POTASH RIDGE CORPORATION
MANAGEMENT'S DISCUSSION AND ANALYSIS

Note to Reader: This Management Discussion and Analysis is being refiled to correct the report date. No other content has changed.

This Management's Discussion and Analysis ("MD&A") of financial position and results of operations of Potash Ridge Corporation ("Potash Ridge" or the "Corporation") has been prepared based upon information available to Potash Ridge as at April 2, 2018 and should be read in conjunction with Potash Ridge's audited consolidated financial statements and related notes as at and for the years ended December 31, 2017 and 2016 (the "Financial Statements"). The audited consolidated financial statements and MD&A are presented in Canadian dollars and have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Standards Board ("IASB").

Readers are cautioned that this MD&A contains certain scientific and technical information regarding the Corporation's Blawn Mountain project that is derived from the Corporation's technical report entitled "Technical Report – The Blawn Mountain Project, Updated Prefeasibility Report, Revised, dated effective April 5, 2017" prepared for the Corporation by Steven B. Kerr, Jason N. Todd and Deepak Malhotra of Millcreek Mining Group (the "Technical Report").

The following MD&A includes forward-looking information. Readers are cautioned to review the Cautionary Note Regarding Forward-Looking Information found on page 19 of this MD&A. This MD&A contains statistical data, market research and industry forecasts that were obtained from government or other industry publications, publicly available sources and reports purchased and commissioned by the Corporation or based on estimates derived from such publications and reports and management's knowledge of, and experience in, the markets in which the Corporation operates. Government and industry publications and reports generally indicate that they have obtained their information from sources believed to be reliable, but do not guarantee the accuracy and completeness of their information. Further, certain of these organizations are advisors to participants in the fertilizer and mining and minerals industries, and they may present information in a manner that is more favourable to that industry than would be presented by an independent source. Actual outcomes may vary materially from those forecast in such reports or publications, and the prospect for material variation can be expected to increase as the length of the forecast period increases. Although management of the Corporation believes that these sources are generally reliable, the accuracy, currency and completeness of such information is not guaranteed and has not been independently verified. Further, market and industry data is subject to variations and cannot be verified due to limits on the availability and reliability of data inputs, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any statistical survey.

Additional information related to Potash Ridge, including its Annual Information Form ("AIF"), which outlines key risks the Corporation is exposed to, and Financial Statements is available on SEDAR at www.sedar.com or on its website at www.potashridge.com.

Overview

Potash Ridge is a Canadian based exploration and development company with two potassium sulphate ("SOP") development projects located in Beaver County, Utah and Valleyfield, Quebec. SOP is a premium priced low chloride fertilizer used predominantly in the growing of fruits, vegetables, nuts and tobacco. The objective of the Corporation is to become the lowest cost producer and supplier of SOP in North America.

The Blawn Mountain Project ("Blawn") in Utah involves the exploration, development and production of mineral resources and is currently focused on the exploration of alunite in order to produce SOP, co-product sulphuric acid, and potentially, alumina. Blawn comprises 23.5 sections of land owned by the State of Utah, acting by and through the School and Institutional Trust Lands Administration ("SITLA"), and covers approximately 15,404 acres (6,233 hectares) of land located in Beaver County, Utah.

The Corporation's near-term Valleyfield Project intends to produce SOP utilizing well-known Mannheim technology which converts muriate of potash ("MOP") into SOP using a chemical process which uses MOP, sulphuric acid and heat to create SOP and hydrochloric acid. Initial production is estimated to be 40,000 tonnes per annum of SOP. During 2017 the Company announced that it would be spinning out its interest in the Valleyfield Project in a form that is most beneficial to the shareholders of Potash Ridge Corporation.

Highlights

Q4 2017

- Closed a private placement for gross proceeds of $2,300,000 on November 13, 2017;
- Signed a non-binding Letter of Intent ("LOI") with Canada Coal Inc. ("TSX-V:CCK") to potentially purchase, joint venture or otherwise complete such other form of transaction that may be mutually acceptable to the parties for the assets of Valleyfield Fertilizer Corporation.

Fiscal Year 2017

- Closed a private placement for gross proceeds of $880,000 on June 29, 2017;
- Made the two instalments totaling US$1,168,937 to SITLA and has met all financial requirements pursuant to the terms converting its Exploration and Option Agreement for the Blawn Mountain property into a Mining Lease;
- Strengthened management, including appointing Andrew Squires President and CEO;
- Strengthened the Board of Directors appointing Bruce Duncan, Arthur Roth and Andrew Squires as Directors.
- Engaged NovoPro Projects Inc. ("Novopro") to act as its lead Owner's Engineer on the Valleyfield Project;
- Updated independent NI 43-101 compliant prefeasibility technical reports on Blawn Mountain project completed and released on January 18, 2017 and April 26, 2017, respectively;
- Secured long-term supply of sulphuric acid for Valleyfield; and
- Closed convertible debt financing of US$2.6 million.

Corporate

(a) Intent to Spin Out Valleyfield Fertilizer Corporation

After a thorough review of its assets and operations in both Utah and Quebec, the Company has determined the value of PRK does not reflect the combined value of its two assets and that it is in the best interest of its shareholders that the Valleyfield Fertilizer Corporation be spun out from the Corporation into a separate publicly traded vehicle, a change which management feels would better reflect the value of the Company's assets moving forward.

(b) Appointment of Executive Chairman and President and CEO

On July 19, 2017 the Corporation appointed Bruce Duncan as Executive Chairman and Andrew Squires as President

On September 6, 2017 the Corporation announced that Andrew Squires would also assume the role of interim CEO.

(c) June 2017 Private Placement

On June 29, 2017, the Corporation closed a non-brokered private placement of 3,666,667 units (the Units") at a price of $0.24 per Unit, for gross proceeds of $880,000 (the "Private Placement"). Each Unit is comprised of one common share in the capital of the Corporation (a "Common Share") and one half of one Common Share purchase warrant (a "Warrant"). Each whole Warrant is exercisable to acquire one Common Share at an exercise price of $0.50 per Common Share for a period of three years from the date of closing. In connection with the Private Placement, the Corporation paid cash commissions totaling $52,200.

(d) October 2017 Private Placement

On October 19, 2017, the Corporation announced a non-brokered private placement of 23,000,000 units (the "Units") at a price of $0.10 per Unit, for gross proceeds of $2,300,000 (the "Private Placement"). Each Unit is comprised of one common share in the capital of the Corporation (a "Common Share") and one half of one Common Share purchase warrant (a "Warrant"). Each whole Warrant is exercisable to acquire one Common Share at an exercise price of $0.20 per Common Share for a period of three years from the date of closing.

The Corporation announced closing on a $1.4 million first tranche on October 27, 2017, a subsequent closing on an additional $0.7 million second tranche on November 3, 2017 and a final tranche of $0.2 million on November 13, 2017.

(e) SITLA Payments

Payment were made to SITLA in March and June 2017, resulting in the settlement of all lease and royalty payments that were in arrears including accrued interest as of the end of June, 2017.

(f) Convertible Security

On December 16, 2016, the Corporation announced a convertible security funding agreement (the "Lind

Agreement”) with Lind Asset Management VIII, LLC, managed by The Lind Partners, LLC, a New York-based institutional fund manager (together, “Lind”) for the issue of convertible securities. The Lind Agreement provides for up to US$11,757,000 by way of two separate convertible securities. On January 4, 2017, the Corporation closed the first convertible security (the “First Tranche”) of US$2,640,000, of which US$2,250,000 was received on December 28, 2016 and US$390,000 was received on January 4, 2017. The First Tranche has a twenty-four month term from date of issuance, and interest is prepaid and added to its principal amount; accordingly, the initial face value of the First Tranche is US$3,168,000, and yield of the First Tranche (if held, unconverted, to maturity) will be 10% per annum, or $528,000. Lind has the option to increase the First Tranche by up to US$871,000 at any time. In addition, the Corporation paid a US$132,000 closing fee to Lind and granted Lind 6,511,326 common share purchase warrants (“Lind Warrants”) with each Lind Warrant entitling Lind to purchase one additional common share at a price of C$0.50 per Common Share for a five year period.

The First Tranche is convertible into Common Shares at a conversion price equal to 85% of the volume weighted average trading price of the Common Shares (In Canadian dollars) for the five consecutive trading days immediately prior to the date on which Lind provides the Corporation with notice of its intention to convert an amount of the First Tranche. The First Tranche was completed under private placement rules of the TSX with a four-month plus one day hold period.

The First Tranche is subject to customary events of default, which if they occur, make the First Tranche immediately payable. In addition, certain events can enable Lind to accelerate the conversion of the loan. These events include the Corporation’s cash balance dropping below $1,000,000 or its market capitalization falling below $25,000,000. As at December 31, 2017, the Corporation’s market capitalization has provided Lind with the opportunity to accelerate the conversion of the loan.

Under the terms of the funding agreement, Lind has a general security over all the assets of the Corporation.

Subject to certain conditions, the Lind Agreement also provides for the issuance of a second convertible security on mutual agreement of the Corporation and Lind, in which Lind may fund up to another US$6,200,000. Lind may also increase the funding under the second convertible security by up to US$2,046,000 million.

As at December 31, 2017, Lind has converted US$2,050,000 of the First Tranche and received 24,267,228 Common Shares.

(g) Supply Agreement

On March 23, 2017, the Corporation and Jones-Hamilton Co. (“JH”) executed a supply agreement ("Agreement') whereby JH committed to purchasing the hydrochloric acid by-product from the Valleyfield Project. Pursuant to the terms of the Agreement, JH will provide up to USD$6,000,000 ("JH Investment") to be used for the design, engineering and construction of the HCl absorption and terminal portion of the Valleyfield Facility ("Facility"). The JH Investment shall be non-interest bearing and, in accordance with the terms and conditions of this Agreement, shall be non-refundable. Upon execution of the Agreement, JH funded an initial US$500,000 of the JH Investment. The loan will be repaid over a period of 10 years from the production and delivery of hydrochloric acid from the Valleyfield Project to JH. At December 31, 2017, the loan is being presented as a current held for sale liability as it is expected that on the sale of the Valleyfield project, the amount will be repaid by the Corporation or assumed by the prospective buyer.

Outlook

Blawn

On January 18, 2017, the Corporation released an updated technical report on Blawn which reflects average annual SOP production of 232,000 tons over a 46 year mine life with a capital cost of approximately $458.0 million (the "Blawn Technical Report"). The Blawn Technical Report incorporates results of trade-off and scaling studies performed by SNC Lavalin for the processing facility from a previous technical report prepared in 2013. The results of the lower production profile include lower capital costs while retaining similar level of returns. The technical report reflects robust economics and is available on SEDAR at www.sedar.com.

On April 26, 2017, the Corporation released an updated technical report on Blawn, which updated the Blawn Technical Report, to include approximately 19.4 million tons of measured and indicated alumina resources contained in the alunite ore. The United States Geological Survey reports that in 2015, bauxite which is 50% alumina and 50% other materials, sold for US$28 per ton in the United States, while processed alumina sold for US$410 per ton. Based on the recommendations from the April 2017 PFS, Potash Ridge intends to undertake additional metallurgical testing to determine the most economic means to extract alumina from the residual waste material.

The Corporation will continue to focus on advancing Blawn to a production decision with the following being key milestones for the project:

- completion of engineering which includes additional metallurgical test work;
- obtaining the final permit (Air Quality Emissions);
- obtaining EPC quotes;
- finalizing terms of the by-product agreement;
- negotiation of an off-take agreement; and
- securing the financing package.

There is no guarantee that the Corporation will be successful in its fund raising initiatives and the timing is uncertain. An inability to raise additional financing may materially impact the future assessment of the Corporation to continue as a going concern.

Valleyfield Project

As stated above, the Company's intention is to spin out Valleyfield into a separate public vehicle, a move which management believes will enable both of its projects to get the priority and valuation that they warrant.

Financial

The Corporation is an exploration and development stage entity and has not yet achieved profitable operations. It is subject to risks and challenges similar to companies in a comparable stage of development. These risks include, but are not limited to, the challenges of securing adequate capital to fund its activities, operational risks inherent in the mining and fertilizer industries, and global economic and commodity price volatility. The underlying value of Blawn, and the recoverability of the related capitalized costs are entirely dependent on the Corporation's ability to successfully develop Blawn by, among other things, securing necessary permits, obtaining the required financing to complete the development and construction, and upon future profitable production from, or the proceeds from the disposition of its mineral property. The recoverability of the related capitalized costs for Valleyfield will be dependent upon negotiating favourable terms with prospective buyers.

In light of the current challenging capital market conditions for junior resource issuers, the Corporation implemented various cost reduction initiatives in early 2015, with the objective of significantly reducing its cash outgoings and managing its cash position. These initiatives include a reduction in headcount, salary reductions for all senior management, and an elimination of all non-critical expenditures. These cost reduction initiatives continued through 2017.

The Corporation incurred a comprehensive loss for the year ended December 31, 2017 of $5,241,099 (2016 – comprehensive loss of $3,189,841). The Corporation's sole source of funding has been the issuance of equity securities for cash and convertible debt financing. As at December 31, 2017, the Corporation had $985,089 (2016 - $3,497,094) in cash and cash equivalents. There are no sources of operating cash flows. The Corporation intends to use its existing cash resources prudently on basic project management and essential, non-discretionary, general corporate and operating expenditures while further capital is sought.

The Corporation continues to seek and evaluate various financing alternatives to address future development funding requirements, including for the advancement of the Blawn Mountain Project. The Corporation will require additional capital to fund the detailed engineering and development of Blawn and for working capital requirements. The Corporation is focused on obtaining the capital by the latter half of 2018 to fund the development of Blawn. Although the Corporation has been successful in its past fundraising activities, there are no assurances as to the success or timing of future fundraising efforts or as to the sufficiency of funds raised.

Selected Financial Information

		2017		2016		2015
Cash and cash equivalents	**$**	**985,089**	$	3,497,094	$	410,877
Working capital (deficit)[1]		**56,964**		(3,381,728)		(1,776,923)

[1] "Working capital" is a non-IFRS measure and is defined by the Corporation as current assets less current liabilities. Non-IFRS measures do not have any standardized meaning prescribed under IFRS, and therefore they may not be comparable to similar measures presented by other companies. These measures are intended to provide additional information and should not be considered in isolation or as a substitute for indicators prepared in accordance with IFRS.

Exploration and evaluation assets		**31,358,259**		32,798,994		32,563,219
Total assets		**35,179,102**		38,254,106		33,180,463
Non-current liabilities		**1,076,176**		-		226,976
Total liabilities		**2,328,180**		7,183,412		2,600,965
Total shareholders' equity		**32,850,922**		31,070,694		30,579,498
Net (loss) income for the year		**(5,474,682)**		(3,189,841)		3,098,217
Net (loss) income per share	**$**	**(0.04)**	$	(0.03)	$	0.03
Weighted average shares outstanding		**141,297,177**		119,908,231		89,695,333

SOP Market Overview

SOP is a fertilizer of choice when the presence of chloride is undesirable. SOP sells at a premium over MOP due to its delivery of high analysis potassium nutrient (K2O content at min. 50%), non-chloride formula, limited primary SOP production and the high cost to produce SOP through secondary production methods. For the period of 2000-2015, SOP premium over MOP in North American markets has increased from approximately US$120/tonne to US$480/tonne.

The primary users of SOP are specialty crops, broadly defined as tree nuts, fruits and vegetable crop categories. The major demand market (and markets with significant production) of SOP are the US, Europe and China. SOP consumption in the US is largely constrained by the availability of product and substantially higher premium over MOP. There is currently one producer of SOP in the US, with the US market being historically underserved. Specialty crops are best suited for using SOP and account for approximately 40% of total crop revenues. SOP is a fertilizer of choice with tree nuts, fruits and vegetable growers in California.

Blawn

The Corporation intends to continue to develop a surface mine at Blawn and to construct a processing plant large enough to produce an average of 232,000 tons per annum of a premium-priced SOP over a 46-year mine life. The Corporation is also evaluating the potential for marketability of Blawn's alumina rich residue material, currently not included in Blawn's economics contained within the Blawn Technical Report.

During the first half of 2017, the Corporation released an independent National Instrument 43-101 compliant prefeasibility report on Blawn with the following key highlights:

- Surface mine with conventional crushing, roasting, leaching and crystallization processes;
- Proved and probable mineral reserves of 153 million tons; reserves support a 46-year mine life;
- 19.4 million tons of measured and indicated alumina resources;
- An average annual production rate on 255,000 tons of SOP during first 10 years of operation after ramp-up; life-of-mine annual average production rate of 232,000 tons of SOP;

- Flexible process capable of producing both crystalline soluble and granular SOP to meet market conditions;
- Capital cost of US$456 million;
- Net cash operating costs after by-product sulphuric acids credits of US$177/ton of SOP (exclusive of royalties), which includes approximately US$40/ton of transportation costs;
- Unlevered after-tax internal rate of return of 20.1%, based on the following 2020 pricing assumptions, with 2% inflation thereafter – US$675/ton for SOP and US$115/ton for sulphuric acid;
- Average annual operating margin of US$133 million for first 10 years of operations after ramp-up, life-of-mine annual average of $130 million; and
- After-tax net present value of $489 million using a 10% discount rate.

Valleyfield Project

The project contemplates initially producing 40,000 tonnes per year of SOP utilizing Mannheim technology, and has the ability to be expanded by increments of 10,000 production units.

The Corporation's Valleyfield strategy was to become the first SOP producer in North America utilizing the proven Mannheim process. The Mannheim process is extensively used in Europe and Asia, and currently accounts for approximately 50% of the world's SOP supply. The process combines muriate of potash (potassium chloride) with sulphuric acid at high temperatures to produce SOP and by-product hydrochloric acid.

The city of Valleyfield is located 50km west of Montreal and contains the only self-managed port in Canada. The port is home to warehousing, storage, and handling services available to port customers. It is expected that the majority of the Corporation's SOP will be shipped through the port facilities. Rail lines from Canadian rail company CN run through Valleyfield, and US-based CSX Corporation, a leading rail-based transportation company, recently built a new depot in the city. The Corporation plans to utilize the existing inter-modal installations for efficient access to road, rail, and the St. Lawrence Seaway.

Valleyfield is also home to many industrial companies, including several complimentary service providers, customers, and suppliers. Valleyfield is well suited because of its local supply of sulphuric acid and close proximity to customers for hydrochloric acid. Funding of hydrochloric acid equipment and a ten-year off-take agreement for hydrochloric acid was signed with Jones-Hamilton Co. The primary raw material, MOP, can be delivered from Saskatchewan to the planned production facility. SOP can be shipped through the St. Lawrence River from the port facilities, which are located within two kilometres of the planned production facility.

Results of Operations

Expenses

Q4 2017 to Q4 2016

During the three months ended December 31, 2017, the Corporation incurred management, employee, director, general and administrative costs of $463,622 (Q4 2016 - $526,179). Salaries of management, employees, and director costs in the period were $133,818 (Q4 2016 – $252,075). As at December 31, 2017, the Corporation had three full-time employees and one-part time employee (Q4 2016 – three full-time employees). Spending of $329,804 was related to other general and administrative expenses (Q4 2016 – $274,025) was higher due to increased investor relations activities, increased travel and relocation expenses.

Professional fees for the period were $194,713 (Q4 2016 - $132,249), which included legal and audit fees of $51,473 (Q4 2016 - $26,402) and consulting fees of $143,240 (Q4 2016 - $59,820). The increase in legal fees is the result of various legal proceedings, while the increase in consulting fees is the result of certain corporate finance endeavors.

Share-based compensation expense of $729,095 (Q4 2016 - $112,325) associated with previously granted but unvested stock options and the issuance of 8,250,000 options in Q4 2017.

Foreign exchange gain was $172,492 (Q4 2016 – gain of $1,705,150) due to the strengthening of the Canadian dollar relative to the US dollar.

The Corporation did not generate any revenue during the period (Q4 2016 - $nil), as all of the operating activities of the Corporation were directed towards the exploration and development of Blawn and the Valleyfield Project. During the three months ended December 31, 2017, interest income was ($1,160) (Q4 2016 - $1,138).

The Corporation recognized net comprehensive loss of $80,160 for the fourth quarter of 2017 (Q4 2016 – comprehensive income of $94,993). The increases in professional fees and share-based compensation were partially offset by decreases in administrative expenses and foreign exchange losses.

Fiscal 2017 to Fiscal 2016

During 2017, management, employee, director, general and administrative costs were $1,288,106 (2016 - $1,453,711). The decrease of $165,605 reflects the continued focus on cost reduction which commenced at the beginning of 2015. Salaries and directors' fees totaled $604,593 in 2017 (2016 - $573,224). In 2016, the Company had three full time employees however in 2017, for six months, the Company had four full time employees. General and administrative expenses were $683,513 (2016 - $880,487). Other general and administrative expenses decreased year on year by $196,974 due to the Corporation's decreased spending on investor relations activities.

During 2017, the Corporation incurred professional fees of $763,779 (2016 - $449,918), including legal and audit fees of $193,700 (2016 - $140,754) and consulting fees of $570,079 (2016 - $309,164). The increase in professional fees is primarily the result of legal costs related to former employee litigation. The increase in consulting fees includes executive search fees for the Company's new CFO which was hired in March 2017 and corporate finance and corporate development fees.

Share-based compensation was $1,117,893 (2016 - $452,526) which is associated with the granting and vesting of stock options. During 2017, the Corporation granted 9,650,000 stock options (2016 – 2,075,000).

Interest income of $1,482 was earned for the year ended December 31, 2017 (2016 - $2,708) on the

Corporation's cash and cash equivalents.

During the year ended December 31, 2017, the Corporation incurred a foreign exchange loss of $2,140, 854 (2017 – loss of $953,289) which was the result of a strengthening of the Canadian dollar, the Corporation's reporting currency, against the US dollar.

As a result of the above, the Corporation recognized a net comprehensive loss of $5,241,099 for the year ended December 31, 2017 (2016 –$3,189,841).

Statement of Financial Position

Exploration and Evaluation Assets

In accordance with the Corporation's accounting policies, expenditures incurred on exploration and evaluation of Blawn have been capitalized and recorded as exploration and evaluation assets. A continuity schedule and description of the exploration and evaluation costs incurred and capitalized cumulatively as at December 31, 2017, is presented in the table below:

Blawn	December 31, 2016	Additions	Exchange Differences	**December 31, 2017**
Drilling	$ 6,666,628	$ -	$ (437,865)	$ **6,228,763**
Pre-feasibility study	6,955,610	238,041	(464,870)	**6,728,781**
Professional and labour	5,435,690	386,570	(370,003)	**5,452,257**
Employee salary and benefits	5,188,750	(100,907)	(337,464)	**4,750,379**
Preliminary economic assessment	3,662,999	-	(240,618)	**3,422,381**
Mineral leases	2,477,311	86,617	(155,491)	**2,408,437**
Share-based compensation	1,050,414	-	-	**1,050,414**
Transportation	402,054	-	(26,410)	**375,644**
Equipment rentals	237,631	-	(15,610)	**222,021**
Feasibility study	251,328	-	(16,509)	**234,819**
Data acquisition	182,631	-	(11,998)	**170,633**
Field expenditures	136,351	-	(8,957)	**127,397**
Other	151,597	46,246	(11,507)	**186,336**
Total	$ 32,798,994	$ 656,567	$ (2,097,302)	$ **31,358,259**

During 2016, the Corporation incurred $656,567 in expenses related to exploration and evaluation, which was offset by foreign exchange losses of $2,097,302 on prior and current period expenditures. During the year ended December 31, 2017 the main expenditure activities on exploration and evaluation assets were on the updated pre-feasibility study ($238,041), professional services and employee salary and benefits ($386,570).

Other Liabilities

On March 24, 2014, the Corporation exercised the Lease Option in the Exploration and Option Agreement to commence the Blawn Mountain Mining Lease (the "Mining Lease"). The Corporation made an initial payment to SITLA of US$200,000 and entered into an arrangement whereby it would make further payments, as follows:

(i)	March 31, 2015	US$164,000
(ii)	August 31, 2015	US$164,000
(iii)	March 31, 2016	US$164,000
(iv)	August 31, 2016	US$164,000
(v)	March 31, 2017	US$164,000

The Corporation classified the Mining Lease as "other financial liabilities" and recorded it at fair value on initial recognition. The Corporation has agreed to pay a finance charge of 5.75% per annum on the outstanding balance during this three year period. Also under the terms of the Mining Lease, a minimum annual royalty payment of US$46,200 and an annual rental payment of US$11,500 were payable to SITLA. The first annual royalty and rental payments were made on March 24, 2014.

In June 2015, the Corporation entered into a modification of the Mining Lease Agreement with SITLA. The modification cured the event of default under the Mining Lease that occurred on March 31, 2015. Under the terms of the modification, SITLA agreed to forbear from exercising its rights and remedies resulting from Potash Ridge's failure to make lease and minimum royalty payments to SITLA under the terms of the Mining Lease. The forbearance period was from March 31, 2015 to April 1, 2017. A second forbearance period extending to June 30, 2017 was granted by SITLA in March 2017.

The Corporation was obligated to pay accrued and unpaid interest by March 31, 2016 or when it raised US$1.5 million in new funds for the development of Blawn, whichever arose first. Once the Corporation raises US$3.0 million or more of new funds for the development of Blawn, then all outstanding amounts currently due under the Mining Lease, plus accrued interest, would become due.

The Corporation paid interest to SITLA on unpaid lease and minimum royalty payments, which accrued annually at a rate of 6% to April 1, 2017 and 9.0% to June 30, 2017.

As of June 30, 2017, the Corporation paid SITLA all lease and royalty payments that were in arrears including accrued interest.

Potash Ridge will continue to be required to meet all other obligations under the terms of the Blawn Mountain Mining Lease, including the payment of an annual minimum royalty and rental.

Due date	Rental	Minimum Royalty
April 1, 2018	US$11,550	US$46,200
April 1, 2019	US$11,550	US$57,750
April 1, 2020	US$11,550	US$69,300
April 1, 2021	US$11,550	US$80,850
April 1, 2022	US$11,550	US$92,400
April 1, 2023	US$11,550	US$103,950

Income Taxes

Since inception, the Corporation has not incurred any current income taxes. By the nature of its activities and for the foreseeable future, the Corporation does not expect to incur current income taxes.

As at December 31, 2017, the Corporation has available Canadian tax losses of $19,395,840 (2016 - $16,721,806) and available US tax losses of $18,619,170 (2016 - $16,605,954). The Corporation has not recognized the benefits of these tax losses in the 2017 audited consolidated financial statements as the recoverability of these future tax benefits cannot be assured.

Financial Position, Liquidity and Capital Resources

Cash Resources and Liquidity

At December 31, 2017, the Corporation had working capital[2] of $56,964 (2016 – working capital deficit of $3,381,728). Cash and cash equivalents were $985,089 (2016 - $3,497,094) and current assets totaled $1,308,968 (2016 - $3,801,684).

The Corporation intends to use its existing cash resources prudently on basic project management and on essential non-discretionary general corporate and operating expenditures while further capital is sought. The Corporation continues to seek and evaluate various financing alternatives to address future development funding requirements. The Corporation will require financing to fund the development of Blawn and for nearer term working capital requirements. The Corporation is targeting to complete this financing in the coming months. Although the Corporation has been successful in its past fundraising activities, there are no assurances as to the success or timing of future fundraising efforts or as to the sufficiency of funds raised. The Corporation is managing its existing cash resources prudently. The Corporation does not generate any operating cash flows and is reliant on external sources of funding. An inability to raise additional financing may materially impact the future assessment of the Corporation to continue as a going concern.

Convertible Security

On December 16, 2016, the Corporation announced a convertible security funding agreement (the "Lind Agreement") with Lind Asset Management VIII, LLC, managed by The Lind Partners, LLC, a New York-based institutional fund manager (together, "Lind") for the issue of convertible securities. The Lind Agreement provides for up to US$11,757,000 by way of two separate convertible securities. On January 4, 2017, the Corporation closed the first convertible security (the "First Tranche") of US$2,640,000, of which US$2,250,000 was received on December 28, 2016 and recorded as an advance payable as at December 31, 2016 and the remaining US$390,000 was received on January 4, 2017. The First Tranche has a twenty-four month term from date of issuance, and interest is prepaid and added to its principal amount; accordingly, the initial face value of the First Tranche is US$3,168,000, and yield of the First Tranche (if held, unconverted, to maturity) will be 10% per annum, or $528,000. Lind has the option to increase the First Tranche by up to US$871,200 at any time. In addition, the Corporation paid a US$132,000 closing fee to Lind, of which US$97,967 was expensed, and granted Lind 6,511,326 common share purchase warrants ("Lind Warrants") with each Lind Warrant entitling Lind to purchase one additional Common

Share at a price of $0.50 per Common Share for a five year period.

The First Tranche is convertible into Common Shares at a conversion price equal to 85% of the volume weighted average trading price of the Common Shares (In Canadian dollars) for the five consecutive trading days immediately prior to the date on which Lind provides the Corporation with notice of its intention to convert an amount of the First Tranche. The First Tranche was completed under private placement rules of the TSX with a four-month plus one day hold period. The Corporation has the right to buy-back the First Tranche at any time for a 5% premium, or for no premium during the first six months following the closing.

The First Tranche is subject to customary events of default, which if they occur, make the First Tranche immediately payable. In addition, certain events can enable Lind to accelerate the conversion of the loan. These events include the Corporation's cash balance dropping below $1,000,000 or its market capitalization falling below $25,000,000. Under the terms of the funding agreement, Lind has a general security over all the assets of the Corporation. As at December 31, 2017, the Corporation's market capitalization has provided Lind with the opportunity to accelerate the conversion of the loan.

Subject to certain conditions, the Lind Agreement also provides for the issuance of a second convertible security on mutual agreement of the Corporation and Lind, in which Lind may fund up to another US$6,200,000. Lind may also increase the funding under the second convertible security by up to US$2,046,000.

The conversion feature of the First Tranche meets the definition of a derivative liability instrument because the conversion rate is variable and therefore does not meet the "fixed-for-fixed" criteria outlined under IFRS. As a result, the conversion feature of the First Tranche is required to be recorded as a derivative liability recorded at fair value and marked-to-market each period with the changes in fair value each period being charged or credited to income.

The First Tranche was separated into a convertible debt component and a derivative liability, both of which were initially recorded at fair value. The convertible debt is classified as other financial liabilities and measured at amortized cost using the effective interest method. The effective interest rate of the debt was 86.7%. The warrants issued to Lind are considered equity and have been assigned a nil value using the residual method after valuing the debt and derivative components

During the year ended December 31, 2017, Lind converted US$2,050,000 of the First Tranche and received 24,267,228 Common Shares.

Operating Cash-Flow

Cash used in operating activities was $2,238,657 for the fourth quarter of 2017 (Q4 2016 – cash generated of $468,955) due to increased consulting and other expenses.

For 2017, cash used in operating activities was $5,283,583 (2016 - $1,822,893) due to increased operating expenses and payments made to SITLA to secure the Blawn Mountain mining lease.

Investing Activities

Cash generated in investing activities for the fourth quarter of 2017 was $1,834,937 (Q4 2016 – cash generated of $222,335) due to foreign exchange gains in the valuation of Blawn.

For 2017, cash used in investing activities was $1,879,269 (2016 - $1,380,448) with the majority of funds being used to fund the development of the Valleyfield project ($1,798,004).

Financing Activities

During 2017, the Corporation closed two non-brokered private placements issuing 26,666,667 units (2016 – 17,266,663 units) in aggregate, with each unit consisting of one common share and one half of a purchase share warrant. Net proceeds from the financings were $2,976,658 (2016 - $2,961,396) after deducting share issue costs of $203,342 (2016 - $188,604).

On January 4, 2017, the Corporation closed the first tranche of the convertible security financing transaction entered into with The Lind Partners, a New York based asset management firm ("Lind"). Lind advanced the Corporation US$2,640,000, less a closing fee of US$132,000, in consideration of the issuance of an initial convertible security with a face value of US$3,168,000 (the "First Convertible Security"). Lind can increase the funding under the First Convertible Security by an additional US$871,200 during its two-year term. Concurrent with the issuance of the First Convertible Security, the Corporation issued to Lind 6,511,326 warrants to acquire common shares, exercisable for 60 months at an exercise price of $0.50 per share.

On January 4, 2017, the Corporation closed the first convertible security (the "First Tranche") of US$2,640,000, of which US$2,250,000 was received on December 28, 2016 and the remaining US$390,000 was received on January 4, 2017.

During 2017, 330,000 stock options and 9,463,644 purchase share warrants were exercised, generating net proceeds of $13,200 (2016 - $55,320) and $757,091 (2016 - $211,795), respectively.

Capital Resources

On December 16, 2016, the Corporation entered into a convertible security funding agreement (the "Agreement") with The Lind Partners ("Lind") whereby Lind will provide up to US$11.8 million in two tranches with the first tranche of $2.64 million being drawn on January 4, 2017 ("First Tranche"). Net proceeds under the First Tranche was $2.508 million after payment of a closing fee of 5%, will bear interest at a rate of 10% per annum payable at maturity and matures on January 3, 2019. In addition, the Corporation issued 6.5 million warrants to Lind upon the closing of the First Tranche. Each warrant is exercisable into one common share for a five year period and an exercise price of $0.50 per common share.

Under the terms of the Agreement, Lind may convert its interest into common shares after a four-month period following each closing, with the underlying common shares having a four-month hold period. The conversion price will be based on 85% of the prevailing market prices at time of conversion. The second tranche will become available following the satisfaction of certain conditions.

On June 29, 2017, the Corporation closed a non-brokered private placement of 3,666,667 units ("Unit") at a price of $0.24 per unit, for gross proceeds of $880,000. Each Unit is comprised of one Common Share in the capital of the Corporation and one half of one purchase share warrant. Each whole warrant (“Warrants”) is exercisable to acquire one Common Share at an exercise price of $0.50 per Common Share for a period of three years from the date of closing. In connection with this private placement, the Corporation has agreed to finders' fees totaling $52,200.

On October 19, 2017 through to November 13, 2017, the Corporation closed a series of non-brokered private placements totaling 23,000,000 units (the “Units”) at a price of $0.10 per Unit, for gross proceeds of $2.3 million. Each Unit is comprised of one common share in the capital of the Corporation and one half of one Common Share purchase warrant. Each whole Warrant is exercisable to acquire one Common Share at an exercise price of $0.20 per Common Share for a period of three years from the date of closing.

Outstanding Share Data

Potash Ridge is authorized to issue an unlimited number of common shares and 50,000,000 non-voting shares. A detailed description of the rights, privileges, restrictions and conditions attached to the authorized shares is included in our Annual Information Form for the year ended December 31, 2016, a copy of which can be found on SEDAR at www.sedar.com.

As at March 29, 2018, the number of common shares outstanding or issuable pursuant to other outstanding securities is as follows:

Common Shares	Number
Outstanding	188,345,810
Issuable upon the exercise of warrants	28,884,661
Issuable upon the exercise of options	15,945,000
Diluted common shares	233,175,471

As at December 31, 2017, the Corporation did not have any non-voting shares outstanding (2016 – Nil).

Commitments and Contingencies

The future minimum payments under various lease arrangements and other contractual obligations are as follows, as at December 31, 2017:

	Less than 1 year	1 - 5 years	After 5 years	Total
Operating leases	23,317	-	-	23,317

In addition, yearly minimum rent and royalty payments are payable to SITLA related to the Blawn Project as noted above.

Off-Balance Sheet Arrangements

The Corporation has no off-balance sheet arrangements.

Transactions with Related Parties

The Corporation's related parties, as defined by IASB 24 "Related Party Disclosures", include the Corporation's subsidiary, UAC, executive and non-executive directors, senior officers, and entities controlled or jointly-controlled by the Corporation's directors or senior officers. These transactions are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. All related party transactions entered into by the Corporation have been approved by the Board of Directors.

Transactions with related parties were as follows:

		Year Ended December 31	
		2017	**2016**
Compensation and Fees	$	604,593	573,224
Share Based Awards	$	1,104,429	223,080
	$	1,709,022	796,304

Indemnities Provided to Directors and Officers

In 2012, the Corporation agreed to indemnify each of its directors and officers in respect of certain liabilities or expenses which such directors and officers may incur as a result of acting as a director or officer of the Corporation or its related corporate entities. The indemnity agreements include an indemnification for all costs, charges, expenses, losses, damages, fees (including any legal, professional or advisory fees or disbursements), liabilities and amounts paid to settle or dispose of any civil, criminal or administrative proceeding. The Corporation believes it carries sufficient Directors and Officers insurance to cover any potential claims for indemnity.

Critical Accounting Estimates

The Corporation's significant accounting policies are described in Note 2 to the Financial Statements. The preparation of the Corporation's Financial Statements, in conformity with IFRS, requires management to make estimates and assumptions that affect amounts reported in the consolidated financial statements and accompanying notes. The following is a list of the accounting policies that the Corporation believes are critical, due to the degree of uncertainty regarding the estimates or assumptions involved and the magnitude of the asset, liability, revenue or expense being reported:

- Exploration and evaluation expenditures; and
- Share based compensation and subscriber warrants

Exploration and evaluation expenditures

Exploration and evaluation expenditures such as, but not limited to, the acquisition and carrying costs of rights to explore (including the Exploration Agreement and Mining Lease), topographical, geological, geochemical and geophysical studies, exploratory drilling, trenching, technical feasibility studies and other costs directly attributable to exploration and evaluation of Blawn are capitalized. Exploration and evaluation expenditures are carried at cost less any assessed impairment losses.

Where the Corporation is incurring costs to prospect or where it is preparing for or applying for prospecting rights, the Corporation expenses those costs as incurred.

Share based compensation and subscriber warrants

Management estimated the fair value of convertible securities such as warrants and options using the Black Scholes option pricing valuation model which requires significant estimation around assumptions and inputs such as expected term to maturity, expected volatility and expected forfeiture rates. Note 3 of the Financial Statements describes the significant assumptions applied to these areas of estimation.

New Accounting Standards Issued But Not Yet Effective

IFRS 9, Financial Instruments

On July 24, 2014, the IASB published the final version of IFRS 9 "Financial Instruments", ("IFRS 9") which brings together the classification, measurement, impairment and hedge accounting phases of the IASB's project to replace IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 includes a loss impairment model, amends the classification and measurement model for financial assets by adding a new fair value through comprehensive income category for certain debt instruments and provides additional guidance on how to apply the business model and contractual cash-flow characteristics test. The final version of IFRS 9 supersedes all previous versions of IFRS 9 and is effective for periods beginning on or after January 1, 2018. The adoption of IFRS 9 will not have a material impact on the Corporation's financial statements.

IFRS 15, Revenue from Contracts with Customers

IFRS 15 Revenue from Contracts with Customers ("IFRS 15"), deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognized when a customer obtains control of a good or service. The standard replaces IAS 18 "Revenue" and IAS 11 Construction Contracts" and related interpretations. The standard is effective for annual periods beginning on or after January 1, 2018. The adoption of IFRS 15 will not have a material impact on the Corporation's financial statements.

IFRS 16, Leases

In January 2016, the IASB issued IFRS 16 "Leases" ("IFRS 16"), which requires lessees to recognize assets and liabilities for most leases. IFRS 16 becomes effective for annual periods beginning on or after January 1, 2019 and is to be applied retrospectively.

The Corporation is currently assessing the impact of IFRS 16 on its consolidated financial statements.

Internal Control Over Financial Reporting and Disclosure Controls and Procedures

Management, including the President and Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO"), is responsible for designing, establishing, and maintaining a system of internal controls over financial reporting ("ICFR") to provide reasonable assurance that all information prepared by the Corporation for public disclosure is reliable and timely. ICFR is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with IFRS.

The Corporation's ICFR includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately reflect the transactions of the Corporation; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS, and that receipts and expenditures of the Corporation are being made only in accordance with authorizations of management and directors of the Corporation; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Corporation's assets that could have a material effect on the Corporation's Financial Statements. Due to its inherent limitations, ICFR and disclosure controls and procedures may not prevent or detect all misstatements.

The CEO and CFO have evaluated whether there were changes to ICFR during the year ended December 31, 2017 that have materially affected, or are reasonably likely to materially affect, ICFR. Based on this assessment and evaluation, there have been no material changes in the Corporation's ICFR during the year ended December 31, 2017 that have materially affected, or are reasonably likely to materially affect, ICFR.

The Corporation's CEO and CFO have concluded that ICFR are appropriately designed and are operating effectively to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS.

Disclosure controls and procedures ("DC&P") have been designed to provide reasonable assurance that all material information related to the Corporation is identified and communicated on a timely basis. Management of the Corporation, under the supervision of the CEO and the CFO, is responsible for the design and operations of DC&P. There have been no changes in the Corporation's DC&P during the year ended December 31, 2017.

The Corporation's CEO and CFO have concluded that DC&P are appropriately designed and are operating effectively to provide reasonable assurance that all material information related to the Corporation is identified and communicated on a timely basis.

CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

This MD&A contains “forward-looking information” and “forward-looking statements” within the meaning of applicable Canadian securities laws which reflect management’s expectations regarding future growth, results of operations, performance and business prospects of the Corporation. This forward-looking information may include statements that are predictive in nature, or that depend upon or refer to future events or conditions, and can generally be identified by words such as “may”, “will”, “expects”, “anticipates”, “intends”, “plans”, “believes”, “estimates”, “guidance” or similar expressions. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements. These statements are not historical facts but instead represent management’s expectations, estimates and projections regarding future events.

Although management believes the expectations reflected in such forward-looking statements are reasonable, forward-looking statements are based on the opinions, assumptions and estimates of management at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. These factors include, but are not limited to, the future financial or operating performance of the Corporation and its subsidiaries and its mineral projects; the anticipated results of exploration activities; the estimation of mineral resources; the realization of mineral resource estimates; capital, development, operating and exploration expenditures; costs and timing of the development of the Corporation’s mineral projects; timing of future exploration; requirements for additional capital; climate conditions; government regulation of mining operations; anticipated results of economic and technical studies; environmental matters; receipt of the necessary permits, approvals and licenses in connection with exploration and development activities; appropriation of the necessary water rights and water sources; changes in commodity prices; recruiting and retaining key employees; construction delays; litigation; competition in the mining industry; reclamation expenses; reliability of historical exploration work; reliance on historical information acquired by the Corporation; optimization of technology to be employed by the Corporation; title disputes or claims, dilution to the Common Shares and the limitations of insurance coverage and other factors described under the heading “Risk Factors” in the Corporation’s AIF to which reference should be made.

In addition, if any of the assumptions or estimates made by management prove to be incorrect, actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained herein. Such assumptions include, but are not limited to, the following: that general business, economic, competitive, political and social uncertainties remain favourable; that agriculture fertilizers are expected to be a major driver in increasing yields to address demand for premium produce, such as fruits and vegetables, as well as diversified protein rich diets necessitating grains and other animal feed; that actual results of exploration activities justify further studies and development of the Corporation’s mineral projects; that the future prices of minerals remain at levels that justify the exploration and future development and operation of the Corporation’s mineral projects; that there is no failure of plant, equipment or processes to operate as anticipated; that accidents, labour disputes and other risks of the mining industry do not occur; that there are no unanticipated delays in obtaining governmental approvals or financing or in the completion of future studies, development or construction activities; that the actual costs of exploration and studies remain within budgeted amounts; that regulatory and legal requirements required for exploration or development activities do not change in any adverse manner; that input cost assumptions do not change in any adverse manner, as well as those factors discussed in the section entitled “Risk Factors” in the Corporation’s AIF. Accordingly, readers are cautioned not to place undue reliance on such statements.

All forward-looking information herein is qualified by these cautionary statements. Forward-looking information contained herein is made as of the date of this MD&A and the Corporation disclaims any obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise, except as required by law.