

FIRST POTASH CORP.

Condensed Interim Financial Statements

For the three months ended May 31, 2021 and May 31, 2020

(Expressed in Canadian Dollars)

(Unaudited)

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM FINANCIAL STATEMENTS

The accompanying unaudited condensed interim financial statements of First Potash Corp. (the “Company”) have been prepared by and are the responsibility of the Company’s management. These financial statements, along with the accompanying notes, have been reviewed and approved by the members of the Company’s audit committee.

In accordance with Canadian Securities Administrators National Instruments 51-102, the Company discloses that these unaudited condensed interim financial statements have not been reviewed by the Company’s auditors.

FIRST POTASH CORP.

CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
(Unaudited)
AS AT

	May 31, 2021	February 28, 2021
ASSETS		
Current		
Cash in trust	\$ 1,950	\$ 26,181
	\$ 1,950	\$ 26,181
<hr/>		
LIABILITIES		
Current		
Accounts payable	\$ 19,633	\$ 21,842
Accrued liabilities	7,500	12,500
	\$ 27,133	\$ 34,342
 SHAREHOLDERS' DEFICIENCY		
Capital stock (Note 5)	8,927,636	8,927,636
Contributed surplus	1,466,528	1,466,528
Deficit	(10,419,347)	(10,402,325)
	(25,183)	(8,161)
Total Shareholders' Deficiency	(25,183)	(8,161)
	\$ 1,950	\$ 26,181

Nature of operations (Note 1)

Going Concern (Note 2)

Subsequent Events (Note 9)

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

Approved and authorized by the Board of Directors on August 13, 2021:

“BENNETT KURTZ”

 Director

“JOHN PASSALACQUA”

 Director

FIRST POTASH CORP.

CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)
(Unaudited)

	For the three months ended	
	May 31, 2021	May 31, 2020
Expenses		
Audit fees	\$ 785	\$ -
Accounting fees	8,125	-
Directors Fees	-	-
Legal fees	5,303	-
Regulatory filing fees	2,809	-
	17,022	-
Net loss and comprehensive loss for the period	\$ (17,022)	\$ -
Loss per share - basic and diluted	\$ (0.00)	\$ (0.00)
Weighted average common shares	149,221,902	60,962,649

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

FIRST POTASH CORP.

CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
(Unaudited)

	For the periods ended	
	May 31, 2021	May 31, 2020
Operating activities		
Net loss for the period	\$ (17,022)	\$ -
Non-cash working capital item changes:		
Accounts payable and accrued liabilities	(7,208)	-
Cash used in operating activities	(24,230)	-
Financing activities		
Proceeds from issuance of shares	-	-
Proceeds from issuance of debt	-	-
Cash provided by financing activities	-	-
Change in cash during the period	26,181	-
Cash, beginning of period	26,181	-
Cash, end of period	\$ 1,950	\$ -
Cash (paid) received during the period for income taxes and interest	\$ -	\$ -

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

FIRST POTASH CORP.

**STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIENCY
FOR THE THREE MONTHS ENDED MAY 31, 2021 AND MAY 31, 2020**

(Expressed in Canadian Dollars)
(Unaudited)

	Number of Shares	Capital Stock	Contributed Surplus	Deficit	Total
Balance February 28, 2020	60,962,649	\$ 8,847,636	\$ 1,466,528	\$ (10,336,644)	\$ (22,500)
Loss for the period	-	-	-	-	-
Balance May 31, 2020	60,962,649	8,847,636	1,466,528	(10,336,664)	(22,500)
Shares issued for cash	176,283,241	70,000	-	-	70,000
Shares issued for debt	62,111,801	10,000	-	-	10,000
Loss for the period	-	-	-	(65,661)	(65,661)
Balance February 28, 2021	299,357,691	8,927,636	1,466,528	(10,402,325)	(8,161)
Loss for the period	-	-	-	(17,022)	(17,022)
Balance May 31, 2021	299,357,691	\$ 8,927,636	\$ 1,466,528	\$ (10,419,347)	\$ (25,183)

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

FIRST POTASH CORP.

Notes to the Financial Statements

May 31, 2021

(Expressed in Canadian Dollars)

(Unaudited)

1. Nature of Operations

First Potash Corp. (the “Company”), was incorporated in British Columbia on September 18, 2006. The address of the Company’s corporate office is Suite 1500-1055 West Georgia Street, Vancouver, BC V6E 4N7.

On October 23, 2020, the Company was restored. The Company announced that pursuant to its application to the Executive Director of the British Columbia Securities Commission (the “BCSC”) for a partial revocation of the order issued by the BCSC dated July 17, 2013 (the “BC CTO”), and its application to the Executive Director of the Alberta Securities Commission (the “ASC”) to vary a cease trade order issued by the ASC on October 16, 2013 (the “AB CTO”), on December 16, 2020, the BCSC issued a partial revocation order (the “Partial Revocation Order”) of the BC CTO and the ASC issued a variation order (the “Variation Order”) varying the AB CTO. The Partial Revocation Order and the Variation Order are solely for the purpose of permitting the Company to: (a) enter into a loan agreement (the “Loan Agreement”) to borrow \$10,000 (the “Loan”), with the proceeds to be used to pay expenses for the revival of the Company and the expenses in connection with the Partial Revocation Order and Variation Order (b) to convert the Loan into units; and (c) issue: (i) up to 90,294,822 common shares of the Company, at a subscription price of \$0.000161 per common share; and (ii) up to 85,988,419 common shares of the Company, at a subscription price of \$0.000645 per common share.

The Company announced on March 26, 2021, the Alberta Securities Commission and British Columbia Securities Commission each issued an order revoking their previously issued cease trade orders in respect of the securities of the Company.

2. Going Concern

These financial statements have been prepared using International Financial Reporting Standards (“IFRS”) applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. Accordingly, it does not give effect to adjustments, if any that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities in other than the normal course of business and at amounts which may differ from those shown in the financial statements. The ability of the Company to continue as a going concern is dependent on its ability to obtain additional equity financing and achieve future profitable operations.

As at May 31, 2021, the Company had a working capital deficit of \$25,183. The Company’s liquidity is dependent on its ability to obtain additional equity financing and achieve future profitable operations.

The Company has not generated revenue from operations and will require additional financing to maintain its operations and activities. These material uncertainties and conditions may cast significant doubt as to the Company’s ability to continue as a going concern.

FIRST POTASH CORP.

Notes to the Annual Financial Statements

May 31, 2021

(Expressed in Canadian Dollars)

(Unaudited)

2. Going Concern (cont'd...)

The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

Further, in March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic which has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposing quarantine period and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions.

It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's ability to continue as a going concern.

3. Basis of Presentation

Statement of compliance

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34, Interim financial reporting. The comparative information has also been prepared on this basis. They do not include all of the information required for full annual financial statements.

These financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

These financial statements were authorized for issue by the Board of Directors on August 13, 2021.

Basis of measurement

These financial statements are presented in Canadian dollars, unless otherwise stated.

Critical accounting judgments and estimates

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

FIRST POTASH CORP.
Notes to the Annual Financial Statements
May 31, 2021
(Expressed in Canadian Dollars)
(Unaudited)

3. Basis of Presentation (cont'd...)

Critical judgments in applying accounting policies

The preparation of these financial statements requires management to make judgments regarding the going concern of the Company, as discussed in Note 2.

4. Significant Accounting Policies

The financial statements of the Company have been prepared in accordance with IFRS and reflect the following significant accounting policies:

Financial Instruments

Recognition

The Company recognizes financial assets and financial liabilities on the date the Company becomes a party to the contractual provisions of the instruments.

Classification

The Company classifies its financial assets and financial liabilities in the following measurement categories:

- (i) those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss; and
- (ii) those to be measured at amortized cost.

The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (an irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income or loss.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified. The Company has implemented the following classifications:

- Financial assets measured at amortized cost are comprised of cash in trust.

FIRST POTASH CORP.

Notes to the Financial Statements

May 31, 2021

(Expressed in Canadian Dollars)

(Unaudited)

4. Significant Accounting Policies (cont'd...)

Financial Instruments (cont'd...)

- All current liabilities are classified as other financial liabilities and measured at amortized cost using the effective interest rate method. Interest expense is recorded in profit or loss.

Measurement

All financial instruments are required to be measured at fair value on initial recognition, plus, in case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any changes taken to profit and loss or other comprehensive income or loss (an irrevocable election at the time of recognition).

Impairment

The Company assesses all information available, including on a forward-looking basis, the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as the reporting date, with the risk of default as at the date of initial recognition, based on all information available, and reasonable and supportive forward-looking information.

See Note 8 for additional information on the classification of the Company's financial instruments.

Basic and diluted loss per share

Basic loss per share is computed by dividing the loss for the year by the weighted average number of common shares outstanding during the year. For diluted per share computations, assumptions are made regarding potential common shares outstanding during the year. The weighted average number of common shares is increased to include the number of additional common shares that would be outstanding if, at the beginning of the year, or at time of issuance, if later, all options and warrants are exercised. Proceeds from exercise are used to purchase the Company's common shares at their average market price during the year, thereby reducing the weighted average number of common shares outstanding. If these computations prove to be anti-dilutive, diluted loss per share is the same as basic loss per share.

FIRST POTASH CORP.

Notes to the Financial Statements

May 31, 2021

(Expressed in Canadian Dollars)

(Unaudited)

4. Significant Accounting Policies (cont'd...)

Income taxes

Tax provisions are based on enacted or substantively enacted laws. Changes in those laws could affect amounts recognized in profit or loss both in the period of change, which would include any impact on cumulative provisions, and in future periods. Deferred tax assets (if any) are recognized only to the extent it is considered probable that those assets will be recoverable. This involves an assessment of when those deferred tax assets are likely to reverse and a judgment as to whether or not there will be sufficient taxable profits available to offset the tax assets when they do reverse. This requires assumptions regarding future profitability and is therefore inherently uncertain. To the extent assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognized in respect of deferred tax assets as well as the amounts recognized in profit or loss in the period in which the change occurs.

Share based payments

The Company grants stock options to buy common shares of the Company to directors, officers, employees and service providers. The Company recognizes share-based compensation expense based on the estimated fair value of the options. A fair value measurement is made for each vesting installment within each option grant and is determined using the Black-Scholes option-pricing model. The fair value of the options is recognized over the vesting period of the options granted as both share-based compensation expense and reserves. This includes a forfeiture estimate, which is revised for actual forfeitures in subsequent periods. The reserves account is subsequently reduced if the options are exercised and the amount initially recorded is then credited to capital stock.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

Unit offerings

Proceeds received on the issuance of units, consisting of common shares and warrants, are allocated first to common shares based on the market trading price of the common shares at the time the units are priced, and any excess is allocated to warrants.

FIRST POTASH CORP.

Notes to the Financial Statements

May 31, 2021

(Expressed in Canadian Dollars)

(Unaudited)

4. Significant Accounting Policies (cont'd...)

Comprehensive income (loss)

Comprehensive income (loss) is the change in the Company's equity that results from transactions and other events from other than the Company's shareholders. Gains and losses that would otherwise be recorded as part of net earnings is presented in other "comprehensive income" until it is considered appropriate to recognize into net earnings. Comprehensive income (loss) consists of net income (loss) and other comprehensive income (loss) and represents the change in shareholders' equity which results from transactions and events from sources other than the Company's shareholders. For the years presented, net loss was the same as comprehensive loss.

Recent Accounting Pronouncements

Amendments to IAS 1: Classification of Liabilities as Current or Non-Current and Deferral of Effective Date.

In January 2020, the IASB issued amendments to IAS 1, Presentation of Financial Statements, to provide a more general approach to the presentation of liabilities as current or non-current based on contractual arrangements in place at the reporting date.

These amendments:

- specify that the rights and conditions existing at the end of the reporting period are relevant in determining whether the Company has a right to defer settlement of a liability by at least twelve months;
- provide that management's expectations are not a relevant consideration as to whether the Company will exercise its rights to defer settlement of a liability; and
- clarify when a liability is considered settled.

On July 15, 2020, the IASB issued a deferral of the effective date for the new guidance by one year to annual reporting periods beginning on or after January 1, 2023 and is to be applied retrospectively. The Company has not yet determined the impact of these amendments on its financial statements.

5. Capital Stock and Reserves

The authorized capital stock of the Company is an unlimited number of common shares and unlimited number of preferred shares issuable in series. As at May 31, 2021, and February 28, 2021, the Company had 299,357,691 outstanding and as a February 29, 2020, the Company had 60,962,649 common shares outstanding.

FIRST POTASH CORP.

Notes to the Financial Statements

May 31, 2021

(Expressed in Canadian Dollars)

(Unaudited)

5. Capital Stock and Reserves (cont'd...)

During the three months ended May 31, 2021

On May 13, 2021, pursuant to a private agreement, Loomac Management Ltd. disposed of 103,693,652 common shares and 62,111,801 common share purchase warrants of the Company at a price of \$0.00675 per common share aggregating in total \$70,000 and for no additional consideration for the warrants.

As a result of the above transactions, Loomac Management Ltd. no longer owns any securities of the Issuer. For the three months ended May 31, 2021, the Company's primary business activity is investigating business opportunities to pursue with a view to potentially acquire them or an interest therein.

On May 13, 2021, ExpoWorld Ltd. acquired, pursuant to a private agreement, beneficial ownership and control of 51,846,826 common shares of the Company at a price of \$0.000675 per share and 31,055,901 common share purchase warrants ("warrants") for no additional consideration. As a result of the above transaction, ExpoWorld Ltd. now beneficially owns and controls a total of 119,197,521 common shares which represents 39.8178% of the issued common shares of the Company, and beneficially owns and controls 31,055,901 warrants. If ExpoWorld Ltd. exercises all of the Warrants, it would beneficially own 150,253,422 common shares of the Company, which would represent approximately 45.47% of the issued common shares of the Company on a fully diluted basis. ExpoWorld Ltd. owned and controlled 67,350,695 common shares of the Company prior to the acquisition referred to above.

On May 13, 2021, 1254450 Ontario Limited acquired, pursuant to a private agreement, beneficial ownership and control of 38,885,120 common shares of the Company at a price of \$0.000675 per share and 10,000,000 warrants for no additional consideration. As a result of the above transaction, 1254450 Ontario Limited now beneficially owns and controls a total of 76,986,776 common shares which represents 25.7173% of the issued common shares of the Company, and beneficially owns and controls 10,000,000 warrants. If 1254450 Ontario Limited exercises all of the Warrants, it would beneficially own 86,986,776 common shares of the Company, which would represent approximately 26.3266% of the issued common shares of the Company on a fully diluted basis. 1254450 Ontario Limited owned and controlled 38,101,656 common shares Company prior to the acquisition referred to above.

On May 13, 2021, 582284 Ontario Limited acquired, pursuant to a private agreement, beneficial ownership and control of 12,961,706 common shares of the Company at a price of \$0.000675 per share and 21,055,900 warrants for no additional consideration. As a result of the above transaction, 582284 Ontario Limited now beneficially owns and controls a total of 42,210,745 common shares which represents 14.1004% of the issued common shares of the Company, and beneficially owns and controls 21,055,900 warrants. If 582284 Ontario Limited exercises all of the warrants, it would beneficially own 63,266,645 common shares of the Company, which would represent approximately 21.1341% of the issued common shares of the Company on a fully diluted basis. 582284 Ontario Limited owned and controlled 29,249,039 common shares of the Company prior to the acquisition referred to above.

FIRST POTASH CORP.

Notes to the Financial Statements

May 31, 2021

(Expressed in Canadian Dollars)

(Unaudited)

5. Capital Stock and Reserves (cont'd...)

During the year ended February 28, 2021

The Company announced that pursuant to its application to the Executive Director of the British Columbia Securities Commission (the "BCSC") for a partial revocation of the order issued by the BCSC dated July 17, 2013 (the "BC CTO"), and its application to the Executive Director of the Alberta Securities Commission (the "ASC") to vary a cease trade order issued by the ASC on October 16, 2013 (the "AB CTO"), on December 16, 2020, the BCSC issued a partial revocation order (the "Partial Revocation Order") of the BC CTO and the ASC issued a variation order (the "Variation Order") varying the AB CTO. The Partial Revocation Order and the Variation Order are solely for the purpose of permitting the Company to: (a) enter into a loan agreement (the "Loan Agreement") to borrow \$10,000 (the "Loan"), with the proceeds to be used to pay expenses for the revival of the Company and the expenses in connection with the Partial Revocation Order and Variation Order (b) to convert the Loan into units; and (c) issue: (i) up to 90,294,822 common shares of the Company, at a subscription price of \$0.000161 per common share; and (ii) up to 85,988,419 common shares of the Company, at a subscription price of \$0.000645 per common share (the Offering).

On January 8, 2021, the Company entered into the Loan Agreement with Loomac Management Ltd. ("Loomac"). Pursuant to the terms of the Loan Agreement, the Company received a loan of \$10,000 which was converted into 62,111,801 units of the Company. Each unit consists of one common share and one common share purchase warrant ("Warrant"), with each Warrant entitling the holder to purchase one additional common share at an exercise price of \$0.000645 per share for a period of 60 months from the date of issue. The common shares, the Warrants, and the common shares issuable upon exercise of the Warrants are subject to a statutory four-month holder period and the BC CTO and the AB CTO.

On January 11, 2021, the Company issued to Loomac 14,091,510 common shares at a price of \$0.000161 per share for a total amount of \$2,269 and 27,490,341 common shares at a price of \$0.000645 per share, for a total of \$17,731. The common shares are subject to a statutory four month hold period and the BC CTO and the AB CTO.

On January 22, 2021, the Company announced the issuance of the final tranche of the Offering of common shares, for a total of 76,203,312 common shares at a price of \$0.000161 per share for a total amount of \$12,269 and 58,498,078 common shares at a price of \$0.000645 per share, for a total of \$37,731.

Options

During the three months ended May 31, 2021, the Company did not have any stock option activity. During the year ended February 28, 2021, the Company had 1,248,800 stock options expire and during the year ended February 29, 2020, the Company did not have any stock option activity.

FIRST POTASH CORP.

Notes to the Financial Statements

May 31, 2021

(Expressed in Canadian Dollars)

(Unaudited)

5. Capital Stock and Reserves (cont'd...)

	Number of Options	Weighted Average Exercise Price
Outstanding at February 28, 2021	2,325,000	\$0.14
Expired	-	-
Outstanding at May 31, 2021	2,325,000	\$0.14

At February 28, 2021 the following stock options were outstanding and exercisable:

Outstanding	Exercisable	Exercise Price	Remaining Contractual Life (years)	Expiry Date
2,125,000	2,125,000	0.15	0.31	September 22, 2021
200,000	200,000	0.07	0.84	April 1, 2022
2,325,000	2,325,000	0.14		

The weighted average contract life remaining on the above stock options is 0.36 years.

Warrants

The Company did not have any warrant activity during the three months ended May 31, 2021. The Company has outstanding 62,111,801 purchase warrants as at May 31, 2021 and the year ended February 28, 2021. The Company did not have any warrant activity or outstanding share purchase warrants as at or during the year ended February 29, 2020.

The following is a summary of warrants outstanding as at May 31, 2021:

	Number of Warrants	Weighted Average Exercise Price	Expiry Date
Outstanding as at May 31, 2021 and February 28, 2021	62,111,801	\$0.000645	January 8, 2026

FIRST POTASH CORP.

Notes to the Financial Statements

May 31, 2021

(Expressed in Canadian Dollars)

(Unaudited)

6. Income Taxes

This note has not been updated from February 28, 2021.

7. Related Party Transactions

Related parties and related party transactions impacting the accompanying financial statements are summarized below and include transactions with the following individuals or entities:

Key management personnel

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

There was remuneration attributed to key management personnel during the three months ended May 31, 2021, but no remuneration during the three months ended May 31, 2020:

	For the three months ended	
	May 31, 2021	May 31, 2020
Consulting and professional fees	\$ 3,250	\$ -
Directors fees	-	-
	<u>\$ 3,250</u>	<u>\$ -</u>

Other related parties

As at May 31, 2021, \$3,250 (February 28, 2021, \$20,000) was included in accounts payable as due to the CEO/CFO of the Company.

FIRST POTASH CORP.

Notes to the Financial Statements May 31, 2021 (Expressed in Canadian Dollars) (Unaudited)

8. Financial Instruments and Capital Risk Management

The Company's financial instruments consist of cash in trust and accounts payable.

The Company is exposed in varying degrees to a variety of financial instrument related risks:

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company is not exposed to significant credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due.

The Company as of May 31, 2021, has \$1,950 cash in trust and \$27,133 in current liabilities. The Company is exposed to liquidity risk.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements and loans from related and other parties. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The risk that the Company will realize a loss as a result of a decline in the interest rate is low, as the Company has no investments or liabilities with variable interest rates.

b) Foreign currency risk

As at May 31, 2021, the Company's expenditures are predominantly in Canadian dollars, and any future equity raised is expected to be predominantly in Canadian dollars. As a result, the Company believes its currency risk to be minimal.

FIRST POTASH CORP.

Notes to the Financial Statements
May 31, 2021
(Expressed in Canadian Dollars)
(Unaudited)

8. Financial Instruments and Capital Risk Management (cont'd...)

Market risk (cont'd)

- Price risk

Price risk is related to equity and commodity price risks. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. As the Company holds no equity or commodity related investments or assets, the Company has no exposure to price risk.

Capital management

The Company manages the capital structure and makes adjustments to it in light of changes in 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, issue debt, acquire or dispose of assets or adjust the amount of cash and investments.

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

9. Subsequent Events

On July 12, 2021, the Company announced that at the Annual General Meeting of Shareholders of the Corporation on June 25, 2021, a new Board of Directors was appointed. The Board now consists of Bennett Kurtz, John Passalacqua and Marc Branson. In addition, Lorilee Kozuska resigned and thereafter Bennett Kurtz was appointed as the President, Chief Executive Officer, Chief Financial Officer and Secretary of the Corporation.