# ORGANIC POTASH CORPORATION

UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED MARCH 31, 2021 AND 2020

(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**

**"Volodymyr Ivanov"**

*Volodymyr Ivanov*

**Chief Financial Officer**

May 20, 2021

# Organic Potash Corporation

Unaudited Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

| | | March 31 2021 | | June 30 2020 |
|---|---|---|---|---|
| **Assets** | | | | |
| **Current** | | | | |
| Cash | $ | 74,967 | $ | 47,981 |
| Sales tax receivables | | 1,440 | | 1,502 |
| Prepaids | | 3,082 | | 462 |
| **Total Assets** | **$** | **79,489** | **$** | **49,945** |
| **Liabilities** | | | | |
| **Current** | | | | |
| Accounts payable and accrued liabilities (notes 7 and 12) | $ | 239,985 | $ | 277,291 |
| Loans payable (notes 4 and 12) | | 30,769 | | 33,345 |
| Debentures (note 7) | | 130,000 | | 130,000 |
| | | 400,754 | | 440,636 |
| **Non-Current** | | | | |
| Other liabilities (note 9) | $ | 396,324 | $ | 400,718 |
| **Total Liabilities** | **$** | **797,078** | **$** | **841,354** |
| **Shareholders' Deficiency** | | | | |
| Share capital (note 5) | $ | 4,600,395 | | 4,500,395 |
| Contributed surplus (note 6) | | 1,451,504 | | 1,438,381 |
| Accumulated other comprehensive loss | | (397,030) | | (411,722) |
| Deficit | | (6,372,458) | | (6,318,463) |
| | | (717,589) | | (791,409) |
| **Total Liabilities and Shareholders' Deficiency** | **$** | **79,489** | **$** | **49,945** |

Approved by the Board

"Heather Welner" Director

"Wally Rudensky" 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 and nine months ended March 31,
(Expressed in Canadian Dollars)

| | Three months ended, | | Nine months ended, | |
|---|---|---|---|---|
| | 2021 | 2020 | 2021 | 2020 |
| Sales | $ - | $ - | $ - | $ - |
| General and administration (note 8) | 25,590 | 17,215 | 56,846 | 43,767 |
| Share-based compensation (note 6) | 4,374 | - | 13,122 | - |
| Finance costs | 3,205 | 3,205 | 9,759 | 9,759 |
| Foreign exchange gain | (3,416) | (127,771) | (25,732) | (77,507) |
| Loss (income) before provision for income taxes | 29,753 | (107,351) | 53,995 | (23,981) |
| Income taxes | - | - | - | - |
| Net income (loss) for the period | (29,753) | 107,351 | (53,995) | 23,981 |
| Other comprehensive income (loss) | - | - | - | - |
| Items that may be reclassified to income | - | - | - | - |
| Exchange loss on translating to presentation currency | 2,190 | (170,699) | 14,691 | (147,612) |
| Income (loss) and comprehensive income (loss) for the period | $ (27,563) | $ (63,347) | $ (39,304) | $ (123,631) |
| Income (loss) per common share, basic and diluted | $ (0.00) | $ 0.00 | $ (0.00) | $ 0.00 |
| Weighted average number of common shares, basic and diluted | 114,193,480 | 111,008,295 | 112,054,524 | 111,008,295 |

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
Nine months ended March 31, 2021 and 2020
(Expressed in Canadian Dollars)

| | Share Capital | Contributed Surplus | Shares to be issued | Accumulated Other Comprehensive Loss | Deficit | Total Shareholders' Equity (Deficiency) |
|---|---|---|---|---|---|---|
| Balance as at June 30, 2019 | $ 4,439,645 | $ 1,420,884 | $ - | $ (403,830) | $ (6,221,102) | (764,403) |
| Issuance of shares, net of issue costs (note 5) | 60,750 | - | - | - | - | 60,750 |
| Income (loss) and comprehensive income (loss) for the period | - | - | - | (147,612) | 23,981 | (123,631) |
| Balance as at March 31, 2020 | 4,500,395 | 1,420,884 | - | (551,442) | (6,197,121) | (827,284) |
| | | | | | | |
| Balance as at June 30, 2020 | 4,500,395 | 1,438,381 | - | (411,722) | (6,318,463) | (791,409) |
| Issuance of shares, net of issue costs (note 5) | 100,000 | - | - | - | - | 100,000 |
| Stock-based compensation (note 6) | - | 13,123 | - | - | - | 13,123 |
| Income (loss) and comprehensive income (loss) for the period | - | - | - | 14,692 | (53,995) | (39,303) |
| | | | | | | |
| Balance as at March 31, 2021 | $ 4,600,395 | $ 1,451,504 | $ - | $ (397,030) | $ (6,372,458) | $ (717,589) |

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

# Organic Potash Corporation

Unaudited Condensed Interim Consolidated Statements of Cash Flows
Nine months ended March 31,
(Expressed in Canadian Dollars)

| | | 2021 | | 2020 |
|---|---|---|---|---|
| Cash flows provided by (used in): | | | | |
| **Operating activities** | | | | |
| Net income (loss) for the period | $ | (53,995) | $ | 23,981 |
| Items not affecting cash: | | | | |
| Share-based compensation (note 6) | | 13,122 | | - |
| Foreign exchange gain (loss) | | (6,969) | | (146,408) |
| Net changes in non-cash working capital: | | | | |
| Other receivables | | 62 | | (388) |
| Prepaids | | (2,620) | | (2,537) |
| Accounts payable and accrued liabilities | | (22,614) | | 74,188 |
| **Cash used in operations** | | (73,014) | | (51,164) |
| **Financing activities** | | - | | - |
| Proceeds from shares issued (note 5) | $ | 100,000 | $ | 60,750 |
| **Cash provided by financing** | | 100,000 | | 60,750 |
| Increase (decrease) in cash | $ | 26,986 | $ | 9,586 |
| Cash, beginning of the period | | 47,981 | | 40,995 |
| **Cash, end of the period** | $ | 74,967 | $ | 50,581 |

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 development of the production 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 and nine months ended March 31, 2021, and 2020 were approved and authorized for issue by the Board of Directors on May 20, 2021.

The condensed interim consolidated 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 are uncertain. These uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

The Company will need to raise capital 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 could be material if the Company was unable to continue as a going concern.

After March 31, 2021, there was a continued global development of the COVID-19 (coronavirus) outbreak, which has had a significant impact on businesses through the restrictions put in place by the Côte d'Ivoire, Ivory Coast, Ghanian, Canadian, provincial and municipal governments regarding travel, business operations, and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or maybe put, in place by countries governmental authorities to fight the virus.

Historically, the Company has been able to raise sufficient funds to finance its operations through private placements. The Company will need to raise capital 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. These uncertainties cast significant doubt upon the Company's ability to continue as a going concern. Adjustments to the consolidated statement of financial position could be material if the Company was unable to continue as a going concern, see note 12.

## 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, 2020, as they follow the same accounting policies unless otherwise indicated.

(a) Basis of measurement

The condensed consolidated interim financial statements have been prepared on a historical cost basis except as detailed in the Company's accounting policies.

(b) Basis of consolidation

The condensed consolidated interim financial statements of the Company include the Company and its wholly-owned subsidiary, GC Purchasing Ltd. ("GC Purchasing") and GC Resources Ltd. ("GC Resources") of which the Company owns 45% (2020 - 45%). In 2016, the Company legally transferred 55% of the shares of GC Resources pursuant to the agreement described in Note 12. Given the terms of the agreement including provisions to cancel the transferred shares, the Company continues to control this subsidiary. Intercompany balances and transactions are eliminated in preparing these condensed consolidated interim financial statements.

(c) Functional and presentation currency

The condensed consolidated interim financial statements are presented in Canadian Dollars, which is the Company's presentation currency. OPC'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 condensed consolidated interim 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.

**2. Basis of presentation (continued)**

(d) Use of estimates and judgments (continued)

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 condensed consolidated interim financial statements are noted below:

(i) ***Income taxes:*** Tax interpretations, regulations, and legislation in the jurisdictions 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) ***Share-based payments:*** Charges for share-based payments are based on the fair value at the date of issuance. The share-based payments are valued using the Black-Scholes option-pricing model; inputs to the model include assumptions on share price volatility, discount rates, and expected life.

(iii) ***Functional currency:*** Judgment is required to determine the functional currency of the parent and its subsidiaries. These judgments are evaluated when circumstances change. Judgments are based on management's experience and knowledge of the relevant facts and circumstances, including the currency that influences the cost, financing, and the currency in which funds are retained.

(iv) ***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.

(v) ***Consolidation:*** The Company exercises judgment in determining whether it controls entities where it holds less than half of the voting rights. To make this assessment, the Company considers the relevant terms of the related agreements, including rights to board representation, legal restrictions, and cancellation provisions.

(vi) ***Going concern:*** The Company applied judgment in assessing its ability to continue as a going concern for at least 12 months, see note 1.

(vii) ***Other Liabilities:*** Judgement is required to determine whether liabilities meet the requirements to be statute-barred.

(Expressed in Canadian Dollars)

## 3. Investment in Joint Venture

*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 incorporate 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 in the Ivory Coast. The sublicense will have a royalty rate of 5% of gross sales, payable quarterly up until US$800,000 and then the 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 (note 11).

Under the terms of the JV, OPC will provide the license, technology expertise, marketing and sales expertise, and other support as may be appropriate with the design and implementation of the plant facility, without being responsible for any hard costs. 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. As at March 31, 2021, the Joint Venture has not commenced operations and has no assets and liabilities.

*Côte d'Ivoire Operations*

On December 30, 2019, the Company together with NCV, have executed, a joint-development agreement ("JDA") with Electricité de France S.A. (" EDF"). As at March 31, 2021, the Joint Development has not started and has no assets and liabilities.

## 4. Loans payable

The loan payables consist of advances and interest-free loans which are due on demand and were received from companies that have a common director of the Company (note 12) and former directors of the Company.

| | | **March 31, 2021** | | **June 30, 2020** |
|---|---|---|---|---|
| Beginning balance | $ | 33,345 | $ | 66,662 |
| Foreign exchange | | (2,576) | | (965) |
| Reclassification to other liabilities (note 9) | | - | | (32,352) |
| Ending balance | $ | 30,769 | $ | 33,345 |

(Expressed in Canadian Dollars)

## 5. Share capital

Authorized: an unlimited number of common shares

Issued and outstanding:

| | Common Shares | Amount $ |
|---|---|---|
| Balance, June 30, 2019 | 108,115,440 | 4,439,645 |
| Balance, June 30, 2020 | 111,008,295 | 4,500,395 |
| Issuance of shares, net of issue costs | 6,666,666 | 100,000 |
| Balance, March 31, 2021 | 117,694,961 | 4,600,395 |

On August 27, 2018, the Company converted $235,301 worth of cash debt to equity at $0.02 per share for a total of 11,765,049 common shares. All conversions were executed by members of the Board of Directors.

On March 29, 2019, $60,000 of debentures were converted to 1,500,000 common shares valued at $45,000 that were issued to various debenture holders. A gain of $46,398 was recorded on the statement of income and comprehensive loss as a result of the extinguishment of debentures and interest.

On December 30, 2019, the Company completed the non-brokered private placement for gross proceeds of $60,750 comprised of 2,892,855 units at a purchase price of $0.021 per unit.

On February 16, 2021, the Company completed the non-brokered private placement for gross proceeds of $100,000 comprised of 6,666,666 units at a purchase price of $0.015 per unit.

## 6. 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, 2020 | 4,600,000 | 0.07 |
| Balance at March 31, 2021 | 4,350,000 | 0.07 |

(Expressed in Canadian Dollars)

## 6. Share-based payments (continued)

The Company had the following stock options outstanding at March 31, 2021:

| Grant Date | Exercise Price ($) | Weighted Avg Remaining Life (yrs) | Number of Options Outstanding | Number of Options Exercisable |
|---|---|---|---|---|
| September 29, 2016 | 0.08 | 0.5 | 3,350,000 | 3,350,000 |
| November 20, 2019 | 0.05 | 3.67 | 250,000 | 250,000 |
| December 29, 2019 | 0.021 | 3.75 | 750,000 | 750,000 |

No options were granted during the nine months ended March 31, 2021.

## 7. 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 mature 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 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 were 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 was measured using a discounted cash flow method. In determining the 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.

(Expressed in Canadian Dollars)

## 7. Debentures (continued)

On May 31, 2015, the Company's $870,000 in convertible debentures came due and the conversion feature expired. As the Company has been unable to raise funds to repay the debentures, it continued to accrue interest until June 8, 2016. On June 9, 2016, the Board of Directors approved offering a conversion at CDN$0.06 per share. It also permitted the conversion of all accrued interest at this time. Thus, on June 29, 2016, a total of $650,000 of debentures and $154,174.50 of accrued interest were converted to 13,402,077 common shares that were issued to various debenture holders. A gain of

$433,333 was recorded on the statement of income and comprehensive loss as a result of the extinguishment of debentures and a gain of $102,783 as a result of the debenture interest conversion.

On July 21, 2016, a total of $20,000 of debentures and $4,885 of accrued interest were converted to 414,728 common shares that were issued to the debenture holders. For the year ended June 30, 2017, a gain of $13,333 was recorded on the statement of income and comprehensive loss as a result of the extinguishment of debentures and a gain of $3,256 as a result of the debenture interest conversion.

On December 31, 2018, the Company extinguished a total of $10,000 debentures and $5,751 of accrued interest and recorded a gain of $15,751 on the statement of income and comprehensive loss as a result of the extinguishment of debentures and interest.

On March 25, 2019, $60,000 of debentures were converted to 1,500,000 common shares valued at $45,000 that were issued to various debenture holders. A gain of $46,398 was recorded on the statement of income and comprehensive loss as a result of the extinguishment of debentures and income.

As at March 31, 2021, the Company had $130,000 (June 30, 2020 - $130,000) of debentures remaining outstanding with accrued interest of $113,889 included in accounts payable and accrued liabilities (June 30, 2020 - $104,130).

## 8. General and administration

| | Three months ended March 31, | | Nine months ended March 31, | |
|---|---|---|---|---|
| | **2021** | **2020** | **2021** | **2020** |
| Professional fees | $ 3,730 | $ 7,032 | $ 14,135 | $ 19,157 |
| Office and administration | 6,818 | 10,183 | 27,669 | 24,610 |
| Travel | 15,042 | - | 15,042 | - |
| | $ 25,590 | $ 17,215 | $ 56,846 | $ 43,767 |

## 9. Other liabilities

During fiscal 2020, the Company transferred $400,718 (March 31, 2021 - $396,324) of accounts payable and accrued liabilities and loans payable (“the Statute-Barred Claims’) to non-current liabilities on the basis that any claims in respect of those amounts were statute-barred under the Limitations Act in both Ontario and Ghana. For accounting purposes under IFRS, a debt can only be removed from the Company’s Consolidated Statement of Financial Position when it is extinguished, meaning only when the contract is discharged, canceled, or expires. The effect of the Limitations Act is to prevent a creditor from enforcing an obligation, but it does not formally extinguish the debt for accounting purposes. It is the position of the Company’s management that the Statute -Barred Claims cannot be enforced by the creditors, do not create any obligation for the Company to pay out any cash, and do not affect the financial or working capital position of the Company. The Statute -Barred Claims are required to be reflected on the Company’s Consolidated Statement of Financial Position as a result of the current interpretation of IFRS, but they are classified as long-term liabilities since the Company has no intention to pay this Statute - Barred Claims and the creditors cannot enforce their payment. While the inclusion of these items is intended solely to comply with the IFRS requirements, the Company in no way acknowledges any of the Statute-Barred Claims.

## 10. 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 the 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 is exposed to credit risk on cash and the credit risk is mitigated as the Company maintains its balances with major banks in Canada.

(Expressed in Canadian Dollars)

## 10. Financial risk management (continued)

### Risk management framework (continued)

(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.

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, the majority of which are payables to related parties.

(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).

| | USD | GHC | Total |
|---|---|---|---|
| Cash | $ 248 | $ 10 | $ 258 |
| Accounts payable and accrued liabilities | 26,768 | 270,774 | 297,542 |
| Total loans not statue barred | - | 142,217 | 142,217 |
| Statute barred liabilities | 236,657 | 291,913 | 528,570 |
| **Total** | $ 263,673 | $ 704,913 | $ 968,586 |
| | | | |
| Effect of +/- 10% change in exchange rate | $ 26,367 | $ 70,491 | $ 96,859 |

**10. Financial risk management (continued)**

**Risk management framework (continued)**

(iii) Market risk (continued)

(a) Foreign exchange risk (continued)

Based on the foreign currency exposure noted above and assuming all other variables remain constant, a 10% change in the exchange rate against the Canadian dollar would result in an increase/decrease of 96,859 in net income (June 30, 2020 - $96,864).

(b) Interest risk

Cash flow interest rate risk is the risk that the future cash flow of financial instruments will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company is not exposed to cash flow interest rate risk on its interest-bearing convertible debentures as the interest rate is fixed.

(iv) Capital management

The Company includes equity, comprised of share capital, shares to be issued, contributed surplus, accumulated other comprehensive loss, and deficit in the definition of capital, which on March 31, 2021, was a deficit of $717,589 (June 30, 2020 - $791,409).

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 that 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 of March 31, 2021, the Company had $130,000 (June 30, 2020 - $130,000) of debentures, which came due in May 2015. Besides debentures, the Company has not entered into any debt financing except for 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 the management approach to managing capital during the year.

## 11. 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 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 royalty fee per year. No payments have been made to date under this arrangement.

## 12. Related party transactions

On May 29, 2018, the Company agreed with current and former directors that the outstanding non-cash fees of $1,579,943 owing would be forgiven. This resulted in a gain of the settlement of debt of $1,579,943 to be booked in the statement of income (loss) and comprehensive income (loss) at the year ended June 30, 2018.

On November 20, 2019, the Company issued 250,000 stock options to a Director as compensation for services.

On December 29, 2019, the Company issued 750,000 stock options to the Chief Financial Officer as compensation for services.

As at March 31, 2021, the Company:

a) During the period ended March 31, 2021, the Company incurred IT consulting services of $Nil (June 30, 2020 - $Nil) to this relative of a director.

b) As at March 31, 2021 the Company has 2,675,000 (June 30, 2020 2,675,000) - stock options granted to key management.

c) has a $24,349 balance owing to key management and remained in accounts payable and accrued liabilities and other liabilities (June 30, 2020 - $24,349).

d) has a balance of $46,769 owing to a company controlled by two directors of the Company (June 30, 2020 - $46,769 remained in accounts payable and accrued liabilities).

e) on August 27, 2018, converted $235,301 of loan payable to equity at $0.02 per share for a total of 11,765,049 common shares. All conversions were executed by members of the Board of Directors.

f) had interest-free loans from directors and senior officers of the Company and companies controlled by the directors and senior officers. The total of these loans amounts to $65,697 (June 30, 2020 - $65,697), and consisted of GHC 238,349, and USD$ 7,200. Of these amounts, $32,352 is statute-barred as of June 30, 2020, please also see Note 9.

**12. Related party transactions (continued)**

*Ghana Operations*

In fiscal 2016, the Company entered into agreements with Mclean Ghana Ltd.("MGL") (a corporation controlled by Mr. Augustus Tanoh a director of OPC) 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 a mixed grant and interest-free debt, from the Export Trade, Agricultural & Industrial Development Fund of Ghana ("EDAIF") of 8,832,000 Ghana Cedis (approximately three million Canadian dollars ($3,000,000) ("Raise of Funds"). Closing will occur on the date of the first drawdown on the EDAIF facility. As at March 31, 2021, no funds have been received.

- The conveyance of shares has occurred. However, the date for the successful raise of funds expired. The first renewal was granted until December 31, 2016, at which time if not complete the shares were to revert to the Company. However, the Company had to extend the expiry date to June 30, 2017, due to Ghana electing a new party in Government. Loan/grant applications will be resubmitted under the new regime. After June 30, 2017, the Company continued the agreement on a month-to-month basis.

- OPC will maintain 50% control 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. The CEO of OPC shall remain as Chair of GC.

- 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 the amounts advanced by the EDAIF.