ORGANIC POTASH CORPORATION

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED JUNE 30, 2021 AND 2020
(Expressed in Canadian Dollars)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Organic Potash Corporation

Opinion

We have audited the consolidated financial statements of Organic Potash Corporation (the "Company"), which comprise the consolidated statement of financial position as at June 30, 2021 and the consolidated statements of income (loss) and comprehensive income (loss), changes in equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at June 30, 2021, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company incurred a net loss of $60,172 and negative cash flows from operations of $80,292 during the year ended June 30, 2021, and, as of that date, the Company had a working capital deficit of $346,439. As stated in Note 1, these events or conditions, along with other conditions described in Note 1, indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained the Management discussion and analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Stephen McCourt.

RSM Canada LLP

Chartered Professional Accountants
Licensed Public Accountants
October 21, 2021
Toronto, Ontario

Organic Potash Corporation

Consolidated Statements of Financial Position
As at June 30, 2021 and 2020
(Expressed in Canadian Dollars)

		June 30 2021		June 30 2020
Assets				
Current				
Cash	$	67,689	$	47,981
Sales tax receivables		928		1,502
Prepaids		509		462
Total Assets	**$**	**69,126**	**$**	**49,945**
Liabilities				
Current				
Accounts payable and accrued liabilities (notes 8 and 14)	$	271,820	$	277,291
Loans payable (notes 5 and 14)		13,745		33,345
Debentures (note 8)		130,000		130,000
		415,565		440,636
Non-Current				
Other liabilities (note 10)		386,099		400,718
Total Liabilities	**$**	**801,664**	**$**	**841,354**
Shareholders' Deficiency				
Share capital (note 6)	$	4,600,395	$	4,500,395
Contributed surplus (note 7)		1,438,381		1,438,381
Accumulated other comprehensive loss		(392,679)		(411,722)
Deficit		(6,378,635)		(6,318,463)
		(732,538)		(791,409)
Total Liabilities and Shareholders' Deficiency	**$**	**69,126**	**$**	**49,945**

Nature of operations and going concern (note 1)
Commitments (note 13)

Approved by the Board

"Heather Welner"
Director

"Wally Rudensky"
Director

Organic Potash Corporation

Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)
Years ended June 30, 2021 and 2020
(Expressed in Canadian Dollars)

	2021	2020
General and administration (note 9)	$ 77,346	$ 62,381
Share-based compensation (note 7)	-	17,497
Finance costs	13,000	14,000
Foreign exchange gain	(30,174)	3,483
Loss (income) before provision for income taxes	60,172	97,361
Income taxes (note 12)	-	-
Net income (loss) for the year	(60,172)	(97,361)
Other comprehensive income (loss)		
Items that may be reclassified to income		
Exchange gain (loss) on translating to presentation currency	19,043	(7,892)
Income (loss) and comprehensive income (loss) for the year	$ (41,129)	$ (105,253)
Income (loss) per common share, basic and diluted	$ (0.00)	$ (0.00)
Weighted average number of common shares, basic and diluted	113,455,783	109,561,868

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

Organic Potash Corporation

Consolidated Statements of Changes in Equity
Years ended June 30, 2021 and 2020
(Expressed in Canadian Dollars)

	Share Capital	Contributed Surplus	Accumulated Other Comprehensive Loss/Income	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 6)	60,750	-	-	-	60,750
Stock-based compensation (note 7)	-	17,497	-	-	17,497
Income (loss) and comprehensive income (loss) for the year	-	-	(7,892)	(97,361)	(105,253)
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 6)	100,000	-	-	-	100,000
Income (loss) and comprehensive income (loss) for the year	-	-	19,043	(60,172)	(41,129)
Balance as at June 30, 2021	$ 4,600,395	$ 1,438,381	$ (392,679)	$ (6,378,635)	$ (732,538)

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

Organic Potash Corporation

Consolidated Statements of Cash Flows
Years ended June 30, 2021 and 2020
(Expressed in Canadian Dollars)

	2021	2020
Cash flows provided by (used in):		
Operating activities		
Net income (loss) for the year	$ (60,172)	$ (97,361)
Items not affecting cash:		
Share-based compensation (note 7)	-	17,497
Foreign exchange gain (loss)	(30,210)	(4,409)
Net changes in non-cash working capital:		
Other receivables	574	2,194
Prepaids	(47)	(16)
Accounts payable and accrued liabilities	9,563	28,331
Cash used in operations	(80,292)	(53,764)
Financing activities		
Proceeds from shares issued (note 6)	100,000	60,750
Cash provided by financing	100,000	60,750
Increase in cash	19,708	6,986
Cash, beginning of the year	47,981	40,995
Cash, end of the year	$ 67,689	$ 47,981

The accompanying notes are an integral part of these 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 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 consolidated financial statements for the years ended June 30, 2021, and 2020, were approved and authorized for issue by the Board of Directors on October 21, 2021.

The 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 not generated revenue from operations. At June 30, 2021, the Company had a working capital deficit of $346,439 (2020 – $390,691). For the year ended June 30, 2021, the Company incurred a net loss of $60,172 (2020 loss - $97,361). The company had a cash outflow from operations deficit of $80,292 (2020 - $53,764) as it has not yet achieved profitable operations, had accumulated losses of $6,378,635 (2020 - $6,318,463), and expects to incur further losses in the development of its business. Should the Company be unable to raise sufficient financing to maintain operations, the Company may be unable to realize the carrying value of its net assets.

After June 30, 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.

2. Basis of presentation

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and the interpretations of the IFRS Interpretations Committee.

(a) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except as detailed in the Company's accounting policies disclosed in note 3.

(b) Basis of consolidation

The consolidated 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 according to the agreement described in Note 14. Given the terms of the agreement including provisions to cancel the transferred shares, the Company continues to control this subsidiary and has consolidated 100% of the activity. Intercompany balances and transactions are eliminated in preparing these consolidated financial statements.

(c) Functional and presentation currency

The consolidated 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 in 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, assessment on statute barred liabilities, 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 legislation 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.

2. Basis of presentation (continued)

(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.

3. Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements unless otherwise indicated.

Basis of consolidation

Subsidiaries

Subsidiaries are entities controlled by the Company. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date the control ceases. The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Company.

OPC's significant subsidiaries are:

	Country of Incorporation	Ownership Interest Total
GC Resources Ltd.	Ghana	45%
GC Purchasing Ltd.	Ghana	100%

Foreign currency

(i) Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of each entity at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are re-translated to the functional currency at the exchange rate on that date. The foreign currency gain or loss resulting from the settlement of such transactions and the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of loss and comprehensive loss.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are re-translated to the functional currency at the exchange rate at the date that the fair value was determined. Foreign currency differences arising on re-translation are recognized in profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

(ii) Foreign operations

The assets and liabilities of entities with a functional currency that differs from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the financial period end;
- income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions);
- equity transactions are translated using the exchange rate at the date of the transaction; and

3. Significant accounting policies (continued)

(ii) Foreign operations (continued)

- all resulting exchange differences are recognized as a separate component of equity as accumulated other comprehensive loss.

When a foreign operation is disposed of, the relevant amount in the accumulated translation account in other comprehensive income is transferred to profit or loss as part of the profit or loss on disposal. On the partial disposal of a subsidiary that includes a foreign operation, the relevant proportion of such a cumulative amount is reattributed to non-controlling interest. In any other partial disposal of a foreign operation, the relevant proportion is reclassified to profit or loss.

Foreign exchange gains or losses arising from a monetary item receivable from or payable to a foreign operation, the settlement of which is neither planned nor likely to occur in the foreseeable future and which in substance is considered to form part of the net investment in the foreign operation, are recognized in other comprehensive income.

Joint arrangements

The Company determines whether a joint arrangement entered into by the Company is a joint operation or a joint venture based upon the rights and obligations of the parties to the arrangement. A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

Where the Company determines the joint arrangement represents a joint operation, the Company accounts for the assets, liabilities, revenues, and expenses relating to its interest in a joint operation in accordance with the IFRSs applicable to the particular assets, liabilities, revenues, and expenses.
Where the Company determines the joint arrangement represents a joint venture, the Company recognizes its interest in a joint venture as an investment and accounts for this investment using the equity method, whereby the investment is initially recognized at cost and adjusted thereafter for the post-acquisition change in the Company's share of the net assets of the joint venture. The Company's share of the joint venture's profit or loss and other comprehensive income is included in the Company's profit or loss and other comprehensive income, respectively.

3. Significant accounting policies (continued)

Debentures

The Company accounts for its convertible debentures in accordance with the substance of the contractual arrangement on initial recognition. Therefore, as a result of the conversion feature of the debentures, the Company's convertible instruments are segregated between liability and equity based on the fair value of the liability components. The difference between the estimated fair value of the liability at issuance and the face amount is reflected as "Equity portion of convertible debentures" in shareholders' equity (deficiency) and as a discount in that amount to the liability portion of the debenture. This discount is being accreted to the principal face amount as additional interest expense over the term of the liability using the effective interest rate method. Once the conversion feature expires, the amount recorded as the equity portion of convertible debentures is transferred to contributed surplus.

Settlement of debt

In the event the Company settles debt by way of issuance of shares to third parties, the shares are measured at fair value and the difference between the debt settled and the fair value of the shares is recognized as a gain or loss in the statement of income (loss) and comprehensive income (loss). For debt settled to shareholders acting in its capacity as a shareholder, the shares are measured at the amount of the debt settled.

Share capital

Common shares

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effect.

Warrants

The value of warrants is transferred to contributed surplus upon expiration.

Share-based payments

The Company offers a share option plan for its directors, officers, employees, and consultants. Each tranche in an award is considered a separate award with its vesting period and grant date fair value. The fair value of each tranche is measured using the Black-Scholes option-pricing model when issued to employees. Where share-based payments are issued to non-employees, they are recorded at the fair value of the goods or services received in the statement of comprehensive loss. If the fair value is not readily determinable, the amount is based on the fair value of the equity instrument granted. Compensation expense is recognized over the tranche's vesting period by increasing contributed surplus based on the number of awards expected to vest. Any consideration paid on the exercise of share options is credited to share capital. The contributed surplus resulting from share-based compensation is transferred to share capital when the options are exercised.

3. Significant accounting policies (continued)

Financial instruments

Financial assets are required to be initially measured at fair value and subsequently classified at amortized costs or fair value based on the Company's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. The Company's financial assets include cash are classified as an amortized cost. Financial liabilities include accounts payable and accrued liabilities, loan payable, and debentures are initially measured at fair value and subsequently classified as amortized cost.

Financial instruments recorded at fair value

Financial instruments recorded at fair value on the statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1: fair value measurements are based on unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2: fair value measurements are based on inputs other than quoted market prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: fair value measurements are those with inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As of June 30, 2021, and June 30, 2020, the carrying value of the financial instruments approximates fair value due to their short-term nature.

3. Significant accounting policies (continued)

Income taxes

Income tax expense is comprised of current and deferred tax. Current tax and deferred tax are recognized in income (loss) except to the extent that the tax relates to items recognized directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets and they relate to income taxes levied by the same tax authority on the same taxable entity. A deferred tax asset is recognized for unused tax losses, tax credits, and deductible temporary differences, to the extent that future taxable profits will probably be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Income (loss) per share

The Company presents basic and diluted income (loss) per share data for its common shares. Basic income (loss) per share is calculated by dividing the income (loss) attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period, adjusted for own shares held. Diluted income (loss) per share is determined by adjusting the income (loss) attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of dilutive instruments such as options and warrants, adjusted for own shares held. Diluted income (loss) per share has not been presented since the amount would be anti-dilutive.

(Expressed in Canadian Dollars)

4. Investment in Joint Ventures

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 13).

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. 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 June 30, 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, has executed, a joint-development agreement ("JDA") with Electricité de France S.A. ("EDF"). As at June 30, 2021, the Joint Development has not started and has no assets and liabilities.

5. 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 14) and former directors of the Company.

		June 30, 2021		June 30, 2020
Beginning balance	$	33,345	$	66,662
Foreign exchange		(3,380)		(965)
Reclassification to other liabilities (note 10)		(16,220)		(32,352)
Ending balance	$	13,745	$	33,345

(Expressed in Canadian Dollars)

6. 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
Issuance of shares, net of issue costs	2,892,855	60,750
Balance, June 30, 2020	111,008,295	4,500,395
Issuance of shares, net of issue costs	6,666,666	100,000
Balance, June 30, 2021	117,674,961	4,600,395

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 share.

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

(Expressed in Canadian Dollars)

7. 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
Options expired	250,000	0.08
Balance at June 30, 2021	4,350,000	0.07

The Company had the following stock options outstanding at June 30, 2021:

Grant Date	**Exercise Price ($)**	**Weighted Avg Remaining Life (yrs)**	**Number of Options Outstanding**	**Number of Options Exercisable**
September 29, 2016	0.08	0.24	3,350,000	3,350,000
November 20, 2019	0.05	3.39	250,000	250,000
December 29, 2019	0.021	3.50	750,000	750,000

On November 20, 2019, and December 29, 2019, the Company issued 250,000 and 750,000 stock options respectively to the director and key management personnel as compensation for services.

Options issued	250,000 & 750,000
Exercise price	$0.05 & $0.021
Share price	$0.01 & $0.02
Risk-free interest rate	0.35%
Expected volatility based on historical volatility	340% and 338%
Expected life of options	5 years
Expected dividend yield	Nil
Fair value	$2,499 & $14,998
Fair value per option	$0.01 & 0.02

8. 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 if the volume of the common shares weighted average trading price exceeds $0.25 for ten consecutive trading days. The conversion option has expired as of June 30, 2019. The debentures are no longer convertible. 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.

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 $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. 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.

(Expressed in Canadian Dollars)

8. Debentures (continued)

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.

During the year ending June 30, 2019, 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.

As of June 30, 2021, the Company had $130,000 (June 30, 2020 - $130,000) of debentures remaining outstanding with accrued interest of $117,130 included in accounts payable and accrued liabilities (June 30, 2020 - $104,130).

9. General and administration

	Year ended June 30, 2021	2020
Professional fees	$ 24,395	$ 23,032
Office and administration	37,909	39,349
Travel	15,042	-
	$ 77,346	$ 62,381

10. Other liabilities

During fiscal 2020, the Company transferred $400,718 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 these 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.

During fiscal 2021, additional $5,408 of accounts payable and $16,220 loans payable became statute barred.

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.

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.

(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 account payables are due within 30 days, the majority of which are payables to related parties. Please also see Note 1.

(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.

(Expressed in Canadian Dollars)

11. Financial risk management (continued)

Risk management framework (continued)

(iii) Market risk (continued)

(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	$ 230	$ 10	$ 240
Accounts payable and accrued liabilities	26,768	270,774	297,542
Total loans not statue barred	-	65,234	65,234
Statute barred liabilities	236,657	368,896	605,553
Total	$ 263,655	$ 704,914	$ 968,569
Effect of +/- 10% change in exchange rate	$ 26,366	$ 70,491	$ 96,857

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 $96,857 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 June 30, 2021, was a deficit of $732,538 (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.

(Expressed in Canadian Dollars)

Financial risk management (continued)

Risk management framework (continued)

(iv) Capital management (continued)

To maintain or adjust its capital structure, the Company may issue new shares, issue new debt, acquire or dispose of assets. As of June 30, 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.

12. Income taxes

Provision for income taxes

A reconciliation of income taxes at the statutory rate of 26.50% (2020 - 26.50%) with the reported taxes is as follows:

		2021		2020
Loss before income taxes	$	(60,172)	$	(97,361)
Statutory rate		26.50%		26.50%
Expected income tax recovery at combined basic Federal and Provincial tax rate Effect on income taxes of:		(15,946)		(25,801)
Non-deductible (taxable) and other		(7,996)		5,561
Debt settlement		-		-
Adjustments from prior year non-capital loss carry forward		(7,667)		(32,596)
Change in tax assets not recognized		31,609		52,836
Income tax expense	$	-	$	-

(Expressed in Canadian Dollars)

12. Income taxes (continued)

Deferred Tax Balances

The significant components of the Corporation's future income tax assets are as follows:

		2021		2020
Non-capital losses carry forward	$	1,091,477	$	1,059,868
Share issuance cost		-		-
Tax assets not recognized		(1,091,477)		(1,059,868)
Deferred income tax asset	$	-	$	-

The Company has non-capital losses that will expire, if not utilized, as follows:

2031	$ -
2032	279,753
2033	1,164,383
3034	1,214,591
2035	697,088
2036	169,973
2037	95,228
2038	83,522
2039	217,934
2040	105,962
2041	90,346
Total	$4,118,780

13. 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.

14. Related party transactions

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 of June 30, 2021, the Company:

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

b) 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).

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

d) 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 $59,144 (June 30, 2020 - $65,697), and consisted of GHC 238,349, and USD$ 7,200. Of these amounts, $45,399 are statute-barred as of June 30, 2021 (June 30, 2020 - $32,352), please also see Note 10.

e) As at June 30, 2021 the Company has $40,280 held in trust by the director of the company.

14. 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 of June 30, 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 before 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.