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**Form 51-102F1**

**Management's Discussion & Analysis of Financial Condition and Results of Operations for the Financial Three Months Ended October 31, 2013**

**Date: December 23, 2013**

**General**

This Management's Discussion & Analysis ("MD&A") of Magna Resources Ltd. ("Magna" or the "Company") has been prepared by management and should be read in conjunction with the Company's condensed consolidated interim financial statements for the three months ended October 31, 2013 and the audited consolidated financial statements and accompanying notes for the year ended July 31, 2013 and, together with this MD&A, are intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well as forward-looking statements relating to future performance. The financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS") and include the operating results of the Company.

Additional information relating to the Company, including regulatory filings, can be found on the SEDAR website at [www.sedar.com](http://www.sedar.com).

**Forward-Looking Statements**

Certain statements contained in this document constitute "forward-looking statements". When used in this document, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate", "believe", used by any of the Company's management, are intended to identify forward-looking statements. Such statements reflect the Company's "forecast", "estimate", "expect" and similar expressions, as they relate to the Company's current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. The Company does not intend, and does not assume any obligation, to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or developments.

**Overview of Business**

The Company was incorporated on June 5, 2006 under the laws of British Columbia and is listed on the Canadian National Stock Exchange ("CNSX") under the symbol "MNA". On August 15, 2013, the Company also commenced trading on OTCQX® International, a segment of the OTCQX marketplace in the U.S., under the symbol 'MGRZF'. The Company is dedicated to the acquisition and development of potash mineral deposits in the United States and elsewhere. American Potash LLC ("*American Potash*"), a Nevada corporation wholly owned by the Company, owns and operates the Green River Potash Project in Utah. American Potash's area of interest covers key land positions in known potash-bearing sedimentary cycles in Utah.

The condensed consolidated interim financial statements of the Company for three months ended October 31, 2013 include the accounts of the Company and its 100% interest in American Potash. Control is achieved when the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Subsidiaries are fully consolidated from the date on which control is transferred to the Company until the date on which control ceases. All inter-company transactions, balances, income and expenses are eliminated in full upon consolidation.

On December 20, 2013, the Company held its annual general and special meeting at which Rudy de Jonge, Darryl Yea, Dr. Kent Ausburn, John Greig, Dr. Lawrence Dick and Kenneth R. Holmes were re-elected as directors and Dale Matheson Carr-Hilton Labonte LLP was appointed as auditor of the Company for the ensuing year. A resolution

was also passed to change the name of the Company to American Potash Corporation at the discretion of the board of directors.

On November 8, 2013, the Company completed a partial closing of a non-brokered private placement of 1,759,232 units at \$0.15 per unit for gross proceeds of \$263,885. Each unit consists of one common share and one-half share purchase warrant. Each whole warrant is exercisable into one common share at \$0.25 per share for a 24 month period expiring November 7, 2015. Finders' fees totalling \$11,189 were paid in connection with the partial closing. The proceeds of the private placement are for the Company's general working capital as well as preparatory work for the Phase 1 drill program at the Company's Green River Potash Project in Utah.

The board of directors consists of Rudy de Jonge, Darryl Yea, Dr. Kent Ausburn, John Greig, Dr. Lawrence Dick and Kenneth R. Holmes. Michael Sieb is the President and Alexander Peck is the Chief Financial Officer. The members of the Audit Committee are Darryl Yea, John Greig and Dr. Lawrence Dick.

### **Results of Operations**

During the three months ended October 31, 2013, the Company generated a net loss of \$179,650 (2012: \$126,647) and a net comprehensive loss of \$146,778 (2012: \$130,912).

### **Exploration Update**

#### **The Green River Potash Project**

The Green River Potash Project ("GRPP") comprises 11 state potash leases totaling 2,853 ha, 25 federal potash prospecting permit applications ("PPAs") totaling 17,767 ha and 160 lithium placer claims totaling 1,295 ha staked over a portion of the federal potash PPA area. American Potash holds 100% title to the potash mineralization through the state leases, including all chlorides, sulfates, carbonates, borates, silicates, and nitrates of potassium, holds 100% title to the lithium placer claims through staking and holds a 100% option on the PPAs pursuant to the Sweetwater Option Agreement. The GRPP is situated 32 kilometers west of Moab in the renowned Paradox Basin in Utah, which contains the stratigraphic sequence of evaporite/salt layers that comprise the United States' sole solution mining potash operation, Intrepid Potash Inc.'s Cane Creek potash mine. The Cane Creek mine is currently exploiting Potash Cycle 5, which underlies and extends throughout the GRPP area and is the prime exploration target.

On September 13, 2012, the Company announced that American Potash LLC received final approval from the State of Utah to commence drilling on three of its State leases which form part of the GRPP. Stratigraphic test wells have been designed to test the Cycle 5 potash evaporite horizon in the northwest portion of the GRPP on select Utah State leases. To date, three drill permits have been granted.

On September 13, 2012, the Company announced that American Potash has formally initiated the review process towards the granting of prospecting permits on Federal Lands by submitting an Exploration Plan to the Bureau of Land Management ("BLM"). The BLM has reviewed American Potash's Exploration Plan and has determined it complete. The next stage of the review process towards the granting of Federal Prospecting Permits, which would permit the Company to drill four holes on Federal lands, is for BLM to complete the environmental assessment report on the Exploration Plan. Management continues to focus on facilitating a timely completion to the Federal Prospecting Permit approval process. Management is preparing for the upcoming Phase 1 drill program on State lands and awaits the commencement of drilling upon the sourcing of funds necessary to support the program.

### **Overall Performance**

The following discussion of the Company's financial performance is based on the condensed consolidated interim financial statements for the three months ended October 31, 2013 and July 31, 2013.

The statement of financial position as at October 31, 2013 indicates a cash position of \$31,671 (July 31, 2013: \$21,217) and short-term investments of \$Nil (July 31, 2013: \$145,963). The Company has other current assets of prepaid expenses of \$21,852 (July 31, 2013: \$33,104) and GST/HST receivables of \$4,063 (July 31, 2013: \$57,001). Non-current assets consist of exploration and evaluation assets of \$2,033,947 (July 31, 2013: \$2,017,260) and intangible assets of \$1,024,671 (July 31, 2013: \$928,802).

Current liabilities at October 31, 2013 total \$75,593 (July 31, 2013: \$70,286), comprising accounts payable and accrued liabilities of \$65,583 (July 31, 2013: \$55,635) and due to related parties of \$10,010 (July 31, 2013: \$14,651).

Shareholders' equity at October 31, 2013 is comprised of share capital of \$4,628,161 (July 31, 2013: \$4,628,161), share-based payment reserve of \$1,408,432 (July 31, 2013: \$1,406,605), share subscriptions received of \$52,500 (July 31, 2013: \$Nil), foreign currency translation reserve of \$71,743 (July 31, 2013: \$38,871) and an accumulated deficit of \$3,120,226 (July 31, 2013: \$2,940,573) for total shareholders' equity of \$3,040,610 (July 31, 2013: \$3,133,061). During the three months ended October 31, 2013, the Company received \$52,500 for share subscriptions towards the partial closing of the non-brokered private placement announced on October 18, 2013. The first tranche closed on November 8, 2013.

Working capital, which is current assets less current liabilities, is a deficit of \$18,008 (July 31, 2013: working capital of \$186,999).

As at July 31, 2013, the Company has no earnings and therefore finances exploration activities by the issuance of its common shares. The key determinants of the Company's operating results are the following:

- (a) the state of capital markets, which affects the ability of the Company to finance its exploration activities; and
- (b) the write-down and abandonment of exploration and evaluation assets and intangible assets should permits for exploration not be granted and should exploration results provide further information that does not support the underlying value of such assets.

### Summary of Quarterly Results

The following table sets forth selected quarterly financial information for each of the last eight most recently completed fiscal quarters of the Company, prepared in accordance with IFRS and stated in Canadian dollars:

	2014	2013				2012		
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
Net Sales/ Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net Income (Loss)	\$(179,650)	\$(177,060)	\$(111,302)	\$(325,785)	\$(126,647)	\$157,571	\$(931,404)	\$(99,769)
Basic Income (Loss) per share	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.01)	\$(0.00)	\$0.01	\$(0.02)	\$(0.01)

- Notes:
1. Fully-diluted per share amounts are not scheduled as they would be anti-dilutive.
  2. 2012 has been restated as disclosed in the audited financial statements for the year ended July 31, 2103.

### Liquidity & Capital Resources

At October 31, 2013, the Company's cash balance is \$31,671 and the working capital deficit is \$18,008, compared with a cash balance of \$21,217 and working capital of \$186,999 at July 31, 2013.

The Company will be required to raise additional cash for continued operations and exploration activities.

### Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements that would potentially affect current or future operations or the financial condition of the Company.

### Related Party Transactions

The aggregate value of transactions and outstanding balances relating to key management personnel and entities which they have control over or significant influence of were as follows:

#### Related party transactions:

	Three months ended	
	October 31, 2013	October 31, 2012
	\$	\$
Consulting fees	31,916	30,000
Wages	37,500	37,500
Share based payments	1,827	-
Geological consulting - exploration and evaluation assets	-	405
	71,423	67,905

#### Related party balances:

Service provided by:	October 31, 2013	October 31, 2012
	\$	\$
Companies controlled by directors of the Company	-	3,084
Directors/officers of the Company or its subsidiaries	10,010	11,567
	10,010	14,651

*These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.*

A director of the Company is a party to the Sweetwater Option Agreement with American Potash LLC.

On June 1, 2011, the Company entered into an agreement with St. Cloud Mining Services Inc. (wholly owned by one of the directors) to provide management/consulting services to the Company at a rate of \$5,000 per month.

On January 1, 2012, the Company entered into an agreement with Alec Peck to provide consulting services as Chief Financial Officer of the Company.

On April 1, 2012, the Company entered into an employment agreement with Mike Sieb to provide services as President of the Company. During the year ended July 31, 2013, Mr. Sieb received \$150,000 in wages and the Company issued 75,000 common shares to Mr. Sieb. Pursuant to the agreement, the Company must issue 75,000 common shares on the second anniversary of employment, and an additional 75,000 common shares on the third anniversary of employment.

On September 1, 2012, American Potash entered into an agreement with Global Mining Services Inc., a company wholly-owned by a director of the Company and a manager of American Potash, to provide consulting services as COO of American Potash. Global Mining Services Inc. will receive US\$3,000 per month for these services.

### New accounting standards and interpretations

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods beginning after July 31, 2013 or later periods.

The following new standards, amendments and interpretations that have not been early adopted in these financial statements, are not expected to have a material effect on the Company's future results and financial position:

- a) IFRS 9 Financial Instruments (New; to replace IAS 39 and IFRIC 9);
- b) IFRS 10 Consolidated Financial Statements (New; to replace consolidation requirements in IAS 27 and SIC-12);
- c) IFRS 11 Joint Arrangements;
- d) IFRS 12 Disclosure of Interests in Other Entities;
- e) IFRS 13 Fair Value Measurement; and
- f) IAS 1 Presentation of Financial Statements (Amendments regarding Presentation of Items of Other Comprehensive Income).

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

### Financial Instruments and financial risk management

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

(a) Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash and cash equivalents and short-term investments. The Company limits its exposure to credit loss by placing its cash and cash short-term investments with high credit quality financial institutions. The carrying amount of financial assets represents the maximum credit exposure. The risk is assessed as low.

(b) Foreign Exchange Rate Risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The functional currency of the Company's subsidiary American Potash is the US dollar. Foreign currency risk arises from the fluctuation in currency exchange between the Canadian dollar and US dollar. The Company has not entered into financial instruments to hedge against this risk.

The following is an analysis of Canadian Dollar equivalent of financial assets and liabilities that are denominated in US dollars:

	October 31, 2013	July 31, 2013
	\$	\$
Cash	772	31,969
Accounts payable	(35,709)	(32,798)
	(34,937)	(829)

Based on the above net exposures, as at October 31, 2013, a 10% change in the US dollar to Canadian Dollar exchange rate would impact the Company's net loss by \$3,494.

(c) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. Liquidity risk is managed by ensuring sufficient financial resources are available to meet obligations associated with financial liabilities. The following table is based on the contractual maturity dates of financial assets and the earliest date on which the Company can be required to settle financial liabilities.

Contractual maturity analysis is as follows:

	Less than 3 months	3-12 months	1-5 years	Longer than 5 years	Total
	\$	\$	\$	\$	\$
<b>October 31, 2013</b>					
Accounts payable	50,583	-	-	-	50,583
Due to related parties	10,010	-	-	-	10,010

	Less than 3 months	3-12 months	1-5 years	Longer than 5 years	Total
	\$	\$	\$	\$	\$
<b>July 31, 2013</b>					
Accounts payable	40,635	-	-	-	40,635
Due to related parties	14,651	-	-	-	14,651

(d) Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

(e) Interest Rate Risk

Interest rate risk is the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has interest bearing assets in relation to cash at banks carried at floating interest rates with reference to the market. The Company's operating cash flows are substantially independent of changes in market interest rates. The Company has not used any financial instrument to hedge potential fluctuations in interest rates. The exposure to interest rates for the Company is considered immaterial.

(f) Fair Values

Financial instruments recognized at fair value on the consolidated statement of financial position must be classified in one of the following three fair value hierarchy levels:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The following is an analysis of the Company's financial assets measured at fair value as at October 31, 2013 and July 31, 2013:

	As at October 31, 2013		
	Level 1	Level 2	Level 3
	\$	\$	\$
Cash	31,671	-	-
Short term investments	-	-	-
Total	31,671	-	-

  

	As at July 31, 2013		
	Level 1	Level 2	Level 3
	\$	\$	\$
Cash	21,217	-	-
Short term investments	145,963	-	-
Total	167,180	-	-

The fair values of other financial instruments, which include other receivable, other assets, bank indebtedness, accounts payable, and due to related parties, approximate their carrying values due to the relatively short-term maturity of these instruments.

#### Summary of Outstanding Share Data

The Company's issued and outstanding share capital as at the date of this MD&A is as follows:

- (1) Authorized: Unlimited common shares without par value.
- (2) As at December 23, 2013, the Company has 53,340,898 common shares issued and outstanding, 5,450,000 stock options outstanding (5,334,089 exercisable) and 4,800,000 warrants outstanding.

#### Additional Disclosure for Junior Issuers

The Company has expensed the following material cost components during the three months ended October 31, 2013 and 2013:

	Notes	Three Months Ended	
		October 31,	
		2013	2012
		\$	\$
Accounting and audit fees	a)	8,080	19,822
Interest expense and bank charges		408	264
Consulting fees		33,954	29,836
Foreign exchange		5,698	-
Legal fees		23,230	26,887
Insurance		3,217	3,307
Research		205	-
Licenses and permits		297	295
Office expenses		7,233	5,415
Rent	b)	10,120	4,500
Share based payments		1,827	-
Transfer agent and filing fees		5,224	2,122
Travel and entertainment		2,960	(966)
Wages		37,500	38,226
Investor relations, website and promotion	c)	40,174	750

- a) Accounting and audit fees were higher in 2012 due to fees related to the acquisition of American Potash LLP.
- b) Rent increased year over year as a result of the addition of a second office to accommodate investor relations activities.
- c) In April 2013, the Company retained an investor relations company at a rate of \$7,500 per month, with a corresponding increase in the Company's promotion expenses.

The Company has capitalized the following exploration and evaluation assets during the three months ended October 31, 2013:

#### **Green River Potash Project Expenditures**

	<b>Total for three months ended October 31, 2013</b>	<b>Total for year ended July 31, 2013</b>
Mineral acquisition costs:	\$	\$
Balance, July 31, 2013	221,467	187,320
Cash	3,840	28,999
Foreign exchange translation	5,524	5,148
Balance, October 31, 2013	230,831	221,467
Exploration and evaluation expenditures:		
Balance, July 31, 2013	305,595	266,248
Bonding	-	7,833
General administration	-	15,390
Surveys	-	3,859
Geological consulting	-	2,063
Foreign exchange translation	7,323	10,202
Balance, October 31, 2013	312,918	305,595
Reassessment through asset acquisition	1,490,198	1,490,198
Total, October 31, 2013	2,033,947	2,017,260

#### **Risks and Uncertainties**

##### **Overview**

Resource exploration is a speculative business and involves a high degree of risk. There is a significant probability that the expenditures made by the Company in exploring its properties will not result in discoveries of commercial quantities of minerals. A high level of ongoing expenditures is required to locate and estimate ore reserves, which are the basis for further development of a property. Capital expenditures to support commercial production stage are also very substantial.

The following sets out the principal risks faced by the Company.

**Exploration risk.** The Company is seeking mineral deposits, on exploration projects where there are not yet established ore reserves. There can be no assurance that economic concentrations of minerals will be determined to exist on the Company's property holdings within existing investors' investment horizons or at all. The failure to establish such economic concentrations could have a material adverse outcome on the Company and its securities. The Company's planned programs and budgets for exploration work are subject to revision at any time to take into account results to date. The revision, reduction or curtailment of exploration programs and budgets could have a material adverse outcome on the Company and its securities.

**Market risks.** The Company's securities trade on public markets and the trading value thereof is determined by the evaluations, perceptions and sentiments of both individual investors and the investment community taken as a whole. Such evaluations, perceptions and sentiments are subject to change, both in short term time horizons and longer term time horizons. An adverse change in investor evaluations, perceptions and sentiments could have a material adverse outcome on the Company and its securities.



**Commodity price risks.** The Company's exploration projects seek mineral resources in Utah. While there have been price increases from levels prevalent earlier in the decade, there can be no assurance that such price levels will continue, or that investors' evaluations, perceptions, beliefs and sentiments will continue to favour these target resources. An adverse change in the resource prices, or in investors' beliefs about trends in those prices, could have a material adverse outcome on the Company and its securities.

**Financing risks.** Exploration and development of mineral deposits is an expensive process, and frequently the greater the level of interim stage success the more expensive it can become. The Company has no producing properties and generates no operating revenues; therefore, for the foreseeable future, it will be dependent upon selling equity in the capital markets to provide financing for its continuing substantial exploration budgets. While the Company has been successful in obtaining financing from the capital markets for its projects in recent years, there can be no assurance that the capital markets will remain favourable in the future, and/or that the Company will be able to raise the financing needed to continue its exploration programs on favourable terms, or at all. Restrictions on the Company's ability to finance could have a material adverse outcome on the Corporation and its securities.

**Share Price Volatility and Price Fluctuations.** In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies, particularly junior mineral exploration companies like the Company, have experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that price fluctuations and volatility will not continue to occur.

**Key personnel risks.** The Company's exploration efforts are dependent to a large degree on the skills and experience of certain of its key personnel, including the board of directors. The Company does not maintain "key man" insurance policies on these individuals. Should the availability of these persons' skills and experience be in any way reduced or curtailed, this could have a material adverse outcome on the Company and its securities.

**Competition.** Significant and increasing competition exists for the limited number of mineral property acquisition opportunities available. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than the Company, the Company may be unable to acquire additional attractive mineral properties on terms it considers acceptable.

**Environmental and Other Regulatory Requirements.** The current or future operations of the Company, including development activities and commencement of production on its properties, require permits from various governmental authorities and such operations are and will be subject to laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, safety and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs, and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that approvals and permits required to commence production on its properties will be obtained on a timely basis, or at all. Additional permits and studies, which may include environmental impact studies conducted before permits can be obtained, may be necessary prior to operation of the properties in which the Company has interests and there can be no assurance that the Company will be able to obtain or maintain all necessary permits that may be required to commence construction, development or operation of mining facilities at these properties on terms which enable operations to be conducted at economically justifiable costs.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions there under, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or extraction operations may be required to compensate those suffering loss or damage by reason of such activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or abandonment or delays in development of new mineral exploration properties.

To the best of the Company's knowledge, it is currently operating in compliance with all applicable environmental regulations.

**History of Net Losses; Accumulated Deficit; Lack of Revenue from Operations.** The Company has incurred net losses to date. The Company has not yet had any revenue from the exploration activities on its properties, nor has the Company yet determined that commercial development is warranted on any of its properties. Even if the Company commences development of certain of its properties, the Company may continue to incur losses. There is no certainty that the Company will produce revenue, operate profitably or provide a return on investment in the future.

**Uninsurable risks.** The Company and its subsidiaries may become subject to liability for pollution, fire, explosion, against which it cannot insure or against which it may elect not to insure. Such events could result in substantial damage to property and personal injury. The payment of any such liabilities may have a material, adverse effect on the Company's financial position.

**Grant of Permits.** There is a risk that, for various potential political, environmental, or other reasons, the BLM will not grant the exploration permits to American Potash. In that event, the BLM applications will hold no value.

#### **Proposed Transactions**

There are no proposed transactions currently approved by the board of directors.

#### **Other MD&A Requirements**

As specified by National Instrument 51-102, the Company advises readers of this MD&A that important additional information about the Company is available on the SEDAR website – [www.sedar.com](http://www.sedar.com).

The Company's President and Chief Executive Officer and Chief Financial Officer are responsible for establishing and maintaining disclosure controls and procedures and internal controls over financial reporting for the Company.