MANAGEMENT'S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS

FOR THE THREE MONTHS ENDED

MARCH 31, 2024

Introduction

The following interim Management's Discussion & Analysis ("Interim MD&A" or "MD&A") of the financial condition and results of the consolidated operations of Gensource Potash Corporation and its subsidiary, KClean Potash Corporation (the "Company" or "Gensource") for the three months ended March 31, 2024 has been meticulously prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last annual management's discussion & analysis, being the Management's Discussion & Analysis ("Annual MD&A") for the fiscal year ended December 31, 2023. This Interim MD&A does not provide a general update to the Annual MD&A or reflect any non-material events since the date of the Annual MD&A.

This MD&A has been meticulously prepared in full compliance with the requirements of section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Annual MD&A, the audited annual financial statements of the Company for the years ended December 31, 2023, and December 31, 2022, and the unaudited condensed interim consolidated financial statements for the three months ended March 31, 2024, together with the notes thereto. Results are reported in Canadian dollars unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results for the three months ended March 31, 2024, do not necessarily indicate the results that may be expected for any future period. Information contained herein is presented as of May 30, 2024, unless otherwise indicated.

The unaudited condensed interim consolidated financial statements for the three months ending March 31, 2024, have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed interim consolidated financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting.

The following MD&A, particularly under the heading "Liquidity and Capital Resources," contains forward-looking information that involves numerous risks and uncertainties. The forward-looking information is not historical fact but is based on the Company's current plans, objectives, goals, strategies, estimates, assumptions and projections about the industry, business and future financial results. The Company's actual results could differ materially from those discussed in such forward-looking statements.

To prepare this MD&A, management and the Board of Directors must consider the materiality of the information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. In conjunction with the Board of Directors, management evaluates materiality concerning all relevant circumstances, including potential market sensitivity.

Additional information relating to the Company is available free of charge on the System for Electronic Document Analysis and Retrieval (SEDAR+) website at **www.sedarplus.ca**.

Summary of Key Activities

Gensource's commitment to social and community values reflects its purpose and role in supplying a hungry world with a critical fertilizer nutrient in potash. World events, continued potash supply, and price uncertainty urgently demand a direct and independent potash supply. The first quarter of 2024 has seen Gensource receive international delegations seeking to access a modern supply chain model. These entities are reviewing Gensource's business model and planned capacity, which will guarantee delivery of known potash tonnages on predictable timelines. The team at Gensource is delighted with the current activity going into the second quarter of 2024.

Financing for the Tugaske Project remains the Company's primary focus. To that end, negotiations are concentrated on financial and joint business structures, enabling current and future parties to benefit from Gensource's modular and scalable production opportunity. The negotiations are at an advanced stage, which coincides with the heightened interest in the Company's model. The team at Gensource remains committed to closing the financing for Tugaske, and we thank our Board of Directors for their continued support of the management team and shareholders.

Gensource is founded on technical understanding and development expertise. This culture continues with ongoing assessment, optimization, and analysis of the specific attributes of Tugaske's cavern system. Based on sound engineering, this preparatory work aims to fundamentally confirm and quantify how each cavern and process step works.

As of the date of this MD&A, the following significant events have occurred in the quarter ending March 31, 2024, and up to the date of this MD&A:

- On May 9, 2024, the Company received an unsecured promissory note from related parties amounting to $150,000. The promissory note bears interest at a rate of 0% per annum and matures on June 25, 2024.
- On March 25, 2024, the Company received an unsecured promissory note from related parties amounting to $150,000. The promissory note bears interest at a rate of 0% per annum and matures on June 25, 2024.
- On February 12, 2024, 1,373,227 broker warrants with an exercise price of $0.18 expired.
- On January 31, 2024, 1,000,000 options with an exercise price of $0.105 expired.

Caution Regarding Forward-looking Statements

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans," "expects," "is expected," "budget," "scheduled," "estimates," "continues," "forecasts," "projects," "predicts," "intends," "anticipates" or "believes," or variations of, or the negatives of, such words and phrases, or statements that specific actions, events or results "may," "could," "would," "should," "might" or will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this MD&A. It provides the material assumptions used to develop forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Forward-looking statements	Assumptions	Risk factors
The potential of Gensource's properties to contain potash deposits.	Financing will be available for future exploration and development of Gensource's properties; the actual results of Gensource's exploration and development activities will be favourable; operating, exploration and development costs will not exceed Gensource's expectations; the Company will be able to retain and attract skilled staff; all requisite regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to Gensource, and applicable political and economic conditions will be favourable to Gensource; the price of potash and applicable interest and exchange rates will be favourable to Gensource; no title disputes exist concerning the Company's properties.	Potash price volatility; uncertainties involved in interpreting geological data and confirming title to acquired properties; the possibility that future exploration results will not be consistent with Gensource's expectations; availability of financing for and actual results of Gensource's exploration and development activities; increases in costs; environmental compliance and changes in ecological and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions; the Company's ability to retain and attract skilled staff.
The Company's ability to meet its working capital needs at the current level for the twelve months ending March 31, 2025.	The operating and development of the Company for the twelve months ending March 31, 2025, and the costs associated in addition to that, will be consistent with Gensource's current expectations: debt and equity markets, exchange and interest rates, and other applicable economic conditions will be favourable to Gensource.	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions.
The Company's ability to carry out anticipated exploration and development on its property interests.	The Company's exploration and development activities for the twelve months ending March 31, 2025, and the costs associated therewith will be consistent with Gensource's current expectations; debt and equity markets, exchange and interest rates, and other applicable economic conditions will be favourable to Gensource.	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions; receipt of applicable permits.
Plans, costs, timing and capital for future exploration and development of Gensource's property interests, including the fees and potential impact of complying with existing and proposed laws and regulations.	Financing will be available for Gensource's exploration and development activities and the results thereof will be favourable; actual operating and exploration costs will be consistent with the Company's	Potash price volatility, changes in debt and equity markets; timing and availability of external financing on acceptable terms, the uncertainties involved in interpreting geological data and confirming title to acquired

Forward-looking statements	Assumptions	Risk factors
	current expectations; the Company will be able to retain and attract skilled staff; all applicable regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to Gensource; the Company will not be adversely affected by market competition; debt and equity markets, exchange and interest rates and other applicable economic and political conditions will be favourable to Gensource; the price of potash will be favourable to Gensource; no title disputes exist for Gensource's properties.	properties; the possibility that future exploration results will not be consistent with Gensource's expectations; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions; the Company's ability to retain and attract skilled staff.
Management's outlook regarding future trends.	Financing will be available for the Company's exploration, development and operating activities; the price of potash will be favourable to Gensource.	Potash price volatility; changes in debt and equity markets; interest rate and exchange rate fluctuations; changes in economic and political conditions.
Sensitivity analysis of financial instruments.	The aggregate gross credit risk exposure related to cash on March 31, 2024, was $91,955 (December 31, 2023 – $409,488) and consisted entirely of money held with financial institutions with an "AA High" credit rating or above and securities brokerage firms.	Changes in debt and equity markets; interest rate and exchange rate fluctuations.
Prices and price volatility for potash.	The price of potash will be favourable, as will debt and equity markets, interest and exchange rates, and other economic factors that may impact it.	Changes in debt and equity markets and the spot price of potash; interest rate and exchange rate fluctuations; changes in economic and political conditions.

Inherent in forward-looking statements are risks, uncertainties, and other factors beyond Gensource's ability to predict or control. Please also refer to those risk factors referenced in the "Risk Factors" section above. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements and that the assumptions underlying such statements may prove incorrect. Actual results and developments will likely differ materially from those expressed or implied by the forward-looking statements in this MD&A.

Forward-looking statements involve known risks, uncertainties and other factors that may cause Gensource's actual results, performance or achievements to materially differ from any future results, performance or achievements expressed or implied by forward-looking statements. This cautionary statement qualifies all forward-looking statements herein. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information or future events, except as required by law. Suppose the Company does update one or more forward-looking statements. In that case, no inference should be made whether it will make additional updates concerning those or other forward-looking statements unless required by law.

Description of Business

Gensource Potash is a fertilizer development company based in Saskatoon, Saskatchewan and is working towards becoming the next fertilizer production company in that province. With a modular and environmentally leading approach to potash production, Gensource believes its technical and business model will be the industry's future. Gensource operates under a business plan that has two key components: (1) vertical integration with the market to ensure that all production capacity built is directed and pre-sold to a specific market, eliminating market-side risk, and (2) technical innovation, which will allow for a modular and economic potash production facility, that demonstrates environmental leadership within the industry, producing no salt tailings, therefore eliminating decommissioning risk, and requiring no surface brine ponds, thereby removing the single most significant negative environmental aspect of potash mining.

Its registered head office is located at Suite 1100, 201 1st Ave. S. Saskatoon, SK., S7K 1J5.

Operational Highlights

Exploration & Evaluation Assets and Development Stage Properties

The Vanguard Area is in South-Central Saskatchewan and surrounds the Villages of Tugaske and Eyebrow in the Rural Municipality ("R.M.") of Huron No.223 and R.M. of Eyebrow No.193, respectively. It comprises two Government of Saskatchewan potash mineral leases, KL244 and KL245, and exploration permit SMP200, all 100% owned by Gensource.

Current Status:

1. **Tugaske Project (the "Project" or "Tugaske Project") – Development Stage Property**

The Tugaske Project is the Company's most advanced project and the first of potentially many similar projects. It has completed a full, bankable feasibility study and a follow-on Front-End Engineering and Design study (FEED). The Project is fully permitted and ready for construction following the optimization program.

The seismic work completed on SMP200 (with the final report pending at this date) will impact the Reserves and Resources in and immediately adjacent to the Tugaske mining area, giving further clarity on the resources abutting the Tugaske mining area and providing optionality with respect to where best to begin mining operations for the project.

In addition, the Company maintained all its freehold mineral leases and surface land option agreements.

Table 1 - Summary of Expenditures

Summary of Completed Activities (Three months ended March 31, 2024)	(A) Spent Vanguard Area	(B) Spent Tugaske
Property acquisition and surface access fees	$ 168,537	$ 123,417
Geological and project management	$ Nil	$ 9,577
Engineering	$ Nil	$ Nil
Drilling	$ Nil	$ Nil
Tech reports/feasibility study	$ Nil	$ Nil
Environmental	$ Nil	$ Nil
Project Finance	$ Nil	$ 38,840
Total	**$ 168,537**	**$ 171,834**

- The planned expenditures for property acquisition and surface access fees are $900,000. Capital commitments for 2024 will be evaluated as financing is completed.

The following table shows estimated Expenditures for the Tugaske Project, which will take approximately two years to complete construction and transition to operations. This table is revised to reflect the revisions to the Project as integrated during FEED and does not include any potential optimizations identified above.

Table 2 - Tugaske Project Capital Cost Estimate Summary

WBS Area	Area Description	Grand Total Cost ($CAD)	% of Total
100	Mining	$ 30,760,003	9%
200	Wellfield	$ 17,084,230	5%
300	Process Plant	$ 96,876,130	28%
400	Product Storage and Loadout	$ 15,783,440	4%
500	Site Infrastructure	$ 23,528,252	7%
600	Offsites	$ 7,879,549	2%
700	Non-Process Facilities	$ 29,929,031	9%
	TOTAL DIRECT COST	**$ 221,840,635**	**64%**
900	Project Indirects	$ 96,638,548	27%
	TOTAL INDIRECT COSTS	**$ 96,638,548**	**27%**
	TOTAL DIRECT + INDIRECT COSTS	**$ 318,479,183**	**91%**
980	Contingency	$ 33,597,918	9%
	TOTAL PROVISIONAL COSTS	**$ 33,597,918**	**9%**
	GRAND TOTAL COST	**$ 352,077,101**	**100%**

NOTE: The Bridge Engineering study will address cost escalation pressures, including optimizations and updated capex and opex estimates for the Tugaske Project.

2. Vanguard One Project (Exploration and Evaluation Asset): No efforts planned.

3. General Vanguard Area: (Exploration and Evaluation Asset) Gensource will continue with the reclamation requirements for the former exploration drilling well sites and advance two sites through the AOR process.

Lazlo Area (Exploration and Evaluation Asset):

Summary of Completed Activities (Three months ended March 31, 2024)	(A) Spent	Plans for the Project	(B) Planned Expenditures
Land acquisition and staking	$2,322	At the date of this MD&A, the company is more likely to pursue an initial project in the Vanguard Area in the immediate term, so the budgeted expenditures are not included here.	$10,000
Total	**$2,322**		**$10,000**

Technical Information

Mike Ferguson, P.Eng., a qualified person under NI 43-101, has reviewed and approved the technical disclosure in this MD&A.

Trends

Gensource anticipates that it will continue to experience net losses as a result of ongoing cash outflows from investing in its potash assets and operating costs until revenue-generating activity commences. The Company's future financial performance is dependent on certain external factors. The price of the potash market is volatile, difficult to predict, and subject to changes in domestic and international political, social, and economic environments. Circumstances and events such as economic conditions and volatility in the capital markets could materially affect the Company's future financial performance. See "Caution Regarding Forward-looking Statements" and "Risk Factors."

Nationalism, polarization, and economic instability are driving geopolitical turmoil worldwide. Due to globalization, regional events have global impacts. In particular, the Russia-Ukraine war continues to inject instability into the food and fertilizer sector and its associated supply chains.

Results of Operations

Selected quarterly information

	Q1 2024	Q4 2023	Q3 2023	Q2 2023	Q1 2023	Q4 2022	Q3 2022	Q2 2022
Net loss	(636,667)	(2,934,592)	(591,914)	(2,291,402)	(765,328)	(857,210)	(181,233)	(728,342)
Net loss per share	0.00	0.01	0.00	0.01	0.00	0.01	0.00	0.00
Total assets	23,643,059	23,673,194	25,745,095	25,267,289	25,356,454	24,949,663	25,074,940	24,102,703

Three Months Ended March 31, 2024, Compared to Three Months Ended March 31, 2023

During the three months ended March 31, 2024, the Company had a net loss of $636,667 (three months ended March 31, 2023 – a net loss of $765,328), resulting in a net loss decrease of $128,661.

Expenses during the three months ended March 31, 2024, were $522,135 (three months ended March 31, 2023 – $641,916), a decrease of $119,781. This is primarily due to a reduction in professional fees, salaries, and public company expenses offset by an increase in interest expense.

During the three months ended March 31, 2024, the Company recorded interest income of $1,152 (three months ended March 31, 2023 – $2,102), unrealized gain on investments of $669 (three months ended March 31, 2023 – unrealized loss on investments of $2,579) and accretion expense of $82,537 (three months ended March 31, 2023– $79,569).

During the three months ended March 31, 2024, overall general and administrative expenses were $62,183 lower than the comparative period in 2023. The following is a breakdown of general and administrative expenses for the three months ended March 31, 2024 and 2023:

Three Months Ended March 31,	**2024**	**2023**	**Change**
	$	**$**	**$**
Office and General (1)	301,247	209,611	91,636
Finance and marketing	119,048	130,841	(11,793)
Professional fees (2)	35,052	123,620	(88,568)
AIM listing costs (3)	46,777	100,235	(53,458)
Total general and administrative expenses	502,124	564,307	(62,183)

(1) Costs were higher due to an increase in interest expense offset by a salary decrease.
(2) Costs were lower due to a decrease in legal fees.
(3) Costs were lower due to decreased AIM-related public relations and legal fees.

Assets

Assets were $23,643,059 on March 31, 2024 (December 31, 2023 - $23,673,194), a decrease of approximately 0.1%. Exploration and evaluation assets increased by approximately 4% from December 31, 2023. The total exploration and evaluation assets represent approximately 20% of the total assets (December 31, 2023 – 19%). Property, plant and equipment increased by approximately 2%. Property, plant and equipment represent approximately 78% of total assets (December 31, 2023 –77%).

Receivables decreased by $21,036 from December 31, 2023, due to a decrease in GST/HST receivable. Further, the Company had a reduction in prepaid expenses of $20,471. On March 31, 2024, the Company had cash of $91,955 (December 31, 2023 - $409,488), a decrease of $317,533. The Company had Right-of-use assets of $22,846 (December 31, 2023 - $34,269).

Liabilities

As of March 31, 2024, current liabilities were $11,078,105 (December 31, 2023 - $10,479,450). The variation is primarily due to increased interest charges on project account payables and deferred management compensation.

The Company will continue to seek additional financing to facilitate the execution of its business plan.

Shareholders' equity

On March 31, 2024, shareholders' equity decreased by $621,598, primarily due to the increased contributed surplus and deficit during the three months that ended March 31, 2024.

On March 31, 2024, the Company had 449,748,164 common shares issued and outstanding, 23,069,169 common share purchase warrants outstanding and 37,450,000 stock options outstanding.

Investment portfolio

The Company's investments consist primarily of resource companies whose principal business is exploration and development. During the three months ended March 31, 2024, there was no change in ownership of these investments. Still, due to the fluctuation of the fair value of these investments, the Company reported an unrealized gain of $669 (three months ended March 31, 2023 – unrealized loss of $2,579). On March 31, 2024, the market value of the Company's investments was $3,630 (December 31, 2023 – $2,962).

Cash Flow

For the three months ending March 31, 2024, the Company decreased its cash position by $317,533 due to an increase in expenses.

Cash used in operations, including changes in non-cash working capital of $405,396, totaled a deficiency of $110,693 during the three months ended March 31, 2024. This was a result of a net loss of $636,667 for the three months ended March 31, 2024, adjusted for non-cash transactions, including mainly depreciation of $12,134, share-based payments of $7,877, accretion expense of $82,537, unrealized gain on FVTPL investments of $669, interest on credit facility of $18,699 foreign exchange loss of $15,117. For the three months ended March 31, 2023, cash used in operations, including changes in a non-cash working capital deficiency of $24,621, totaled a deficiency of $611,699. This was a result of a net loss of $765,328 for the three months ended March 31, 2023, adjusted for non-cash transactions, including mainly depreciation of $12,884, share-based payments of $64,725, accretion expense of $79,569, unrealized gain on FVTPL investments of $2,579 and interest on credit facility of $18,493.

Cash used in investing activities during the three months ended March 31, 2024, totaled $340,371, which consisted of the expenditure on property in the development stage of $171,834 and the expenditure of exploration and evaluation assets of $168,537. The spending on exploration and evaluation assets was for annual mining lease payments and surface access fees of $168,537. The expenditures on property in the development stage were for annual mining lease payments and surface access fees of $123,417, geological and project management of $9,577 and project finance costs of $38,840. Cash used in investing activities during the three months ended March 31, 2023, totaled $468,096, which consisted of the expenditure on property in the development stage of $299,482 and the expenditure of exploration and evaluation assets of $168,614. The expenditure of exploration and evaluation assets cost was all for annual mining lease payments and surface access fees of $168,614. The spending on property in the development stage was for annual mining lease payments and surface access fees of $134,767, geological and project management of $71,790, and project finance costs of $92,925.

Cash generated during the three months ended March 31, 2024, totaled $133,531, including $150,000 in proceeds from the related party's unsecured, non-interest-bearing promissory note and $16,469 in lease repayment on right-of-use asset.

Liquidity and Capital Resources

The activities of the Company, principally the development of resource opportunities, are financed through the completion of equity transactions such as equity offerings and the exercise of stock options and warrants. There is no assurance that future equity capital will be available to the Company in the amounts or at the times desired by the Company or on terms that are acceptable to it, if at all. See "Caution Regarding Forward-looking Statements" and "Risk Factors."

The following table summarizes the Company's working capital position:

As at	**March 31, 2024**	December 31, 2023
Working capital deficiency ($)	10,706,009	9,784,894

The Company includes cash, receivables and investments in its capital management considerations. The Company's objectives when managing capital are to safeguard its ability to continue as a going concern so that it can continue to provide returns for shareholders by maximizing investment returns through its potash assets and investment portfolio. The Company manages capital in proportion to risk and manages the investment portfolio and capital structure based on economic conditions and prevailing commodity pricing and trends.

The following table is a summary of quantitative data about what the Company manages as capital:

As at	**March 31, 2024($)**	December 31, 2023 ($)	Change ($)
Cash	91,955	409,488	(317,533)
Prepaids and deposits	43,711	64,182	(20,471)
Receivables	232,800	253,836	21,036
Investments	3,630	2,962	688

Transactions with Related Parties

The terms and conditions of the transactions with key management personnel and their related parties were no more favourable than those available, or which might reasonably be expected to be available, in similar transactions with non-related entities on an arm's length basis.

Related parties include management, the Board of Directors, and enterprises controlled by these individuals. The Company entered into the following transactions with related parties:

a) During the three months ended March 31, 2024, compensation and salaries of $237,500 (three months ended March 31, 2023 - $237,500) were accrued or paid to directors and officers of the Company or related companies controlled by officers of the Company. They were included in general and administrative expenses and development expenses. Included in amounts payable and other liabilities was $819,951 (December 31, 2023 - $597,865) owed to related parties for deferred payment of consulting fees and expenses.

	Three months ended March 31, 2024 ($)	**Three months ended March 31, 2023 ($)**
Michael Ferguson (1)	Nil	75,000
FCON Consulting (1)	75,000	Nil
Alton Anderson (2)	62,500	62,500
Rob Theoret (3)	50,000	50,000
101188810 Saskatchewan Ltd. (4)	50,000	50,000
Amy O'Shea, Director	Nil	Nil
Calvin Redlick, Director	Nil	Nil
Mike Mueller, Director	Nil	Nil
Stephen Dyer, Director	Nil	Nil
Wayne Brownlee, Director	Nil	Nil
Total	**237,500**	**237,500**

(1) Compensation to the CEO. FCON Consulting (controlled by CEO). For the three months ended March 31, 2024, 21% % was included in development properties and 79% in general and administrative expenses.

(2) Compensation to the CFO. For the three months ended March 31, 2024, 17% is included in development properties, and 83% is included in general and administrative expenses.

(3) Compensation to the VP of Finance and Business Development. For the three months ended March 31, 2024, 7% is included in development properties and 93% in general and administrative expenses.

(4) Compensation to the VP of Corporate Services. 101188810 Saskatchewan Ltd. (controlled by VP, Corporate Services). For the three months ended March 31, 2024, 98% is included in general and administrative expenses and 2% is included in development properties

To the knowledge of the directors and executive officers of the Company as of March 31, 2024, the common shares of the Company were widely held, including various holdings owned by directors and officers of Gensource. These holdings can change at any time at the discretion of the owner.

Remuneration of directors and key management personnel, other than consulting fees and salaries, of the Company was as follows:

Share-based payments	Three Months Ended March 31,	
	2024 ($)	2023 ($)
Michael Ferguson, Director and Officer	Nil	Nil
Alton Anderson, Director and Officer	Nil	Nil
Rob Theoret, Officer	Nil	Nil
Deborah Morsky, Officer	Nil	Nil
Amy O'Shea, Director	Nil	Nil
Calvin Redlick, Director	Nil	Nil
Mike Mueller, Director	Nil	Nil
Stephen Dyer, Director	Nil	Nil
Wayne Brownlee, Director	Nil	Nil
Total	**Nil**	**Nil**

New Accounting Standards Adopted

IAS 1 – Presentation of Financial Statements ("IAS 1")

IAS 1 was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or non-current is based solely on a company's right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company's equity instruments is regarded as the settlement of liability unless it results from exercising a conversion option meeting the definition of an equity instrument. Adopting the amendment did not have a material impact on the Company's unaudited condensed interim consolidated financial statements.

Amendments to IAS 1 and IFRS Practice Statement 2 - Disclosure of Accounting Policies

In February 2021, the IASB amended IAS 1, Presentation of Financial Statements, and IFRS Practice Statement 2. The amendments to IAS 1 require an entity to disclose its material accounting policies instead of the entity's significant accounting policies. The amendments include clarifying how an entity can determine material accounting policies by applying a "four-step materiality process" described in IFRS Practice Statement 2. The amendments to IAS 1 are effective for annual periods beginning on or after January 1, 2023. The Company adopted the amendments effective January 1, 2023, with no material impact on the Consolidated Financial Statements for 2023.

Amendments to IAS 8 – accounting policies, changes in accounting estimates and errors

The amendments to IAS 8 are applied in selecting and applying accounting policies, accounting for changes in estimates and reflecting corrections of prior period errors. The standard requires compliance with any specific IFRS applied to a transaction, event, or condition, and it guides on developing accounting policies for other items that result in relevant and reliable information. Changes in accounting policies and corrections of errors are generally retrospectively accounted for, whereas changes in accounting estimates are typically accounted for on a prospective basis. Adopting the amendment did not have a material impact on the Company's unaudited condensed interim consolidated financial statements.

Recent Accounting Pronouncements

Certain pronouncements issued by the IASB or the IFRIC are mandatory for accounting periods commencing on or after January 1, 2024. Many are not applicable or do not significantly impact the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IFRS 16 - Leases ("IFRS 16")

IFRS 16 specifies how to recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring the recognition of assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessor accounting remains unchanged from IAS 17, and the distinction between operating and finance leases is retained. The amendment is effective for annual periods beginning on January 1, 2024. The Company will adopt these amendments as of their effective date and is currently assessing the impacts on adoption.

IFRS 3, Business Combinations ("IFRS 3")

Amendments to IFRS 3 "Business Combinations" were issued in May 2020 and are effective on or after January 1, 2022, with earlier application permitted. The amendments update references within IFRS 3 to the 2018 Conceptual Framework and require that the principles in IAS 37, "Provisions, Contingent Liabilities and Contingent Assets," be used to identify liabilities and contingent assets arising from a business combination. Adopting these amendments is not expected to significantly impact the Company's consolidated financial statements.

Critical judgments and accounting estimates

Preparing the consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and contingent liabilities on the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and judgments are continuously evaluated based on management's experience and other factors, including expectations of future events considered reasonable under the circumstances. Actual outcomes can differ from these estimates. The key sources of judgment and estimation uncertainty that have a significant risk of causing a material adjustment to the amounts recognized in the consolidated financial statements are:

Exploration and evaluation of assets

The application of the Company's accounting policy for exploration and evaluation assets requires judgment in determining whether it is likely that future economic benefits will flow to the Company based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after an item of expenditure is capitalized, information becomes available suggesting that the recovery of such spending is unlikely, the amount capitalized is written off in the statements of operations and comprehensive loss in the period the new information becomes available. No indications of impairment were present on March 31, 2024.

Discount rate on initial recognition

The convertible debt and all the lease liability components must be discounted to reflect the present value of the payments. The discount rate to use is implicit in the lease unless this cannot readily be determined, in which case the Company's incremental borrowing rate is used instead. The definition of the lessee's incremental borrowing rate states that the rate should represent what the Company would have to pay to borrow over a similar term and with similar security, the funds necessary to obtain an asset of comparable value to the right-of-use asset in a similar economic environment. Significant judgment is required to estimate an incremental borrowing rate in convertible debt and right-of-use asset context.

Impairment of mining interests

The Company's management reviews the carrying values of its mining interests on transfer from an exploration property to a development property and regularly determines whether any write-downs are necessary. Property, plant and equipment are also reviewed periodically to determine whether any write-downs are required. The recovery of amounts recorded for mining interests and property, plant and equipment depends on the Company's interpretation of its interest in the underlying mineral claims based on existing regulations, the ability of the Company to obtain the necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof. Management relies on the life-of-mine plans in assessing economic recoverability and the probability of future economic benefit. Life-of-mine plans provide a financial model to support the economic extraction of reserves and resources. The life-of-mine plan requires the use of estimates and assumptions such as long-term commodity prices (considering current and historical prices, price trends and related factors), discount rates, operating costs, future capital requirements, closure and rehabilitation costs, mineral reserves, and operating performance (which includes production and sales volume). The company performed an impairment test on the Tugaske Project as it entered the development stage during the fiscal year 2021. No impairment was identified.

Risk Factors

Gensource's financial condition, results of operations, and business are subject to certain risks that may negatively affect the Company. Certain of these risks are described below. Additional risks not currently known to the Company or that the Company currently believes to be immaterial may also affect and negatively impact the business.

Commodity Price Fluctuations
The Company does not have any potash mining operations. The profitability of any such operations in which the Company has, or may have, an interest will be significantly affected by changes in the market prices of potash. Potash prices fluctuate and have historically been subject to wide fluctuations and are affected by numerous factors beyond the control of the Company, such as the level of interest rates, the rate of inflation, central bank transactions, the world supply of potash, foreign currency exchange rates, international investments, monetary systems and political developments. The exact effect of these factors cannot be

accurately predicted. Still, the combination of these factors may result in the Company not receiving adequate returns on invested capital or the investments retaining their respective values.

Operating Hazards and Risks
Mining operations generally involve a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Hazards such as unusual or unexpected formations and other conditions can occur. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks usually incidental to exploration, development and production, any of which could result in work stoppages, damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damages. The Company may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. Any compensation for such liabilities may have a material, adverse effect on the Company's financial position.

Exploration and Development
Development of the Company's properties will only follow upon obtaining satisfactory exploration results and sufficient financing to continue Potash's growth and eventual commercial production. Mineral exploration and development are speculative in nature and involve a high degree of risk; few explored properties are ultimately developed into producing mines. There is no assurance that the Company's mineral exploration and development activities will result in any additional discoveries of potash reserves or that the current reserves or resources will be developed for production or commercially viable. The long-term profitability of the Company's operations will be directly related to the cost and success of its exploration programs, which may be affected by many factors.

Substantial expenditures are required to establish resources and reserves through drilling and development, mining and processing facilities, and infrastructure. Although significant benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis.

The marketability of any minerals acquired or discovered may be affected by numerous factors which are beyond the Company's control and which cannot be accurately foreseen or predicted, such as market fluctuations, the global marketing conditions for minerals, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting minerals and environmental protection.

Calculation of Reserves and Resources and Potash Recoveries
The calculation of reserves and resources and the corresponding grades to be mined and recovered is uncertain. Until reserves or resources are mined and processed, the quantities of mineralization and grades must be considered estimates only.

Reclamation
The monies allotted for land reclamation may not be sufficient to cover all risks due to changes like the waste rock or tailings and/or revisions to government regulations. Therefore, additional funds, reclamation bonds, or other forms of financial assurance may be required over the project's tenure to cover potential risks. These additional costs may have a material adverse impact on the company's financial condition and results.

Government Regulation

Operations, development and exploration of the Company's properties are affected to varying degrees by government regulations relating to such matters as environmental protection, health, safety and labour, mining law reform, restrictions on production, price controls, tax increases, maintenance of claims, tenure, limitations on assignability or corporate ownership of mineral properties, and expropriation of property. There is no assurance that future changes in such regulation, if any, will adversely affect the Company's operations.

The activities of the Company require licenses and permits from various governmental authorities. While the Company currently has been granted the requisite licenses and permits to enable it to carry on its existing business and operations, there can be no assurance that the Company will be able to obtain all the necessary licenses and permits which may be required to carry out exploration, development and mining operations for its projects or to sell its projects or the Company itself.

Indigenous Peoples
Various international and national laws, codes, resolutions, conventions, guidelines, and other materials relate to the rights of Indigenous peoples. The Company operates in some areas presently or previously inhabited or used by Indigenous peoples. Many of these materials impose obligations on the government to respect the rights of Indigenous people. Some mandate that the government consult with Indigenous people regarding government actions which may affect Indigenous people, including actions to approve or grant mining rights or permits. The obligations of government and private parties under the various international and national materials about Indigenous people continue to evolve and be defined. The Company's current and future operations are subject to a risk that one or more groups of Indigenous people may oppose continued operation, further development, or new development of the Company's projects or operations. Such opposition may be directed through legal or administrative proceedings or expressed in manifestations such as protests, roadblocks or other public expression against the Company's activities. Opposition by Indigenous people to the Company's operations may require modification of or preclude operation or development of the Company's projects or may require the Company to enter into agreements with Indigenous people concerning the Company's projects.

Environmental Factors
All phases of the Company's operations are subject to environmental regulation in the various jurisdictions in which it operates. Environmental legislation is evolving in a manner that will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors, and employees. There is no assurance that future changes in environmental regulation, if any, will adversely affect the Company's operations. Environmental hazards may exist on the Company's properties which are unknown to the Company at present and have been caused by previous or existing owners or operators of the properties.

Title to Assets
Although the Company has or will receive title opinions for any properties with a material interest, there is no guarantee that title to such properties will not be challenged or impugned. The Company has not conducted surveys of the leases or claims in which it holds direct or indirect interests. The precise area and location of such leases or claims may be doubtful. The Company's leases or claims may be subject to prior unregistered agreements or transfers or native or indigenous land claims, and title may be affected by unidentified or unknown defects.

Uncertainty of Funding
The Company's current operations do not generate any positive cash flow, and it is not anticipated that any positive cash flows will be generated shortly. The Company has limited financial resources, and the mineral claims in which the Company has an interest or an option to acquire an interest require significant financial

expenditures to be made by the Company. There can be no assurance that adequate funding will be available to the Company to maintain these interests or, if applicable, to exercise its option to acquire them once they have been exercised.

Further exploration work and development of the properties in which the Company has an interest or option to acquire depend upon the Company's ability to obtain financing through joint venturing of projects, debt financing, equity financing or other means. Failure to obtain financing on a timely basis could cause the Company to forfeit all or parts of its interests in mineral properties or reduce or terminate its operations.

Competition and Agreements with Other Parties
The mining industry is intensely competitive in all phases, and the Company competes with many companies possessing greater financial resources and technical facilities than itself. Competition in the mining business could adversely affect the Company's ability to acquire suitable producing properties or future mineral exploration prospects.

In the future, the Company may be unable to meet its share of costs incurred under the agreements to which it is a party, and its interest in the properties subject to such contracts may be reduced. Furthermore, if other parties to such agreements meet their share of such costs, the Company may be able to finance the cost required to complete recommended programs.

Potential Conflicts of Interest
Certain directors and officers of the Company also serve as directors and officers of other public and private companies, such as Gensource. Consequently, there exists the possibility that such directors will be in a position of conflict of interest. Any decision by such directors involving these other companies will be made per applicable laws and the duties and obligations to deal fairly and in good faith with the Company and these different companies. In addition, such directors must declare and refrain from voting on any matter in which such directors may have a material conflict of interest.

The Company has not entered into non-competition with specific consultants, other geologists, and technical experts and has no current plans to do so. The Company may hire consultants, other geologists, and technical experts. Still, there is no guarantee that the Company will be able to retain personnel with sufficient technical expertise to carry out future development of its properties.

Share Prices of Investments
Gensource's investments in public company securities are subject to company share price volatility. There can be no assurance that an active trading market for any of the shares is sustainable. The trading prices of the shares could be subject to wide fluctuations in response to various factors beyond the control of Gensource, including quarterly variations in the investee companies' results of operations; changes in earnings, if any; estimates or commentaries provided by research analysts; conditions in the emerging resource exploration mining sector; and general market or economic conditions. In recent years, equity markets have experienced extreme price and trading volume fluctuations. These fluctuations have had a substantial effect on market prices, sometimes unrelated to the operating performance of specific companies. Such market fluctuations could adversely affect the market price of the Company's investments, which would significantly negatively impact the Company's operating results.

Concentration of Investments
Gensource's investments are concentrated in the emerging resource mineral mining sector. The Company expects to focus on a smaller number of more significant transactions; therefore, performance may be disproportionately subject to adverse developments in the resource sector. There are currently no restrictions on the proportion or the amount of Gensource's funds that may be allocated to any particular investment. Accordingly, the Company's investment activities may be highly concentrated in a limited number of

investments or a specific segment within the mineral resource sector. The consequence of this type of concentration is that the Company's financial results may be impacted by the unfavourable performance of any of the limited number of investments or the particular segment within the mineral mining sector.

Thinly Traded Securities
Gensource has, in the past, invested in common shares of publicly traded companies and holds common shares in public companies characterized by thin and sometimes uneven trading volumes that are potentially subject to highly volatile price movements. One of the factors used when determining the valuation of ordinary shares held in the Company's investment portfolio is price volatility; therefore, the theoretical valuation of common shares for thinly traded companies may be understated or overstated as a result.

Disclosure Controls

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the financial statements do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the financial statements; and (ii) the financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Company uses the Venture Issuer Basic Certificate filed by the Company, which does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing such certificates are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and preparing financial statements for external purposes following the issuer's GAAP (IFRS).

The Company's certifying officers are responsible for ensuring that processes are in place to provide sufficient knowledge to support the representations they make in such certificates. Investors should be aware that inherent limitations on the ability of a venture issuer's certifying officers to design and implement DC&P and ICFR on a cost-effective basis, as defined in NI 52-109, may result in additional risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports provided under securities legislation.

Outlook

For the immediate future, the Company intends to raise additional financing for the following purposes:

- complete the financing of the Tugaske Project,
- working capital purposes, and
- to begin to develop a second project.

The Company continues to monitor its spending and will amend its plans based on business opportunities that may arise in the future.

Subsequent Events

- On May 9, 2024, the Company received an unsecured promissory note from related parties amounting to $150,000. The promissory note bears interest at a rate of 0% per annum and matures on June 25, 2024.