ORGANIC POTASH CORPORATION

UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2015 AND 2014

(Expressed in Canadian Dollars)

Notice of No Auditor Review of Interim Financial Statements

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The management of Organic Potash Corporation is responsible for the preparation of the accompanying unaudited condensed interim consolidated financial statements. The unaudited condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards and are considered by management to present fairly the consolidated financial position, operating results and cash flows of the Company.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor. These unaudited financial statements include all adjustments, consisting of normal and recurring items, that management considers necessary for a fair presentation of the consolidated financial position, results of operations and cash flows.

"Heather Welner"

Heather Welner

Chief Executive Officer

"Heather Welner"

Heather Welner

Chair of the Board of Directors

November 26, 2015

Organic Potash Corporation

Unaudited Condensed Interim Consolidated Statements of Financial Position

		September 30, 2015		June 30, 2015
Assets				
Current				
Cash	$	1,458	$	3,019
Trade and other receivables (note 4)		791		902
Prepaids		15,299		7,149
		17,548		11,070
Property, plant and equipment (note 5)		23,756		33,418
Total Assets	$	41,304	$	44,488
Liabilities				
Current				
Accounts payable and accrued liabilities (note 13)	$	2,278,054	$	2,237,236
Loans payable (notes 6 and 13)		279,333		250,309
Convertible debentures (note 9)		870,000		870,000
		3,427,387		3,357,545
Shareholders' Deficiency				
Share capital (note 7)		3,460,046		3,460,046
Contributed surplus (note 8)		1,074,319		1,063,020
Warrants (note 7)		5,328		16,627
Accumulated other comprehensive loss		(442,499)		(316,485)
Equity portion of convertible debentures (note 9)		259,295		259,295
Deficit		(7,742,572)		(7,795,560)
		(3,386,083)		(3,313,057)
Total Liabilities and Shareholders' Deficiency	$	41,304	$	44,488

Nature of operations and going concern (note 1)
Commitments (note 12)
Subsequent events (note 14)

Approved by the Board

“Heather Welner”	“Wally Rudensky”
Director	Director

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

Organic Potash Corporation

Unaudited Condensed Interim Consolidated Statements of Income (Loss) and Comprehensive Loss
Three months ended September 30,

		2015		2014
Sales	$	-	$	12,663
General and administration (note 10)		11,986		282,979
Operating costs		7,099		49,480
Depreciation (note 5)		3,540		56,867
		22,625		376,663
Finance costs (note 9)		21,929		34,336
Foreign exchange gain		(86,089)		(78,707)
Gain on disposition of property, plant and equipment (note 5)		(11,453)		-
Loss (income) before provision for income taxes		(52,988)		332,292
Income taxes		-		-
Net income (loss) for the period		52,988		(332,292)
Exchange loss on translating to presentation currency		(126,014)		(72,277)
Comprehensive loss for the period	$	(73,026)	$	(404,569)
Gain (loss) per common share, basic and diluted	$	0.00	$	(0.00)
Weighted average number of common shares, basic and diluted		70,491,919		69,983,223

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

Organic Potash Corporation

Unaudited Condensed Interim Consolidated Statements of Changes in Equity

	Share Capital	Contributed Surplus	Warrants	Accumulated Other Comprehensive Loss	Equity portion of Convertible Debentures	Prepaid Share Subscriptions	Deficit	Total Shareholders' Equity (Deficit)
Balance as at June 30, 2014	$ 3,341,874	$ 1,052,709	$ 21,610	$ (61,906)	$ 108,415	$ 80,000	$ (6,722,085)	$ (2,179,383)
Issuance of shares, net of cash issue costs (note 7)	118,172	-	5,328	-	-	-	-	123,500
Prepaid share subscriptions	-	-	-	-	-	(80,000)	-	(80,000)
Loss and comprehensive loss for the period	-	-	-	(72,277)	-	-	(332,292)	(404,569)
Balance as at September 30, 2014	3,460,046	1,052,709	26,938	(134,183)	108,415	-	(7,054,377)	(2,540,452)
Balance as at June 30, 2015	3,460,046	1,063,020	16,627	(316,485)	259,295	-	(7,795,560)	(3,313,057)
Expiry of warrants	-	11,299	(11,299)	-	-	-	-	-
Income (loss) and comprehensive income (loss) for the period	-	-	-	(126,014)	-	-	52,988	(73,026)
Balance as at September 30, 2015	$ 3,460,046	$ 1,074,319	$ 5,328	$ (442,499)	$ 259,295	$ -	$ (7,742,572)	$ (3,386,083)

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

Organic Potash Corporation

Consolidated Statements of Cash Flows
Three months ended September 30,

		2015		2014
Cash flows provided from (used in):				
Operating activities				
Net income (loss) for the period	$	52,988	$	(332,292)
Items not affecting cash:				
Depreciation (note 5)		3,540		56,867
Gain on disposition of property, plant and equipment		(11,453)		-
Accretion on convertible debentures (note 9)		-		11,692
Net changes in non-cash working capital:				
Trade and other receivables		111		4,876
Prepaids		(8,150)		(4,837)
Inventory		-		6,757
Accounts payable and accrued liabilities		40,818		303,808
		77,854		46,871
Investing activities				
Proceeds from disposition of property, plant and equipment (note 5)		19,634		-
		19,634		-
Financing activities				
Changes in prepaid share subscriptions		-		(80,000)
Proceeds from loans payable (note 6 and 13)		16,425		-
Proceeds from issuance of units, net of issue costs (note 7)		-		123,500
		16,425		43,500
Effects of foreign currency translation		(115,474)		(87,318)
Increase (decrease) in cash		(1,561)		3,053
Cash, beginning of the period		3,019		24,035
Cash, end of period	$	1,458	$	27,088

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

1. Nature of operations and going concern

Organic Potash Corporation ("OPC" or the "Company") was incorporated on June 26, 2009 under the Ontario Business Corporations Act. The Company is engaged in West Africa in the production and export of potassium carbonate produced from agricultural waste, in particular, cocoa husks. The address of the Company's registered office is 10 Wilkinson Road, Suite 22, Brampton, Ontario, L6T 5B1, Canada.

The condensed interim consolidated financial statements for the three months ended September 30, 2015, and 2014, were approved and authorized for issue by the Board of Directors on November 26, 2015.

The condensed consolidated interim financial statements were prepared on a going concern basis, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

The Company has significant negative cash flows from operations and a significant working capital deficiency. Whether and when the Company can attain profitability and positive cash flows is uncertain. These uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

The Company will need to raise capital in order to fund its operations. To address its financing requirements, the Company will seek financing through debt and equity financings, asset sales, and rights offerings to existing shareholders. The outcome of these matters cannot be predicted at this time. Adjustments to the consolidated statement of financial position would be material if the Company was unable to continue as a going concern.

2. Basis of presentation

The condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of condensed interim financial statements including IAS 34. The condensed interim consolidated financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the audited consolidated financial statements for the year ended June 30, 2015, as they follow the same accounting policies, unless otherwise indicated.

(a) Basis of measurement

The condensed interim consolidated financial statements have been prepared on the historical cost basis. Where there are assets and liabilities calculated on a different basis, this fact is disclosed in the relevant accounting policy.

(b) Basis of consolidation

The condensed interim consolidated financial statements of the Company as at and for the three months ended September 30, 2015, and 2014, include the Company and its subsidiaries, GC Resources Ltd. ("GC Resources") and GC Purchasing Ltd. ("GC Purchasing"). Intercompany balances and transactions are eliminated in preparing these consolidated financial statements.

2. Basis of presentation (continued)

(c) Functional and presentation currency

These condensed interim consolidated financial statements are presented in Canadian Dollars, which is the Company's presentation currency. The Company's functional currency is Canadian dollars and the functional currency of all subsidiaries is the United States Dollar.

(d) Use of estimates and judgments

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on amounts recognized in the consolidated financial statements are noted below:

(i) ***Income taxes:*** Tax interpretations, regulations and legislations in the jurisdiction in which the Company operates are subject to change. As such, income taxes are subject to measurement uncertainty. Deferred income tax assets are assessed by management at the end of the reporting period to determine the likelihood that they will be realized from future taxable earnings.

(ii) ***Expense allocation:*** The Company estimated the allocation of costs to share issue costs, convertible debenture issuance costs and professional fees.

(iii) ***Share-based payments and warrants:*** Charges for share-based payments and the value of warrants are based on the fair value at the date of issuance. The share-based payments and warrants are valued using Black-Scholes option pricing model; inputs to the model include assumptions on share price volatility, discount rates and expected life outstanding.

(iv) ***Functional currency:*** Judgment is required to determine the functional currency of the parent and its subsidiaries. These judgments are continuously evaluated and are based on management's experience and knowledge of the relevant facts and circumstances.

(v) ***Compound financial instruments:*** Certain financial instruments comprise a liability and an equity component. This is the case with the convertible debentures issued by the Company. The determination of the amount allocated to the liability and equity components requires management to estimate various components and characteristics of present value calculations used in determining the fair value of the instrument, and the market interest rates of non-convertible debentures.

(vi) ***Property, plant and equipment:*** Judgment is required to determine when property, plant and equipment under construction becomes available for use, the useful life of property plant and equipment when it becomes available for use, and if any impairment triggers have occurred and if occurred, to determine fair value.

3. New standards and interpretations not yet adopted

New standards, amendments to standards and interpretations that are not yet effective for the period ended September 30, 2015, and have not been applied in preparing these interim consolidated financial statements are as follows:

IFRS 9 – Financial Instruments (“IFRS 9”) was issued by the IASB in November 2009 with additions in October 2010 and May 2013 and will replace IAS 39 Financial Instruments: Recognition and Measurement (“IAS 39”). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity’s own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018.

IFRS 15 – Revenue from Contracts with Customers (“IFRS 15”) was issued by the IASB in May, 2014. IFRS 15 provides a comprehensive framework for recognition, measurement and disclosure of revenue from contracts with customers, excluding contracts within the scope of the standards on leases, insurance contracts and financial instruments. IFRS 15 becomes effective for annual periods beginning on or after January 1, 2018 and is to be applied retrospectively. Early adoption is permitted. The Company intends to adopt IFRS 15 on its effective date and has not reviewed the effects of this future policy change.

4. Trade and other receivables

	September 30, 2015	June 30, 2015
HST receivable	$ 791	$ 902

5. Property, plant and equipment

		Equipment, Furniture and Fixtures		Vehicles		Total
Cost						
Balance at June 30, 2015	$	400,955	$	68,697	$	469,652
Dispositions		-		(32,723)		(32,723)
Balance at September 30, 2015		400,955		35,974		436,929
Accumulated depreciation						
Balance at June 30, 2015		437,317		58,573		495,890
Depreciation		-		3,540		3,540
Dispositions		-		(24,542)		(24,542)
Balance at September 30, 2015		437,317		37,571		474,888
Exchange differences		54,377		7,338		61,715
Net book value as at:						
September 30, 2015	$	18,015	$	5,741	$	23,756
June 30, 2015	$	16,861	$	16,557	$	33,418

During the year ended June 30, 2015, the Company halted operations at its plant in Ghana. Due to the stop of operations and storing of the equipment, the Company has written down its equipment, furniture and fixtures. All of the Company's property, plant and equipment are located in Ghana.

6. Loans payable

The loans payables consist of advances and interest free loans which are due on demand and were received from companies which have a common director of the Company (note 13).

7. Share capital and warrants

Authorized: an unlimited number of common shares

Issued and outstanding:

	Common Shares	Amount
Balance, June 30, 2014	69,191,919	$ 3,341,874
Private placement	1,300,000	124,672
Share issuance costs	-	(6,500)
Balance, June 30, 2015 and September 30, 2015	70,491,919	$ 3,460,046

7. Share capital and warrants (continued)

Warrants:

	Warrants	Amount
Balance, June 30, 2014	2,100,000	$ 21,610
Expiration of warrants	(1,000,000)	(10,311)
Private placement warrants	650,000	5,328
Balance, June 30, 2015	1,750,000	$ 16,627
Expiration of warrants	(1,100,000)	(11,299)
Balance, September 30, 2015	650,000	$ 5,328

On August 5, 2014, the Company closed the third tranche of a private placement financing of 1,300,000 units at $0.10 per unit for gross proceeds of $130,000. The Company allocated the value to the shares and warrants using the unit bifurcation residual method. The value of $124,672 less issue costs of $6,500 has been attributed to common shares. The value of $5,328 has been attributed to the warrants issued based on the Black-Scholes option pricing model and has been credited to warrants within shareholders' equity.

The fair value of the Company's warrants issued was estimated using the Black-Scholes option pricing model using the following assumptions:

Volatility	N/A	(2015 - 100%)
Risk-free interest rate	N/A	(2015 – 1.07%)
Expected life (years)	N/A	(2015 - 1.5)
Dividend yield	N/A	(2015 - 0%)
Share price	N/A	(2015 - $0.05)
Strike price	N/A	(2015 - $0.30)

8. Share-based payments

The Company implemented a stock option plan under which it is authorized to grant options to its directors, officers, employees and consultants for the purchase of up to 10% of the issued and outstanding common shares. The term of the stock options under the plan shall not exceed 10 years, have an exercise price not less than the current market price and may be subject to vesting terms as determined by the board of directors.

	Number of Options	Weighted Average Exercise Price
Balance at June 30, 2014	5,882,525	0.15
Cancellation of options	(3,082,525)	0.15
Balance at June 30, 2015 and September 30, 2015	2,800,000	$ 0.15

The Company had the following stock options outstanding at September 30, 2015:

Grant Date	Exercise Price ($)	Weighted Avg Remaining Life (yrs)	Number of Options Outstanding	Number of Options Exercisable
July 7, 2011	0.15	0.77	2,800,000	2,800,000

9. Convertible debentures

During the year ended June 30, 2013, the Company issued a total of $870,000 of convertible debentures. The debentures were issued in three tranches, $270,000 on July 9, 2012, $300,000 on September 17, 2012, and $300,000 on February 4, 2013. $60,000 of the debentures were purchased by and are currently held by a director and a company controlled by a director of the Company. The debentures matured on May 31, 2015, and bear interest at a rate of 10% per annum, payable semi-annually. The outstanding principal under the debentures may, at the option of the holders, be converted into common shares of the Company at a conversion price of $0.10 per unit, each unit consisting of one common share and one half of one warrant, with each whole warrant exercisable at $0.30 for a period of 3 years from the original issuance date of the debentures. The debentures may be converted at the option of the Company in the event that the common shares volume weighted average trading price exceeds $0.25 for ten consecutive trading days. The debentures are secured by all of the assets of the Company.

The convertible debentures are a debt security with a conversion option. The Company used the residual method to allocate the liability and equity portion of the convertible debenture.

The Company allocated a fair value of $761,585 less transaction costs of $3,059 to the debt component and $108,415 to equity. The fair value of the debt is measured using a discounted cash flow method. In determining fair value of the liability, the Company applied an interest coupon of 16% which assumes no conversion feature.

During the year ended June 30, 2015, the Company adjusted the conversion price of the convertible debentures from $0.10 to $0.06. As a result of this change in the terms of the convertible debentures, the Company recorded the value of the change in the value of the conversion option as a finance cost of $150,880. The finance cost was calculated based on the Black-Scholes option pricing model of the change in the conversion feature.

On May 31, 2015, the Company's $870,000 in convertible debentures came due. As the Company has been unable to raise funds for operations, the Company is continuing to accrue interest, while the debentures remain outstanding.

Total interest expense for the three month period ended September 30, 2015, amounted to $21,929 (2014 - $34,336) comprised of interest of $21,929 (2014 - $22,644), and accretion expense of $Nil (2014 - $11,692).

As at September 30, 2015, the Company has interest owing of $152,548 (June 30, 2015 - $130,619)

10. General and administration

	Three months ended September 30, 2015	Three months ended September 30, 2014
Professional fees	$ 4,482	$ 40,319
Salaries	-	171,983
Travel	-	8,267
Office and administration	7,504	18,721
Consulting	-	43,689
	$ 11,986	$ 282,979

11. Financial risk management

The Company has exposure to the following risks from its use of financial instruments:

- credit risk;
- liquidity risk; and
- market risk (including foreign exchange/currency risk)

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these consolidated financial statements.

Risk management framework

The Directors have overall responsibility for establishment and oversight of the Company's risk management framework.

(i) Credit risk

Credit risk is the risk of financial loss associated with the counterparty's inability to fulfill its contractual obligations. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the demographics of the Company's customer base, including the default risk of the industry and country in which customers operate, as these factors may have an influence on credit risk. The Company manages its credit risk by predominantly dealing with counterparties with a positive credit rating. The Company is also exposed to credit risk on cash and maintains its balances with high credit Canadian and Ghanaian institutions.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's executives continually review the liquidity position including cash flow forecasts to determine the forecast liquidity position and maintain appropriate liquidity levels.

The Company's operating cash requirements, including amounts projected, are continuously monitored and adjusted as input variables change. These variables include but are not limited to, changes to government regulations relating to prices, taxes, royalties, and availability of markets. As these variables change, liquidity risks may necessitate the need for the Company to pursue equity issuances, obtain debt financing, or enter into joint arrangements. There is no assurance that the necessary financing will be available in a timely manner. All accounts payables are due within 30 days.

11. Financial risk management (continued)

(iii) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The significant market risk to which the Company is exposed is foreign exchange risk.

(a) Foreign exchange risk

The Company is exposed to foreign exchange risk primarily related to operating and capital expenditures, denominated in currencies other than the Canadian dollar, primarily US Dollars (USD) and Ghanaian Cedi (GHC). The following financial instruments are shown in Canadian dollars.

		USD		GHC		Total
Cash	$	-	$	199	$	199
Accounts payable and accrued liabilities		(211,638)		(141,354)		(352,992)
Total	$	(211,638)	$	(141,155)	$	(352,793)
Effect of +/- 10% change in exchange rate	$	(21,164)	$	(14,116)	$	(35,279)

(iv) Capital management

The Company includes equity, comprised of share capital, warrants, contributed surplus, equity portion of convertible debentures, accumulated other comprehensive loss and deficit in the definition of capital, which at September 30, 2015, was a deficit of $3,386,083 (June 30, 2015 - $3,313,057).

The Company's objectives when managing its capital are to safeguard its ability to continue as a going concern, to pursue the production of organic potassium carbonate, and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. 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 its capital structure, the Company may issue new shares, issue new debt, acquire or dispose of assets. As at September 30, 2015, the Company has issued $870,000 (2014 - $870,000) of convertible debentures, which came due in May, 2015. Besides the convertible debentures, the Company has not entered into any debt financing except for temporary interest free notes from related parties.

The Company is not subject to externally imposed capital requirements or covenants.

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 was no change in managements approach to managing capital during the year.

12. Commitments

The Company currently has a license agreement with GC Technology Limited ("GC Technology"), a company where a director of the Company is a director, acquiring the rights to manufacture and sell organic potassium carbonate produced using GC Technology's patented process to manufacture industrial grade potassium carbonate from the ash of cocoa husks. The licensing shall expire on June 30, 2035, and has an automatic renewal for an additional 20 years. As consideration for the license granted, the Company is to pay GC Technology an ongoing royalty fee equal to 4% of the gross sales up to a maximum of US$800,000 per year.

13. Related party transactions

Transactions with related parties are incurred in the normal course of business. During the three months ended September 30, 2015 the Company:

a) incurred legal fees recorded as professional fees totalling $Nil (2014 - $15,000), to a law firm in which a director of the Company is a partner. As at September 30, 2015, $148,450 (June 30, 2015 - $148,450) remains in accounts payable and accrued liabilities;

b) incurred rent expense, recorded as office and general, totaling $Nil (2014 - $3,000), to a company controlled by a director. As at September 30, 2015, $47,576 (June 30, 2015 - $47,576) remains in accounts payable and accrued liabilities; and

c) to date, the Company has received interest free loans from directors and senior officers of the Company, and from companies controlled by the directors and senior officers. The total of these loans amounts to $279,399 (June 30, 2015 - $250,309), and consists of GHC 173,116, USD $62,200 and CAD $149,824. All of these amounts remain outstanding as at September 30, 2015, and are presented as loans payable.

As at September 30, 2015, $1,102,081 (June 30, 2015 - $1,102,081) of key managements' compensation remains in accounts payable and accrued liabilities.

14. Subsequent events

Ghana Operations

During the period, the Company entered into agreements with Mclean Ghana Ltd.("MGL") (a corporation controlled by Mr. Augustus Tanoh a director of OPC) in order to facilitate the receipt of funding necessary to construct and operate a production facility in Ghana. The effective date of the transaction was on November 18, 2015, upon the registrar of companies certifying the transfer of the shares. The agreement with MGL is as follows:

- MGL will purchase fifty-five percent (55%) of the issued and outstanding shares of GC Resources Ltd. ("GC") from OPC for the sum of one hundred Canadian dollars ($100) and the successful raise of funds, in the form of mixed grant and interest free debt, from the Export Trade, Agricultural & Industrial Development Fund of Ghana ("ETAIDFG") of 8,832,000 Ghana Cedis (approximately three million Canadian dollars ($3,000,000) ("Raise of Funds").

14. Subsequent events (continued)

- MGL shall have until May 25, 2016 to complete the Raise of Funds, or OPC may repurchase the shares for one hundred Canadian dollars ($100.00 CAD).

- An option agreement was also executed where-in-which, after the Raise of Funds has been completed OPC may repurchase the 55% of GC, acquired by MGL, at any time, by paying MGL, one hundred Canadian dollars ($100.00 CAD) plus three hundred and fifty thousand (350,000) common share options at $0.05 of OPC and repaying all of the amounts advanced by the ETAIDFG.

- OPC maintains 50% of the Board of GC, and it is agreed that prior to any payments being completed, approval must be received from an OPC designated representative. Mrs. Heather Welner, Chairwoman and CEO of OPC, shall remain as Chair of GC.

Ivory Coast Operations and Subscription of Shares

On November 20, 2015, the Company signed a Joint Venture Agreement ("JV") with New Commodity Ventures ("NCV"). Under the terms of the JV, OPC and NCV will establish a new company ("JVco"), with each of OPC and NCV owning 50%, which will be granted an exclusive sublicense for the production and sale of potassium carbonate from cocoa husks in the Ivory Coast. The sublicense will have a royalty rate of 5% of gross sales, payable quarterly up until USD$800,000 has been paid annually, and then they royalty will be reduced to 1.5%. The term of the license will be for the same period as OPC's current license with GC Technology.

Under the terms of the JV, OPC will provide the license, technology expertise, marketing and sales expertise and such other support as may be appropriate with the design and implementation of the plant facility, without being responsible for any hard costs. OPC will also help with the marketing and sale of the potassium Carbonate. NCV will be responsible to raise all funds necessary for the start-up and continued operation of the JV, not to be less than USD$2,000,000. NCV will also be responsible for recruiting the local team, management of the day to day administration and operations as well as developing and structuring the supply chain in the Ivory Coast.

In addition to signing the JV, NCV is also subscribing to purchase USD$175,000 common shares of OPC at USD$0.06 per common share. On November 20, 2015, the Company received the first USD$100,000, and the remaining USD$75,000 is to be received within 90 days. 1,250,000 of the common shares will be held in escrow until the remaining USD$75,000 is received.