



**AMERICAN
POTASH
CORP.**

Management's Discussion and Analysis for the Three Months Ended October 31, 2023

AMERICAN POTASH CORP.

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Form 51-102F1

Management's Discussion & Analysis of Financial Condition and Results of Operations for the Three Months Ended October 31, 2023

Date: December 20, 2023

General

This Management's Discussion & Analysis ("MD&A") of American Potash Corp. ("American Potash" or the "Company") has been prepared by management and should be read in conjunction with the Company's condensed interim consolidated financial statements for the three months ended October 31, 2023, together with the audited consolidated financial statements for the year ended July 31, 2023, as well as the accompanying MD&A for the period then ended (the "Annual MD&A"). This MD&A along with these documents 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 referenced unaudited condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and IFRS Interpretations Committee ("IFRIC"), applicable to the preparation of interim financial statements, including IAS 34, *Interim Financial Reporting*. All amounts included in this MD&A are expressed in Canadian dollars unless otherwise indicated.

The Company's critical accounting estimates, significant accounting policies and risk factors as disclosed in the Annual MD&A have remained substantially unchanged and are still applicable to the Company unless otherwise indicated.

Additional information relating to the Company, including regulatory filings, can be found on the SEDAR+ website at www.sedarplus.ca.

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.



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Overview of Business

American Potash Corp. was incorporated pursuant to the provisions of the Business Corporations Act (British Columbia) on June 5, 2006. The shares of the Company are traded on the Canadian Securities Exchange ("CSE") under the symbol "KCL".

The Company's principal activities include the acquisition and exploration of potash and lithium/brine properties in Utah.

The consolidated financial statements of the Company for the three months ended October 31, 2023 and 2022 include the accounts of the Company and its 100% interest in American Potash LLC ("American Potash"), NTM Minerales S.A. de C.V. ("NTM Minerales") and Sweetwater Resources LLC ("Sweetwater"). 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.

Company Highlights

Green River Potash and Lithium Project – Drill Permits for Three Exploratory Wells

On December 14, 2022, the Company announced that it has received initial approvals from the Utah Division of Oil Gas and Mining on applications for permits to drill exploratory wells on three of its eleven 100% owned Potash and Lithium State mineral leases which form part of the Green River Potash and Lithium Project, located within the Paradox Salt Basin, Utah. The Green River Potash and Lithium Project is made up of the Company's Paradox Basin Potash Permit Project and Paradox Basin Brine Potash and Potash Project. On October 4, 2023, the Company announced that it has received permits from the Utah Division of Oil Gas and Mining for the three exploratory wells.

La Escondida Silver-Gold Project

On March 16, 2023, the Company announced that it will not be continuing with its option agreement on the La Escondida Silver Gold Project, located in Sonora Mexico. However, it will retain a 100% interest in the surrounding 4000 hectare La Tortuga property (La Tortuga 2) and continue to maintain that concession in good standing.

Paradox Basin Brine and Potash Project Option Agreement

On December 17, 2021, the Company's wholly owned subsidiary, American Potash LLC (the "Subsidiary"), entered into an option agreement (the "Option Agreement") with LiK Resources, LLC (the "Optionee") pursuant to which the Optionee was granted the right to earn up to a 100% interest in its Utah state leases for potash and mineral salts minerals along with 128 federal placer claims recently acquired by the Subsidiary (the "Project").

Under the terms of the Option Agreement, to earn a 70% interest in the Project, the Optionee must make a cash payment of USD\$150,000 within five days of the Option Agreement (paid) and complete a pre-feasibility study demonstrating the economic viability of the Project within 24 months of the date of the Option Agreement (the "Initial Option"). In the event the Optionee is a publicly traded company with a market capitalization of over USD\$100 million at the time of delivering the pre-feasibility study, the Optionee must issue USD\$1 million worth of its common shares to the Subsidiary within 45 days of completing the pre-feasibility.

Within 90 days of completion of the pre-feasibility study, the Optionee must commission and deliver a valuation on the Project performed by an independent third party (the "Valuation") to the Subsidiary. At any time following exercise of the Initial Option and within 90 days from the delivery of the Valuation, the Optionee shall have the right to acquire the remaining 30% interest in the Project by making a cash payment to the Subsidiary based on the valuation of remaining interest (the "Final Option"). In the event the Initial Option is exercised but the Final Option is not exercised, the parties will enter into a joint venture agreement to operate the Project.



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In connection with the Option Agreement, a cash finder's fee equal to 6% of all cash and shares of the Optionee received by the Company and 3% of the expenditures on the Project paid by the Optionee and any cash payment received by the Company upon exercise of the Final Option, will be payable.

On April 14, 2023, the Company entered into a new option agreement with the Optionee which replaced the previous option agreement on December 17, 2021. Under the terms of the Option Agreement, to earn a 70% interest in the Project, the Optionee must make a cash payment of USD\$150,000 (paid) and advance USD\$3 million to the Company by April 28, 2023. The Optionee must also complete two separate Pre-Feasibility Studies by December 31, 2024 and commission a valuation of the Project by an independent, mutually agreed upon third-party, to be delivered 90 days from the completion date of the Pre-Feasibility Studies. In the event the Optionee is a publicly traded company with a market capitalization of over USD\$100 million at the time of delivering the pre-feasibility study, the Optionee must issue USD\$1 million worth of its common shares to the Subsidiary within 45 days of completing the pre-feasibility and the valuation of the Project.

Following completion of the above requirements, the Optionee will be deemed to have earned a 70% interest in the Project. The Optionee may then elect to acquire the remaining 30% from the Company by making a cash payment based on the valuation, within 90 days of the date of its completion. If the Optionee does not elect to purchase the remaining 30%, the parties will then enter into a joint venture to further develop the Project.

On May 8, 2023, the Company terminated the Option Agreement with the Optionee as the Optionee did not meet its obligations to advance USD\$3 million to the Company by April 28, 2023.

Exploration Update

La Escondida Silver-Gold Project

On December 21, 2020, the Company entered into a formal agreement (the "Definitive Agreement") to acquire a 100% interest in the La Escondida Silver-Gold project, Sonora, Mexico (the "La Escondida Project"). A private syndicate comprised of three individuals (the "Syndicate") currently has the right to acquire the La Escondida Project pursuant to the terms of an underlying agreement (the "Underlying Agreement") with the owners of the two concessions which comprise the La Escondida Project. Pursuant to the Definitive Agreement, the Syndicate will assign its rights to the Underlying Agreement to the Company's wholly owned Mexican subsidiary, NTM Minerales SA de CV, in exchange for the issuance of 3,000,000 common shares to the Syndicate (being 1,000,000 common shares each). 1,500,000 common shares were issued following approval of the Canadian Securities Exchange in February 2021 and the remaining 1,500,000 common shares were issued on February 11, 2022. Two members of the Syndicate will retain a 2% Net Smelter Return (NSR) royalty, half of which may be purchased by the Company for USD\$1,000,000. The Underlying Agreement requires staged payments totaling USD\$450,000 over a three-year period and assumption of all annual tax obligations.

On September 15, 2022, the Company entered into an amendment agreement for the Definitive Agreement that extended the payment due on the second anniversary after contract execution to December 15, 2022 for a payment of USD\$5,000.

The purchase price of the La Escondida Silver-Gold Project is USD\$450,000 outlined in the Purchase Agreement with the following payment terms:

Cash (USD)	Date
\$50,000	September 15, 2020 (paid)
\$100,000	September 14, 2021 (paid)
\$150,000	December 15, 2022
\$150,000	third anniversary after contract execution



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La Escondida Silver-Gold Project Expenditures

	Three months ended October 31, 2023	Year ended July 31, 2023
Mineral acquisition costs:	\$	\$
Balance, beginning	-	383,137
Acquisition of claims	-	13,393
Impairment	-	(396,530)
Balance, ending	-	-
Exploration and evaluation expenditures:		
Balance, beginning	-	576,458
General administration	-	5,110
Value-added tax receivable	-	1,224
Foreign exchange translation	-	39,296
Impairment	-	(622,088)
Balance, ending	-	-
Total	-	-

La Tortuga Silver Project

On January 25, 2021, the Company entered into a non-binding letter of intent ("LOI") to acquire a 100% interest in the La Tortuga mineral concession. The Company is required to issue 2,250,000 common shares to the assignors of the Assignment Agreement. The assignors will retain a 2% Net Smelter Return Royalty, half of which may be purchased by the Company for USD\$1,000,000. On July 9, 2021, the Company entered into an Assignment Agreement for the right to acquire 100% interest in the mining concession.

On July 27, 2021, the Company has acquired, by staking, an additional 4,000 hectares mineral concession (La Tortuga 2).

During the year ended July 31, 2021, the Company made a payment of \$28,024 (USD\$22,000) for the right to acquire 100% interest and title to the one La Tortuga mining concession located in the Municipality of Opodepe, State of Sonora, Mexico.

The purchase price of the La Tortuga Silver Project is USD\$215,000 outlined in the Purchase Agreement with the following payment terms:



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Cash (USD)	Date
\$10,000	January 25, 2021 (paid)
\$30,000	first anniversary after contract execution
\$50,000	second anniversary after contract execution
\$125,000	third anniversary after contract execution

The Company was in the process of confirming the validity of the title, and given the uncertainty, wrote off the property from \$28,352 to \$nil during the year ended July 31, 2021.

During the year ended July 31, 2022, the Company incurred geological consulting fees of \$2,468, which were expensed.

On March 16, 2023, the Company elected to terminate the Assignment Agreement for the La Tortuga mineral concession as the Company could not confirm validity of the title. The Company retains a 100% interest in the 4000 hectare La Tortuga property (La Tortuga 2) and will continue to maintain that concession in good standing.

Paradox Basin Potash Permit Project

In May 2009, and amended on November 2, 2010, December 6, 2011, January 28, 2014, February 23, 2015 and November 4, 2015, American Potash entered into an option agreement (the "Sweetwater Option") to acquire applications to the United States Bureau of Land Management ("BLM") in respect of certain Utah permits, together with all permits and other rights issued pursuant to the applications, to allow for the exploration of potash prospects in Utah. A director of the Company is a party to the Sweetwater Option.

As at July 31, 2020, the Company assessed the likelihood to receive the prospecting permits was low. Therefore, during the year ended July 31, 2020, the Company wrote off the Paradox Basin Potash Permit Project from \$581,940 to \$nil.

During the three months ended October 31, 2023, the Company made payments totaling \$9,257 (USD\$6,819) (2022 - \$4,650 (USD\$3,491)) to renew mineral property licenses and for property fees, which were expensed.

Paradox Basin Brine and Potash Project

On August 23, 2016, 157 placer claims on BLM land covering 3,140 acres, were acquired in Grand County Utah, which overlay a large portion of the Federal Potash Permit Applications area.

Subsequent to the year ended July 31, 2020, the Company elected to allow Federal placer mineral claims to lapse due to escalating annual fees levied by the BLM. Therefore, during the year ended July 31, 2020, the Company wrote off the Paradox Basin Brine and Potash Project from \$272,318 to \$nil.

During the year ended July 31, 2021, the Company made a payment of \$85,722 (USD\$67,296) to renew mineral property licenses which were expensed. During the year ended July 31, 2022, the Company reinstated the mineral claims and \$135,562 (USD\$106,809) in mineral property claims was capitalized to the project.

On December 17, 2021, the Company's wholly owned subsidiary, American Potash LLC (the "Subsidiary"), entered into an Option Agreement with the Optionee pursuant to which the Optionee was granted the right to earn up to a 100% interest in its Utah state leases for potash and mineral salts minerals along with 128 federal placer claims recently acquired by the Subsidiary (the "Project").

Under the terms of the Option Agreement, to earn a 70% interest in the Project, the Optionee must make a cash payment of USD\$150,000 within five days of the Option Agreement (paid) and complete a pre-feasibility study demonstrating the economic viability of the Project within 24 months of the date of the Initial Option. In the event the



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Optionee is a publicly traded company with a market capitalization of over USD\$100 million at the time of delivering the pre-feasibility study, the Optionee must issue USD\$1 million worth of its common shares to the Subsidiary within 45 days of completing the pre-feasibility.

Within 90 days of completion of the pre-feasibility study, the Optionee must commission and deliver a valuation on the Project performed by an independent third party to the Subsidiary. At any time following exercise of the Initial Option and within 90 days from the delivery of the Valuation, the Optionee shall have the right to acquire the remaining 30% interest in the Project by making a cash payment to the Subsidiary based on the valuation of the Final Option. In the event the Initial Option is exercised but the Final Option is not exercised, the parties will enter into a joint venture agreement to operate the Project.

In connection with the Option Agreement, a cash finder's fee equal to 6% of all cash and shares of the Optionee received by the Company and 3% of the expenditures on the Project paid by the Optionee and any cash payment received by the Company upon exercise of the Final Option, will be payable.

The USD\$150,000 option payment received during the year ended July 31, 2022, net of finders' fees of USD\$9,000, has been included as a credit to the exploration and evaluation asset. The net option payment received exceeded lease and placer claims by \$43,396, which was reported as other income in the income statement.

On April 14, 2023, the Company entered into a new option agreement with the Optionee which replaced the previous option agreement on December 17, 2021. Under the terms of the Option Agreement, to earn a 70% interest in the Project, the Optionee must make a cash payment of USD\$150,000 (paid) and advance USD\$3 million to the Company by April 28, 2023. The Optionee must also complete two separate Pre-Feasibility Studies by December 31, 2024 and commission a valuation of the Project by an independent, mutually agreed upon third-party, to be delivered 90 days from the completion date of the Pre-Feasibility Studies. In the event the Optionee is a publicly traded company with a market capitalization of over USD\$100 million at the time of delivering the pre-feasibility study, the Optionee must issue USD\$1 million worth of its common shares to the Subsidiary within 45 days of completing the pre-feasibility and the valuation of the Project.

On May 8, 2023, the Company has terminated the Option Agreement with the Optionee as the Optionee did not meet its obligations to advance USD\$3 million to the Company by the April 28, 2023.

The USD\$150,000 option payment received during the year ended July 31, 2023 net of finders' fees of USD\$9,000 has been included as a credit to the exploration and evaluation asset. The net option payment received exceeded lease and placer claims by \$107,967, which has been reported as other income in the income statement.

Paradox Basin Brine and Potash Project Expenditures

	Three months ended October 31, 2023	Year ended July 31, 2023
Exploration and evaluation expenditures:	\$	\$
Balance, beginning	-	-
Federal permit	26,073	81,240
Option Agreement payment applied to claim fees	-	(81,240)
Foreign exchange translation	566	-
Balance, ending	26,639	-

Green River Potash and Lithium Project

On December 14, 2022, the Company announced that it has received initial approvals from the Utah Division of Oil Gas and Mining on applications for permits to drill exploratory wells on three of its eleven 100% owned Potash and Lithium State mineral leases which form part of the Green River Potash and Lithium Project, located within the Paradox Salt



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Basin, Utah. The Green River Potash and Lithium Project is made up of the Company's Paradox Basin Potash Permit Project and Paradox Basin Brine and Potash Project.

On October 4, 2023, the Company announced that it has received permits from the Utah Division of Oil Gas and Mining for the three exploratory wells.

	Three months ended October 31, 2023	Year ended July 31, 2023
Exploration and evaluation expenditures:	\$	\$
Balance, beginning	-	-
Federal permit	354,089	-
General administration	7,194	-
Staking	111,080	-
Foreign exchange translation	10,265	-
Balance, ending	482,628	-

Overall Performance

The following discussion of the Company's financial performance is based on the condensed interim consolidated financial statements for the three months ended October 31, 2023.

The consolidated statement of financial position as at October 31, 2023 indicates a cash position of \$1,662 (July 31, 2023 - \$234,997). The Company has prepaid expenses of \$307,869 (July 31, 2023 - \$262,200), interest receivable of \$3,711 (July 31, 2023 - \$182), and GST receivable of \$10,898 (July 31, 2023 - \$9,215). Non-current assets consist of deposits of \$450,440 (July 31, 2023 - \$427,885) and exploration and evaluation assets of \$509,267 (July 31, 2023 - \$nil).

Current liabilities at October 31, 2023 total \$463,002 (July 31, 2023 - \$89,364), comprising accounts payable of \$423,002 (July 31, 2023 - \$57,364) and accrued liabilities of \$40,000 (July 31, 2023 - \$32,000).

Shareholders' equity at October 31, 2023 is comprised of share capital of \$11,698,258 (July 31, 2023 - \$11,638,258), share-based payment reserve of \$1,710,773 (July 31, 2023 - \$1,710,773), warrant reserve of \$965,452 (July 31, 2023 - \$965,452), foreign translation reserve of \$363,000 (July 31, 2023 - \$352,982) and an accumulated deficit of \$13,916,638 (July 31, 2023 - \$13,822,350) for total shareholders' equity of \$820,845 (July 31, 2023 - \$845,115).

The Company has a working capital deficit of \$138,862 (July 31, 2023 - working capital of \$417,230).

As at October 31, 2023, the Company has no significant earnings and currently 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 permit for exploration not be granted and should exploration results provide further information that does not support the underlying value of such assets.



Management's Discussion and Analysis for the Three Months Ended October 31, 2023

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:

	2024		2023			2022		
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
Net Sales/ Revenue	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
Net Loss	\$(94,288)	\$(217,389)	\$(28,972)	\$(1,110,686)	\$(48,995)	\$(49,849)	\$(89,284)	\$(78,589)
Basic Loss per share	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.02)	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)

Note: Fully-diluted per share amounts are not scheduled as they would be anti-dilutive.

Results of Operations

During the three months ended October 31, 2023, the Company reported a net loss of \$94,288 or \$0.00 per share compared to a loss of \$48,995 or \$0.00 per share for the three months ended October 31, 2022. The most significant expenses and expenses with variances to prior periods were as follows:

- Investor relations, website and marketing of \$47,996 (2022 - \$3,715) relates to investor relation activities conducted by the Company to generate interest for the Company's projects and its financing completed subsequent to the quarter ended October 31, 2023.
- Foreign exchange gain of \$14,798 (2022 -\$1,002) relates to foreign currency transactions translated to the CAD functional currency of the parent company or the US functional currency of the subsidiaries. Foreign exchange gains or losses result from balances which are held in currencies other than the functional currency of the entity.

Liquidity & Capital Resources

At October 31, 2023, the Company's cash balance was \$1,662 and has a working capital deficit of \$138,862, compared with a cash balance of \$234,997 and a working capital of \$417,230 at July 31, 2023.

The following capital transactions occurred in the three-month period ended October 31, 2023:

During the three months ended October 31, 2023, the Company issued 800,000 common shares related to the exercise of 800,000 warrants at an exercise price of \$0.075 per share.

The following capital transactions occurred in the year ended July 31, 2023:

On June 28, 2023, the Company issued 20,000,000 units (the "Units") at a price of \$0.05 per Unit for total gross proceeds of \$1,000,000 in a non-brokered private placement (the "Private Placement"). Each Unit consists of one common share (a "Common Share") and one-half of one non-transferable Common Share purchase warrant (each whole warrant, a "Warrant"). Each Warrant is exercisable for one additional Common Share at an exercise price of \$0.10 until June 28, 2026. The Company has paid a 6% finder's fee to Haywood Securities Inc. ("Haywood") and Canaccord Genuity Corp. ("Canaccord") in connection with proceeds raised by the Company from investors introduced to the Company by each of Haywood and Canaccord, consisting of cash amounts of \$46,800 and \$6,000, respectively, and non-transferable broker warrants (each a "Broker's Warrant") in the amounts of 936,000 and 120,000, respectively. Each Broker's Warrant has the same terms as the Warrants.

On July 17, 2023, the Company issued 848,000 shares with a fair value of \$42,400 to settle a promissory note and accrued interest.



Management's Discussion and Analysis for the Three Months Ended October 31, 2023

	Increase (Decrease) in Cash & Cash Equivalents for the three months ended	
	October 31, 2023	October 31, 2022
Operating Activities	\$ (130,652)	\$ (6,856)
Investing Activities	(161,870)	(14,349)
Financing Activities	60,000	-
Effect of exchange rate changes	(813)	(188)
Total Change in Cash	(233,335)	(21,393)
Cash, Beginning of the Period	234,997	91,489
Cash, End of the Period	\$ 1,662	\$ 70,096

Operating Activities

Cash used in operating activities primarily consist of general and administrative expenditures. The \$130,652 (2022 - \$6,856) in cash used for operating activities for the three months ended October 31, 2023 is attributable to the net loss during the period of \$94,288 plus changes in non-cash working capital items.

Investing Activities

The cash used in investing activities for the three months ended October 31, 2023 of \$161,870 (2022 - \$14,349) is due to the exploration and evaluation expenses during the period.

Financing Activities

The cash provided in financing activities for the three months ended October 31, 2023 of \$60,000 (2022 - \$nil) relates to the warrant exercises that occurred during the period.

The Company currently has no significant revenues from operations and has been dependent on equity financing to fund its operations.

Management has been successful in accessing the equity markets in the current and prior periods, but there is no assurance that such sources will be available, on acceptable terms, or at all in the future. Factors which could impact management's ability to access the equity markets include the state of capital markets, market prices and market interest.

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

Subsequent to October 31, 2023, the Company closed a non-brokered private placement resulting in the issuance of 10,800,000 Units at a price of \$0.05 per Unit for total gross proceeds of \$540,000. Each Unit consists of one common share and one transferable common share purchase warrant exercisable at a price of \$0.075 until November 23, 2026.

The Company paid a finder's fee of 8% consisting of a cash payment of \$37,600 and the issuance of 752,000 Broker's Warrants having the same terms as the common share purchase warrants.

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.



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Related Party Transactions

The Company incurred the following transactions with directors, officers and companies that are controlled by directors of the Company:

	Three months ended October 31,	
	2023	2022
	\$	\$
Management fees	22,500	15,000
Exploration and evaluation expenditures	7,194	-
	29,694	15,000

A director of the Company is a party to the Sweetwater Option Agreement.

Management fees were paid directly to the President and CEO and to a company owned by the President and CEO for management services.

Exploration and evaluation expenditures were paid to a company owned by a director of the Company.

Key management includes directors and executive officers of the Company. Other than the amounts disclosed above, there was no other compensation paid or payable to key management for employee services for the reported periods.

Commitments

On June 7, 2018, the Company entered into an agreement with the President and CEO, Jon George, to provide management/consulting services to the Company at a rate of \$5,000 per month for a period of six months, automatically renewing at the end of each period. On December 14, 2022, the Company entered a new agreement, at a rate of \$7,500 per month for a period of twelve months, automatically renewing at the end of each period. The agreement has a termination and change of control clause whereby he is entitled to the equivalent of 12 months his monthly management fee within 30 days.

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. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions.

The carrying amount of financial assets represents the maximum credit exposure. The risk is assessed as low.



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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 Company operates in Canada, US, and Mexico and a portion of the Company's expenses are incurred in Canadian dollars ("CAD"), US dollars ("USD"), and Mexican Pesos ("MXN"). A significant change in the currency exchange rates between the Canadian, US and Mexican currencies, could have an effect on the Company's results of operations, financial position or cash flows. 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 USD and MXN:

	October 31, 2023	July 31, 2023
	\$	\$
Cash	288	4,181
Accounts receivable and prepaids	247,866	162,659
Accounts payable and accrued liabilities	(384,380)	(13,177)
	(136,226)	153,663

Based on the above net exposures, as at October 31, 2023, a 10% change against the Canadian Dollar would impact the Company's net income by \$13,623 (July 31, 2023 - \$15,366).

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. All of the Company's financial liabilities have contractual maturities of less than six months. Liquidity risk is assessed as high.

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 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.

Cash is measured using level 1 inputs.



g) Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support its operations and business development. 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.

The Company has not generated any significant revenues since its inception; therefore, the Company is dependent on external financing to fund its future intended business plan. The capital structure of the Company currently consists of working capital and shareholders' equity. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through private placements.

The Company is not subject to externally imposed capital requirements.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the period.

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 20, 2023, the Company has 102,162,449 common shares issued and outstanding, 4,150,000 stock options outstanding and 44,152,000 warrants outstanding.

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.



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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.



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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 outstanding exploration permits to American Potash. In that event, the outstanding federal BLM applications will hold no value.

Disclosure of Controls and Procedures

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. In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the consolidated financial statements for the three months ended October 31, 2023 and 2022 and this accompanying MD&A (together, the "Interim Filings").

In contrast to the full certificate under NI 52-109 the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information, the reader should refer to the Venture Issuer Basic Certificates filed by the Company with its filings on SEDAR+ at www.sedarplus.ca.

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.sedarplus.ca.