equivalents, beginning of period	**26,403,834**	14,040,043
Cash and equivalents, end of period	**$ 53,372,926**	$ 31,518,806

Supplemental disclosure with respect to cash flows (note 11)

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

IC POTASH CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY
(Unaudited - Expressed in Canadian Dollars)

	Share Capital				
	Number of Shares	Amount	Reserves	Accumulated Deficit	Total
		$	$	$	$
Balances as at December 31, 2010	97,454,765	26,662,667	2,374,363	(9,830,501)	19,206,529
Shares issued for cash	12,500,000	20,000,000	-	-	20,000,000
Share issue costs	-	(1,704,851)	-	-	(1,704,851)
Grant of stock options	-	-	2,379,322	-	2,379,322
Exercise of warrants and stock options	10,791,749	7,107,112	(297,475)	-	6,809,637
Loss and comprehensive loss	-	-	-	(4,755,227)	(4,755,227)
Balances as at June 30, 2011	120,746,514	52,064,928	4,456,210	(14,585,728)	41,935,410
Balances as at December 31, 2011	121,246,514	52,389,928	5,920,664	(17,623,834)	40,686,758
Shares issued for cash	30,129,870	39,771,428	-	-	39,771,428
Share issue costs	-	(2,721,976)	-	-	(2,721,976)
Grant of stock options	-	-	2,168,313	-	2,168,313
Exercise of stock options	30,000	17,436	(5,436)	-	12,000
Loss and comprehensive loss	-	-	-	(5,210,997)	(5,210,997)
Balances as at June 30, 2012	151,406,384	89,456,816	8,083,541	(22,834,831)	74,705,526

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

1. NATURE OF OPERATIONS AND GOING CONCERN

IC Potash Corp. ("IC Potash" or the "Company") was incorporated under the Canada Business Corporations Act on November 8, 2002. IC Potash's primary business is the acquisition and exploration of exploration and evaluation assets and it is considered to be in the exploration stage. The Company is involved in exploration for potash and potash-related minerals that can be processed and converted into Sulphate of Potash ("SOP") and other fertilizers. The Company's registered head office is First Canadian Place, Suite 5600, 100 King Street West, Toronto, ON M5X 1C9. The Condensed Consolidated Interim Financial Statements ("Interim Financial Statements") are comprised of the Company and its subsidiaries (Note 2). To date, the Company has not earned operating revenue.

The Company has not yet completed a feasibility study to determine whether its exploration and evaluation assets contain economically recoverable ore reserves. The recovery of the amounts comprising exploration and evaluation assets are dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete the exploration and development of those reserves and upon future profitable production or, alternatively, upon the Company's ability to dispose of its interest on an advantageous basis.

These Interim Financial Statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and thus be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these Interim Financial Statements.

The Company estimates that it has sufficient working capital to continue operations for the upcoming year.

2. SIGNIFICANT ACCOUNTING POLICIES

a) **Statement of compliance:**

These Interim Financial Statements are unaudited and have been prepared in accordance with IAS 34 'Interim Financial Reporting' ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The Financial Statements were authorized by the audit committee and board of directors of the Company on July 26, 2012.

b) **Basis of presentation:**

The Interim Financial Statements have been prepared on the historical cost basis except for certain non-current assets and financial instruments, which are measured at fair value. In addition, these Interim Financial Statements have been prepared using the accrual basis of accounting, except for cash flow information. The comparative figures presented in these Interim Financial Statements are in accordance with IFRS and have not been audited.

The preparation of interim financial statements in conformity with IAS 34 requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates. These Interim Financial Statements do not include all of the information required for annual financial statements.

The significant accounting policies for the quarter are consistent with those disclosed in the audited annual financial statements for the year-ended December 31, 2011 except as specified below. The Interim Financial Statements should be read in conjunction with the Company's audited consolidated financial statements for the year-ended December 31, 2011.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

c) New standards, amendments and interpretations not yet effective:

A number of new standards, amendments to standards and interpretations are not yet effective as of June 30, 2012 and have not been applied in preparing these Interim Financial Statements. None of these are expected to have a material effect on the Interim Financial Statements of the Company.

Joint ventures
The IASB issued IFRS 11 – Joint Arrangements on May 12, 2011. IFRS 11 eliminates the Company's choice to proportionately consolidate jointly controlled entities and requires such entities to be accounted for using the equity method and proposes to establish a principles-based approach to the accounting for joint arrangements which focuses on the nature, extent and financial effects of the activities that an entity carries out through joint arrangements and its contractual rights and obligations to assets and liabilities, respectively, of the joint arrangements. The Company is currently evaluating the impact IFRS 11 is expected to have on its Consolidated Financial Statements.

Consolidation
The IASB issued IFRS 10 - Consolidated Financial Statements in May 2011. IFRS 10 establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities and replaces current standards on consolidation, IAS 27 - Consolidated and Separate Financial Statements and SIC-12, with a single standard on consolidation. IFRS 10 has an effective date of January 1, 2013. The Company is currently evaluating the impact the final standard is expected to have on its Consolidated Financial Statements.

Financial instruments
IFRS 9 - Financial Instruments: Classification and Measurement, effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, introduces new requirements for the classification and measurement of financial instruments. Management anticipates that this standard will be adopted in the Company's financial statements for the period beginning April 1, 2013, and has not yet considered the potential impact of the adoption of IFRS 9.

Fair-value measurement
IFRS 13 - Fair Value Measurement: effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, sets out in a single IFRS a framework for measuring fair value and new required disclosures about fair value measurements. Management anticipates that this standard will be adopted in the Company's financial statements for the period beginning April 1, 2013, and has not yet considered the potential impact of the adoption of IFRS 13.

3. RECEIVABLES

Trade and other receivables are comprised of the following:

	June 30, 2012	December 31, 2011
HST receivable	$37,396	$18,245
Interest receivable	20,757	-
Other receivables	1,223	-
Total	$59,376	$18,245

4. PROPERTY, PLANT, AND EQUIPMENT

Property, plant, and equipment consist of the following:

Cost		Furniture and fixtures		Computer equipment		Exploration equipment		Vehicles		Total
As at December 31, 2010	$	23,287		38,538		5,970		22,633	$	90,428
Additions		11,241		42,224		47,614		48,164		149,243
Disposals		(10,857)		(15,012)		(1,655)		(15,497)		(43,021)
As at December 31, 2011		23,671		65,750		51,929		55,300		196,650
Additions		29,695		39,393		-		-		69,088
Disposals		-		-		-		-		-
As at June 30, 2012	$	53,366	$	105,143	$	51,929	$	55,300	$	265,738

Depreciation		Furniture and fixtures		Computer equipment		Exploration equipment		Vehicles		Total
As at December 31, 2010	$	5,401		11,128		2,120		7,350		25,999
Additions		2,474		17,524		5,410		8,176		33,584
Disposals		(5,227)		(10,095)		(1,654)		(7,349)		(24,325)
As at December 31, 2011		2,648		18,557		5,876		8,177		35,258
Additions		3,166		14,046		4,844		7,090		29,146
Disposals		-		-		-		-		-
As at June 30, 2012	$	5,814	$	32,603	$	10,720	$	15,267	$	64,404

Net book value:		Furniture and fixtures		Computer equipment		Exploration equipment		Vehicles		Total
As at December 31, 2010	$	17,886	$	27,410	$	3,850	$	15,283	$	64,429
As at December 31, 2011		21,023		47,193		46,053		47,123		161,392
As at June 30, 2012	$	47,552	$	72,540	$	41,209	$	40,033	$	201,334

5. EXPLORATION AND EVALUATION ASSETS

Six months ended June 30, 2012		**Ochoa**
Acquisition costs		
Balance, beginning of period	$	1,873,932
Additions during the period		
Landman costs		31,488
Permit application and acquisition		858,289
Total acquisition costs		2,763,709
Deferred exploration costs		
Balance, beginning of period		13,828,636
Additions during the period		
Archaeological studies		2,087
Bulk sampling		185,762
Data acquisition		9,596
Drilling		320,394
Environment work		65,360
Feasibility study		1,166,230
Field expenses		2,105
Geological reports		1,488
Geology		63,540
Land surveys		3,954
Metallurgical		34,229
Mining engineering		3,552,417
Office support		1,171,472
Pre-feasibility study		160,657
SOP marketing		107,237
Water reclamation costs		272,425
Total deferred exploration costs		20,947,589
Write-down during the period		-
TOTAL	$	23,711,298

5. EXPLORATION AND EVALUATION ASSETS (cont'd…)

Year ended December 31, 2011		Ochoa
Acquisition costs		
Balance, beginning of year	$	477,478
Additions during the year		
Landman costs		48,330
Permit application and acquisition		1,348,124
Total acquisition costs		1,873,932
Deferred exploration costs		
Balance, beginning of year		5,040,527
Additions during the year		
Analytical		153,060
Archaeological studies		34,735
Bulk sampling		5,914
Data acquisition		58,533
Drilling		1,727,847
Environment work		549,358
Field expenses		161,425
Geological reports		42,247
Geology		250,227
Land surveys		5,866
Metallurgical		117,463
Mining engineering		340,334
Office support		964,103
Pre-feasibility study		4,272,817
SOP marketing		104,180
Total deferred exploration costs		13,828,636
Write-down during the year		-
TOTAL	$	15,702,568

5. EXPLORATION AND EVALUATION ASSETS (cont'd…)

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many exploration and evaluation assets. The Company has investigated title to all of its exploration and evaluation assets and to the best of its knowledge, title to the properties are in good standing.

a) Ochoa property

During 2008, the Company acquired certain federal sub-surface potassium prospecting permits ("Permits") located in Lea County, New Mexico with the next annual rent due on December 1, 2012. During 2010, the Company acquired additional Permits with the next annual rent due on March 1, 2013 and New Mexico state mining leases with the next annual rent due on May 24, 2013. During 2011, the Company acquired additional Permits with the next annual rent due on April 1, 2013. The Company paid US$50,000 into a Permit Bond and US$25,000 into a MegaBond for performance and surface or improvement damage that may be refundable if certain prospecting and reclamation requirements are satisfied, thus these amounts are recorded as deposits on the statement of financial position. The Permits are valid for two years and are renewable after two years if the Company meets performance criteria. The Company has applied to convert 26 Permits to Preference Right Leases, which do not expire. The leases are valid for ten years, with subsequent renewals as long as minerals are produced in paying quantities. As part of the acquisition of the Ochoa permits, the Company issued 500,000 common shares valued at $30,000 during fiscal 2009.

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

A minimum advance royalty payment of $8 per acre is payable on the state mining leases beginning in 2011. Once the Ochoa Project comes into production, minimum royalties of $8 per acre or 2.5% of the gross value of production after processing, whichever is greater, will be owed on the state mining leases. In addition, once the Ochoa Project comes into production, and no later than six years from obtaining federal Bureau of Land Management ("BLM") preference right leases, minimum royalty payments of $3.00 per acre or 2% of the gross value at the point of shipment to market, whichever is greater, are expected to be imposed on the federal BLM leases.

As at June 30, 2012, the Company has made an advance of $10,400 (December 31, 2011 - $10,400) towards the pre-feasibility study, an advance of $19,357 (December 31, 2011 - $100,000) towards the regulatory review of the environmental impact statement, and advances of $13,349 (December 31, 2011 – $nil) towards landman work and process testing.

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	June 30, 2012	December 31, 2011
Trade payables	$ 1,756,288	$ 1,487,523
Accrued liabilities	826,794	374,571
Other	39,256	24,336
Total	$ 2,622,338	$ 1,886,430

The average credit period of purchases is one month. The Company has financial risk management policies in place to ensure that all payables are paid within the pre-agreed credit terms.

7. RECLAMATION OBLIGATIONS

	June 30, 2012	December 31, 2011
Reclamation and remediation liability		
Current	$ 230,050	$ -
Non-current	44,772	-
	$ 274,822	$ -

Site Restoration: Ochoa Project – New Mexico

The Company completed drilling two water wells during fiscal 2012, which are currently being used for testing the flow and water quality among other things. These wells are intended to produce water for the mine and processing facility. The reclamation of these water wells in New Mexico is subject to legal and regulatory requirements. Estimates of the costs of reclamation are calculated based on guidance from the New Mexico Department of Energy Minerals and Natural Resources, Mining and Minerals Division. Estimates of the costs of reclamation are reviewed periodically by authorized officers of the Company. The above accrual represents the Company's best estimate of the present value of future reclamation costs, discounted at 8% (based on discount rates used in our pre-feasibility study). As at June 30, 2012, the undiscounted amount of estimated future reclamation costs in 2056 based on today's costs with 6% inflation for 44 years is $1,298,548 (December 31, 2011 - $nil). Reclamation costs are expected to be incurred between 2012 and 2056.

8. SHARE CAPITAL AND RESERVES

Authorized: The Company is authorized to issue an unlimited number of common shares without par value.

Issued and outstanding: 151,406,384 (December 31, 2011 – 121,246,514) common shares

Please refer to the Condensed Consolidated Interim Statement of Changes in Equity for a summary of changes in share capital and reserves for the six months ended June 30, 2012. Reserves relate to stock options, agent warrants, and compensatory warrants that have been issued by the Company.

During the six months ended June 30, 2012, the Company issued the following common shares;

- On March 1, the Company issued 30,000 common shares of the Company at $0.40 per share pursuant to the exercise of options for gross proceeds of $12,000.
- On April 12, the Company issued 30,129,870 common shares of the Company at $1.32 per share to a wholly owned subsidiary of Yara International ASA for aggregate gross proceeds of $39,771,428. The financing costs associated with this share issuance were $2,721,976.

Escrow

Included in the shares outstanding at June 30, 2012, are 1,559,999 (December 31, 2011 – 2,262,186) common shares held in escrow. The escrowed shares may not be transferred, assigned or otherwise dealt without the consent of the regulators.

The common shares will be released from escrow or become freely trading on December 16, 2012.

9. STOCK OPTIONS AND WARRANTS

Stock options

The Company has an incentive stock option plan (the "Plan") whereby the Company may grant stock options to eligible employees, officers, directors and consultants at an exercise price to be determined by the board of directors, provided the exercise price is not lower than the market value at time of issue less any discount allowed by the stock exchange upon which the common shares are listed. The Plan provides for the issuance of up to 10% of the Company's issued common shares as at the date of grant with each stock option having a maximum term of ten years. The board of directors has the exclusive power over the granting of options and their vesting provisions.

As at June 30, 2012, the Company had stock options outstanding, enabling the holders to acquire the following number of common shares:

Number of Options	Exercise Price	Average Contractual Life Remaining (years)	Expiry Date
150,000	1.16	1.16	August 28, 2013
2,940,000	0.40	1.96	June 14, 2014
250,000	1.00	1.99	June 28, 2014
650,000	0.45	2.81	April 22, 2015
1,102,245	0.40	3.10	August 4, 2015
272,255	0.40	3.22	September 19, 2015
950,000	0.50	3.22	September 19, 2015
700,000	0.58	3.36	November 8, 2015
100,000	0.80	3.40	November 22, 2015
500,000	1.42	3.54	January 13, 2016
1,100,000	1.40	3.72	March 17, 2016
335,000	1.06	3.86	May 9, 2016
500,000	1.13	4.04	July 14, 2016
1,263,750	1.07	4.30	October 17, 2016
400,000	1.03	4.65	February 23, 2017
2,600,000	0.90	4.82	April 26, 2017
13,813,250			

9. STOCK OPTIONS AND WARRANTS (cont'd…)

Stock option transactions are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Outstanding at December 31, 2011	10,647,000	0.74
Exercised	(30,000)	0.40
Cancelled/expired	(53,750)	3.62
Granted	3,250,000	0.92
Outstanding at June 30, 2012	13,813,250	$ 0.77
Number of options exercisable at June 30, 2012	13,813,250	$ 0.77

Share-based compensation

During the six months ended June 30, 2012 and 2011, the Company granted 3,250,000 and 2,225,000 options respectively to consultants, officers, employees, and directors of the Company. All options vested at the grant date. The fair value of the options granted in the six months ended June 30, 2012 determined by the Black-Scholes option pricing model, was $2,168,313 (2011 - $2,379,322) or $0.67 per option (2011 - $1.07).

The following weighted-average assumptions were used for the Black-Scholes valuation of stock options granted during the periods ended June 30, 2012 and June 30, 2011:

	Period ended June 30, 2012	Period ended June 30, 2011
Risk-free interest rate	1.57%	2.54%
Expected life of options	4.33 years	4.53 years
Annualized volatility	107%	117%
Dividend rate	-	-
Forfeiture rate	-	-

Volatility was determined using weekly closing share prices over a term equivalent to the expected life of the options.

9. STOCK OPTIONS AND WARRANTS (cont'd…)

Warrants

As at June 30, 2012, the Company had warrants outstanding, enabling the holders to acquire the following number of common shares:

Number of Warrants	Exercise Price	Average Contractual Life Remaining	Expiry Date
16,996,701	$ 0.65	1.46 years	September 15, 2013

Warrant transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Outstanding as at December 31, 2011 and June 30, 2012	16,996,701	$ 0.65

Agents' unit options

As at June 30, 2012, the Company had no agents' unit options outstanding.

10. RELATED PARTY TRANSACTIONS AND BALANCES

The liabilities of the Company include the following amounts due to related parties:

	June 30, 2012	December 31, 2011
Accounts payable and accrued liabilities	$56,039	$24,442

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

	Three months ended	
	June 30, 2012	June 30, 2011
Short-term employee benefits	$587,805	$280,000
Directors' fees (included in administration costs)	87,500	50,417
Share-based compensation	1,799,832	-
Total remuneration	$2,475,137	$330,417

	Six months ended	
	June 30, 2012	June 30, 2011
Short-term employee benefits	$866,555	$397,000
Directors' fees (included in administration costs)	200,000	95,417
Share-based compensation	1,956,516	571,000
Total remuneration	$3,023,071	$1,063,417

11. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Cash and equivalents are comprised of:

		June 30, 2012		June 30, 2011
Cash	$	53,372,926	$	4,678,806
CAD Term Deposits		-		23,000,000
US Term Deposits		-		3,840,000
	$	53,372,926	$	31,518,806

Supplemental disclosure with respect to cash flows		Period ended June 30, 2012		Period ended June 30, 2011
Cash paid for interest	$	-	$	-
Cash paid for income taxes	$	-	$	-
Accrued exploration and evaluation assets	$	2,078,021	$	721,932
Accrued property, plant and equipment	$	10,225	$	4,039
Advances reclassified to exploration and evaluation assets	$	80,643	$	-
Reserves transferred on exercise of options and agents' unit options	$	5,436	$	297,475
Reclamation obligation	$	272,425	$	-

12. COMMITMENTS

The Company has entered into four operating lease agreements for premises, with annual lease commitments as follows:

2012	$	63,451	USD	$	12,570	CAD
2013		88,803			6,285	
	$	152,254	USD	$	18,855	CAD

After commencement of commercial production, the Company shall deliver and sell to Yara Balderton Ltd. ("Yara") and Yara will buy from the Company 30% of all products produced by the Ochoa project annually for a period of 15 years and will automatically extend every five years thereafter unless either party elects not to extend. Under certain circumstances, Yara has the option to purchase up to an additional 20% (for an aggregate maximum of 50%) of annual production during the term of the agreement. All products will be sold to Yara based on market prices, subject to terms of the off-take agreement dated March 30, 2012.

13. SEGMENTED INFORMATION

The Company has one reportable business segment being the acquisition and exploration of exploration and evaluation assets. Geographical information is as follows:

	June 30, 2012			December 31, 2011		
	Canada	USA	Total	Canada	USA	Total
Property, plant, and equipment	$ 11,914	$ 189,420	$ 201,334	$ 13,146	$ 148,246	$ 161,392
Exploration and evaluation assets	-	23,711,298	23,711,298	-	15,702,568	15,702,568
	$ 11,914	$ 23,900,718	$ 23,912,632	$ 13,146	$ 15,850,814	$ 15,863,960

14. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the sourcing, exploration, and development of its exploration and evaluation assets. The Company does not have any externally imposed capital requirements to which it is subject. The capital of the Company consists of share capital, warrants and options. The Company had no bank indebtedness at year-end. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

As at June 30, 2012, the Company had capital resources consisting of cash and equivalents and receivables. The Company manages the capital structure and makes adjustments to it in light of changes in available funds, economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or dispose of assets or adjust the amount of cash.

The Company's investment policy is to invest its cash and equivalents in investment instruments in high credit quality financial institutions with terms to maturity selected with regards to the expected time of expenditures from continuing operations.

The Company expects its current capital resources will be sufficient to carry its exploration plans and operations through its current operating year. There were no significant changes in the Company's approach to capital management during the quarter and period ended June 30, 2012.

15. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

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

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

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

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

The Company's financial instruments include cash and equivalents, receivables, deposits, and accounts payable and accrued liabilities.

Financial instruments

Cash and equivalents and deposits are measured at fair value using level one as the basis for measurement in the fair value hierarchy. The carrying value of receivables and payables and accrued liabilities approximate fair value because of the short-term nature of these instruments.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

The Company's credit risk is primarily attributable to cash and equivalents and receivables. The Company has no significant concentration of credit risk arising from operations. Cash and equivalents consists of chequing accounts at reputable financial institutions, from which management believes the risk of loss to be remote. Federal deposit insurance covers balances up to $100,000 in Canada and up to $100,000 in the United States. Financial instruments included in receivables consist of amounts due from government agencies, and receivables from related and unrelated companies. The Company limits its exposure to credit loss for cash and equivalents by placing its cash and equivalents with high quality financial institutions and for receivables by standard credit checks.

Liquidity risk

The Company's ability to remain liquid over the long term depends on its ability to obtain additional financing through the issuance of additional securities, the entering into credit facilities or the entering into joint ventures, partnerships or other similar arrangements. As at June 30, 2012, the Company had cash and equivalents balance of $53,372,926 to settle current liabilities of $2,852,388.

Interest rate risk

The Company has cash and equivalents balances subject to fluctuations in the prime rate. The Company's current policy is to invest excess cash in investment-grade deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. Management believes that interest rate risk is remote as investments have maturities of three months or less and the Company currently does not carry interest bearing debt at floating rates. A 1% change in the interest rate would have had a $85,000 impact on interest income.

15. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd…)

Foreign currency risk

The Company's functional currency is the Canadian dollar, however there are transactions in US dollars. The Company is exposed to financial risk arising from fluctuations in foreign exchange rates and the degree of volatility in these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. A 1% change in the foreign exchange rate would have had a $358,454 impact on foreign exchange gain or loss for the quarter.

Price risk

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

16. LOSS PER SHARE

The loss per share for the three months ended June 30, 2012 was $0.02 (2011 – $0.01).

The calculation of basic and diluted loss per share for the three months ended June 30, 2012 was based on the loss attributable to common shareholders of $3,323,468 (2011 – $1,490,858) and the weighted average number of common shares outstanding of 147,433,214 (2011 – 120,657,503). The diluted loss per share did not include the effect of share purchase options or warrants as they are anti-dilutive.