Management's Discussion and Analysis for the Year Ended December 31, 2015

The following management's discussion and analysis ("MD&A") of the operating results and financial condition of Verde Potash Plc ("Verde", the "Group" or the "Company") and its subsidiaries covers the year ended December 31, 2015. The following discussion provides information that management believes is relevant to an assessment and understanding of the consolidated results of operations and financial condition. This MD&A should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2015. The audited consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and their interpretations issued by the International Accounting Standards Board ("IASB"), as adopted by the European Union and with IFRS and their interpretations issued by the IASB. All amounts herein are expressed in Canadian Dollars unless otherwise stated, and the information is current to March 30, 2016.

Additional information relating to the Group is available under the Group's profile on SEDAR at www.sedar.com and the Group's website at www.verdepotash.com.

Forward Looking Statements

This MD&A contains forward-looking statements. Although the Group believes that its expectations reflected in forward-looking information to be reasonable, such information involves known or unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Group or the Group's projects in Brazil to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such risk factors include, but are not limited to: general business, economic, competitive, political and social uncertainties; the actual results from current development activities; conclusions of economic evaluations; unexpected increases in capital or operating costs; changes in equity markets, inflation and changes in foreign currency exchange rates; changes in project parameters as plans continue to be refined; changes in labour costs; future prices of commodities; possible variations of mineral grade or recovery rates; accidents, labour disputes and other risks of the mineral exploration industry; political risks arising from operating in Brazil; delays in obtaining governmental consents, permits, licenses and registrations; approvals or financing; as well as those factors discussed in the section entitled "Risks" in this MD&A.

Although the Group has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. The forward-looking information contained herein, unless stated otherwise, is made at the date of this MD&A and the Group takes no responsibility to update them or to revise them to reflect new events or circumstances, except as required by law.

Group Overview

The principal activity of the Group is the development of innovative agri-tech products of high agronomic efficiency that foster sustainable, profitable and productive agriculture to help feed and nourish the world's growing population. Verde remains focused on advancing the Cerrado Verde Project towards production while at the same time continues to evaluate the potential of its mineral resource for additional products for the agricultural market.

Cerrado Verde, located in the heart of Brazil's largest agricultural market, is the source of a naturally occurring potassium silicate rock from which the Group intends to produce TK47™ and Super Greensand™. TK47™ is a multi-functional, innovative product that provides benefits for crop nutrition, crop protection, soil improvement and increased sustainability. Super Greensand™ is both a fertilizer and a soil conditioner, rich in minerals and 100% natural, ideally suited for organic agriculture. The Group is also developing its Calcario limestone project; limestone being a key raw material in Verde's process to produce TK47™.

The Group's ordinary shares trade on the Toronto Stock Exchange (the "TSX") under the symbol "NPK".

Highlights of the fourth quarter

In October 2015, the Group announced its evolution from commodities into agri-tech as a direct result of its extensive research and development of TK47™ and its likely derivatives. Verde has been devoted to the development of its potassium silicate mineral asset through technology that converts it into solutions for sustainable and profitable agriculture. Developing technology with the help of notable scientists from around the globe, Verde has produced a highly innovative and superior agri-tech product: TK47™.

Verde expects its proprietary technologies will allow for successful penetration of multiple agri-tech markets: crop nutrition, crop protection, soil improvement and increased sustainability. As a result, the Company proposes changing its name to Verde AgriTech to better reflect its progression and commitment to agricultural technology innovation. The new name will be put forward at the next Annual General Meeting for shareholders' approval.

Verde expects to start initial TK47™ production using small idle industrial facilities on a contract basis. The Group expects to subcontract most required industrial steps to existing local companies ("Phase 1"). Phase 1 is dependent on receipt of the environmental license as well as signing an agreement with local industrial subcontractors. Verde is in ongoing discussions with potential subcontractors and plans to conclude and sign a definitive agreement upon receipt of its environmental license. Initial TK47™ production capacity would be between 2,000 to 4,000 tonnes per month. Verde is currently evaluating the required capital expenditure for this scenario.

In time and upon the successful implementation of Phase 1, Verde expects to substantially grow TK47™ production by advancing initiatives to develop its own greenfield production facility ("Phase 2"). This scalable plan is expected to reduce upfront capital expenditure, fast track production and expedite cash flow while protecting the Company's capital structure.

The Company will continually work on product research and development. As advances become material, Verde will announce new products as well as TK47™ crop specific versions.

Subsequent Events

In February 2016, the Group announced a new product development, Super Greensand™, expected to be used both as a fertilizer and as a soil conditioner. As a fertilizer it provides potassium, magnesium, silicon, iron and manganese. As a soil conditioner it increases the soil's capacity to retain water and nutrients. A 100% natural product, Super Greensand™ is expected to be certified for use in organic agriculture. Verde intends to progress with product registration in Brazil and the United States.

Super Greensand™ is produced as an intermediate step in the TK47™ production process. The production flowsheet for TK47™ allows the same plant to produce both products without any additional investment. If Verde decides to significantly reduce upfront capex, it could initiate production with Super Greensand™, because its manufacturing process does not require a kiln, only a mill.

Verde is in ongoing discussions with potential contract manufacturers in order to be in the position to initiate both TK47™ and Super Greensand™ production immediately after all required permits for its mine are issued by the Brazilian government.

Project Overview

A summary of the Group's current projects are as follows:

Cerrado Verde

Summary of the Cerrado Verde Project

During 2008 the Group staked a large mineral occurrence of a potassium silicate rock, which is believed to be uniquely suited to Brazil's domestic fertilizer needs.

Throughout 2009-2014, the Group advanced and completed a large drilling program at Cerrado Verde, which has a strike length exceeding 100km. Potassium mineralization was found from surface to a maximum depth of 80m, rendering the deposit amenable to open pit mining. Cerrado Verde has an NI 43-101 Measured and Indicated mineral resource estimate of 1.47 billion tonnes at a grade of 9.2% K_2O which includes a Measured mineral resource of 83 million tonnes with an average grade of 10.1% K_2O. Additionally, the Inferred mineral resource estimate is 1.85 billion tonnes at a K_2O grade of 8.6%. The mineral resource was estimated from data collected from a total of 41,021m of reverse circulation (RC) drilling in 710 drill holes with a collar spacing ranging from 100m x 100m (measured resource) to 400m x 400m (inferred resource) and 1,717m of diamond core ("DC") drilling in 25 drill holes.

The Group plans to produce a premium agri-tech fertilizer product, entitled TK47™, and a 100% natural product for organic agriculture, entitled Super Greensand™.

In 2009, at the beginning of agronomic research, TK47™ was viewed as only a source of potash. After numerous agronomic studies involving the long-term impact of TK47™ across a multitude of crops, a number of other benefits of TK47™ have been identified and further research continues to reveal additional advantages in terms of increased productivity, sustainability and profitability. Research has now shown that by integrating TK47™ into their nutrient management systems, farmers benefit from the products multi-functionality in four key aspects: crop nutrition, crop protection, soil improvement and increased sustainability.

Super Greensand™ is both a fertilizer and a soil conditioner. As a fertilizer it provides potassium, magnesium, silicon, iron and manganese. As a soil conditioner it increases the soil's capacity to retain water and nutrients. A 100% natural product, Super Greensand™ is expected to be certified for use in organic agriculture. The Group intends to progress with product registration in Brazil and the United States.

The Group is focusing its regulatory efforts on securing an environmental license for up to 233,000 tonnes per year of run of mine. The Group has completed all necessary studies required from different federal, state and local governmental authorities, filed an updated environmental impact assessment and is presently awaiting the environmental agencies review.

Project Developments

In 2009, the Group focused its activities on the geological mapping of the area of the Cerrado Verde Project, bibliographic research, drilling, planning and development of new metallurgical processes for the economic exploitation of potassium silicate.

In October 2010, the Group staked exploration permits over an area of 7,505 hectares with geological potential for limestone deposits near the Group's Cerrado Verde Project. See "*Calcário Limestone Project*" below.

On February 7, 2011, the Group initiated a wide-spaced drilling program at Cerrado Verde aimed at producing an NI 43-101 compliant mineral resource estimate for the majority of the deposit, which has a strike length exceeding 100km. At the time, the Group had an Inferred mineral resource estimate of 105.1 million tonnes grading 10.3% K_2O, using a cut-off of 7.5% K_2O. On the completion of some widely separated drill holes in May 2011, the Group reported on high grade potash drill intersections close to surface, including 10.3% K_2O at 62m, 10.4% K_2O at 46m and 11.0% K_2O at 36m depth. Drilling successfully extended the high-grade potassium mineralization in all new targets tested at Cerrado Verde and on August 3, 2011, the Group announced an updated mineral resource estimate for the Cerrado Verde Project for five out of thirteen targets (being Targets 4, 6, 7, 10 and 11). The estimate comprised an Indicated mineral resource of 74 million tonnes with an average grade of 9.22% K_2O and an Inferred mineral resource of 1.07 billion tonnes with an average grade of 9.37% K_2O (applying a 7.5% K_2O cut-off). Potassium mineralization was found from surface to a maximum depth of 80m, rendering the deposit amenable to open pit mining.

In April 2011, the Minas Gerais State government signed a memorandum of understanding to provide the Group with support in the form of tax incentives, potential financing for working capital and fixed investment. This support will enable the implementation of an industrial unit and the installation of a distribution center located in the State of Minas Gerais destined for the manufacture and commercialization of TK47™.

On February 28, 2012, the Group filed a technical report titled "*NI 43-101 Preliminary Economic Assessment, Cerrado Verde Potash Project, Minas Gerais, Brazil*" that released the details of an increased resource estimate for the Cerrado Verde Project composed of an Indicated mineral resource estimate of 71 million tonnes with an average grade of 9.22% K_2O and an Inferred mineral resource estimate of 2.76 billion tonnes with an average grade of 8.91% K_2O (applying a 7.5% K_2O cut-off). This resource estimate included Targets 1 to 7, 10 to 14, 16 and 17. The Funchal Norte Target became included with Target 7.

In October 2012, the Group completed its 2012 infill drilling campaign at the Cerrado Verde project site aimed at defining measured and indicated resources 15,080m in 252 RC holes and 785m in 12 DC holes were drilled at a spacing ranging from 200m by 200m to 100m by 100m.

The objective of this program was to transform the Inferred and Indicated resources into Indicated and Measured categories.

Subsequently in March 2014, the Group announced the results and completion of additional drilling at the Cerrado Verde Project. Cerrado Verde now has an NI 43-101 Measured and Indicated mineral resource estimate of 1.47 billion tonnes at a grade of 9.2% K_2O which includes a Measured mineral resource of 83 million tonnes with an average grade of 10.1% K_2O. In addition, the revised Inferred mineral resource estimate is 1.85 billion tonnes at a K_2O grade of 8.6%. Over 1.4 billion tonnes of resource has been upgraded from the Inferred to the Measured and Indicated categories.

The new mineral resource was estimated from data collected from a total of 41,021m of RC drilling in 710 drill holes with a collar spacing ranging from 100m x 100m (measured resource) to 400m x 400m (inferred resource) and an additional 1,717m of DC drilling in 25 drill holes. The final drilling program consisted of 15,080m of drilling in 252 RC drill holes and an additional 785m in 12 DC drill holes.

Earlier in June 2013, TK47™ was approved for use as a potassium fertilizer by the Brazilian Ministry of Agriculture ("MAPA") ensuring the product's eligibility for sale in Brazil. Over the past four years the Group and a number of research partners have conducted 42 lab tests and 47 field tests with 15 different crops on more than 50 hectares (500,000m^2). The results of these tests have demonstrated the product's efficacy as a source of potassium, silicon and calcium, as well as its ability to address the acidity of Brazilian soils.

On September 12, 2013, the Group announced positive results from a 30 month field test of TK47™ with coffee crops. The trial indicated that TK47™ was more efficient in the delivery of potassium than KCl, generating an equivalent coffee yield while using only 36% of the potash that was applied to the KCl test plots. The test was conducted by Verde in conjunction with the Agricultural Research Company of Minas Gerais ("EPAMIG").

On November 25, 2013, the Group announced that IBD Certifications, the largest certifier in Latin America and Brazil, approved the TK47™ product for use on organic crops. KCl is not certified for use on organic crops and is therefore not an option for organic farmers. Organic crops sell for a premium price, which leads organic farmers to devote significant resources to accredited crop inputs that drive higher yields. Principal organic crops in Brazil include sugar, palm oil, fruits and juices. The certification allows the company to offer TK47™ to the growing number of organic crop producers in Brazil. The certification was renewed in 2015.

On February 18, 2014, Inova Agro, a Brazilian government program aimed at funding innovative projects in the agriculture sector, approved the Group's business plan for the development of the Cerrado Verde Project consisting of a greenfield 1,000 tonnes per day TK47™ production facility. The business plan requested R$ 250 million (approximately US$ 105 million at the time) from Inova Agro. Inova Agro appointed the Brazilian Development Bank ("BNDES") to coordinate the funding structure for Verde's business plan, which includes pre-conditions, and a timeline for fund disbursements. The most important pre-conditions are receipt of all required licenses and financial guarantees for the borrowed funds. The Group expects to initiate production by subcontracting most required industrial steps to existing local companies. BNDES offers several financial support mechanisms to Brazilian companies of all sizes in all economic sectors and is just one of the potential sources of capital for the Group's initial production.

On March 11, 2014 the Group announced the results of tests establishing that the quality of coffee grown using TK47™, is higher than the quality of coffee grown using KCl. The degree of improvement was such that the coffee crop produced using the TK47™ product surpassed the threshold to render it specialty coffee, a category that commands a premium price.

The field tests were lead by Empresa de Pesquisa Agropecuaria de Minas Gerais ("EPAMIG"). Coffee produced during EPAMIG field trials was sent to independent experts at Cooxupé, a leading Brazilian coffee cooperative that is the world's largest individual coffee exporter. Experts at Cooxupé then sampled the coffee as per the guidelines of the Specialty Coffee Association of America ("SCAA"), under pre-established quality criteria for physical and sensory attributes. Coffee grown with TK47™ received a grade of 83 out of 100 points, a measurement that qualifies the coffee as specialty coffee. The grade for the same harvested coffee but grown using KCl was 73 points. Coffee must receive a grade of 80 or above to be regarded as specialty coffee. Specialty coffee growers enjoy a 40% premium in sales price compared to growers of conventional coffee. The premium coffee sector, which accounts for approximately 20% of the coffee market, is growing rapidly as consumers seek better tasting coffee.

Given the Group's focus on expediting cash flow with the lowest capex possible, the Group is focusing its regulatory efforts on securing an environmental license for up to 233,000 tonnes per year of run of mine. For the environmental license, the mine pit for TK47™ occupies 32ha compared to 2,000ha in the case of KCl. Given the smaller footprint and minimal environmental impact, the TK47™ project is classified by Brazilian environmental authorities as Class III, which allows the Group to apply for the LP (preliminary permit) and the LI (construction permit). Verde's work on securing an environmental license for TK47™ is ongoing. The Group has completed all necessary studies required from different federal, state and local governmental authorities, filed an updated environmental impact assessment and is presently awaiting the environmental agencies review.

On March 31, 2014, the Group announced the results of a Pre-Feasibility Study ("PFS") for the production of TK47™. The PFS was prepared by AMEC plc, Andes Mining Services Ltd. and NCL Ingeniería y Construcción SpA on the Cerrado Verde Project located in Minas Gerais State, Brazil. The PFS evaluated the technical and financial aspects of a plant to produce 1,000 tpd of TK47™. The PFS assumed open pit mining and a pyrometallurgical process for the production of TK47™.

Verde took a pragmatic approach to the PFS, limiting the production rate to 330,000 tonnes per year ("tpy") of TK47™. The mineral reserve estimate for the TK47™ Project has been prepared by NCL based on resources determined by AMS. Due to Cerrado Verde's vast mineral resource, only a necessary fraction of its total mineral potential was established as proven and probable reserves, for a total of 7,020 kt at 10.8% K2O, which is enough for a projected mine life of 31 years.

The PFS estimated a project capital cost of US$113.6 million, a net present value (NPV) of US$145.7 million, based on an average sales price for TK47™ of US$187.74 and an internal rate of return (IRR) of approximately 23.5%. The total estimated operating cost of US$55.29 per tonne of TK47™ includes production, work force, and variable costs of US$47.12 per tonne plus estimated administrative, marketing and other costs of US$8.18 per tonne. For a full discussion on the technical and financial aspects of the PFS as well as its assumptions, a copy is available on SEDAR at www.sedar.com as well as on the Group's website at www.verdepotash.com.

On April 30, 2014, the Group announced results of a two-year-long independent trial on sugarcane, demonstrating TK47™'s superiority over KCl. The Federal University of Uberlândia ("UFU") conducted the field trials over a growing cycle of two years (2011/2012 and 2012/2013 harvests) at Cia Energética Vale do São Simão, a large sugar mill and ethanol producer located in Minas Gerais State. In the first growing cycle, 50kg of K2O was applied using TK47™. The TK47™ fertilized plot yielded three tonnes per hectare ("t/ha") more sugarcane than an equal plot fertilized using 100kg of K2O from KCl. When two growing cycles were taken into account and an equal dosage of K2O, 100kg, was applied, the TK47™ applied area produced 12.3 t/ha more sugarcane as compared to the KCl applied area. The total cultivated area for these tests was 1.5 ha (15,000m2).

These tests confirm that farmers can reduce the dosage of fertilizer applied when using TK47™ and still increase crop yields. The main reason for this is because TK47™ is not leached in water as other potassium salt fertilizers such as potassium chloride, potassium sodium nitrate, potassium nitrate, potassium sulfate and potassium magnesium sulfate. A potassium-leaching test conducted by UFU in 2010 established that TK47™ suffers minimal nutrient loss as a result of leaching, 0.3%, whereas KCl loses 26% under the same conditions.

In October 2014, the Group was approved for a financing program titled PAISS Agricola, jointly managed by BNDES and FINEP. PAISS Agricola is a distinct and autonomous financing program from Inova Agro; it is specifically geared to technological innovation of sugarcane production related to the energy and chemical sectors. The Group's application to the program is predicated on optimizing sugarcane growers' production process by using TK47™ as part of its nutrient management practices. The total budget approved was for R$57.5M (approximately C$25.6M at the time).

The agricultural production optimization, which is another benefit of TK47™, will require a number of agronomic tests to enable its full understanding. Such research will quantify all economic merits of the product and thereby allow the Group to market a much broader application of the product. The Group intends to draw down on the funds over the next three years. Initially, Verde intends to ask for R$1M (approximately C$370K) to pay for the production of TK47™ for a major field trial to be implemented with a selected partner. Receipt of the funds is conditional upon BNDES' comprehensive review of the project, including a risk and market analysis. Such a review is done on a program-by-program basis.

Lima & Zanette, a Brazilian engineering and consulting firm, completed the mine engineering work (mechanical, electrical and civil) in November 2014.

In January 2015, Verde obtained permission from The Institute of Historical and Artistic Heritage (IPHAN)[1], to commence an archaeological study to identify if the deposit and its surrounding areas contain any archaeological material (the request had been filed in September 2014). Upon receiving the approval, Verde's team initiated the work in early February 2015 and completed the study at the beginning of May 2015.

The hydrogeological study, initiated in August 2014 by MDGEO - Serviços de Hidrogeologia Ltda, a Brazilian consulting firm, was completed in February 2015. This study was contracted to identify and measure the mine's impact on groundwater during the dry and wet season. The Group initially expected completion of the study in Q4 of 2014 (as previously announced on August 13, 2014), however, due to Brazil's 2014-2015 water shortage crisis, the study only ammassed enough data to be finalized in February 2015.

Engineering studies, developed by IC Ambiental delineated some improvements required on secondary roads accessing the mine site, for which an environmental impact study is required. The study was completed at the end of April 2015.

Verde signed a 30-year lease agreement with landowners for the area where the mine will be located. The Group now controls the land where the mine and its required infrastructure are to be constructed, as well as the area that hosts the mineral resource for its proposed greenfield plant.

In May 2015, the Group provided an update on the Company's market development of TK47™. The Group's efforts to fully value the wide array of benefits offered by TK47™ have generated more than 40 agriculture partnerships with some of the world's largest food producers (see the May 26, 2015 press release for detailed results). The product is being used to grow sugarcane, coffee, potatoes, corn, soybeans, oranges, eucalyptus, tomatoes, tobacco, garlic and carrots.

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1 Instituto do Patrimônio Histórico e Artístico Nacional

In June 2015, the Group announced superior agronomic results for carrot and corn crops grown using TK47™ as well as results showing a significant reduction in the amount of pesticide used due to TK47™. The tests validate the product's multi-functionality benefits for crop nutrition, crop protection, soil improvement and increased sustainability (see the June 2, 2015 press release for detailed results).

In July 2015, the Group received results from an independent study aimed at evaluating the economic benefits to farmers who adopt TK47™ as the potassium source in their nutrient management systems. The assessment was based on agronomic results achieved from a 10 months field trial on carrot and corn crops, carried out in Minas Gerais State by an independent agronomic consultancy company. The results show that even at higher costs per hectare, the products' superior benefits still translate into higher profits for farmers.

Results demonstrated that higher yields were achieved using half the standard applied dosage of K_2O from TK47™. Of the total carrot production, the TK47™ plot produced 67.01% of Class A carrots, which have a higher market value, whereas the KCl plot produced 49.76%. Also, less discarded carrots were produced from the TK47™ plot than from KCl's, 9.08% vs. 10.91%, respectively.

The independent economic study also evaluated the productivity of carrots after reducing certain pesticides and showed that applying less pesticide translated to potential additional cost reductions to farmers of US$118,000 per 1,000 hectares.

In October 2015, the Group announced its evolution from a commodities company into an agri-tech company focused on continual innovation. Verde has been devoted to the development of its potassium silicate mineral asset through technology that converts it into solutions for sustainable and profitable agriculture. As a result, the Group proposes changing its name to Verde AgriTech to better reflect its progression and commitment to agricultural technology innovation. The new name will be put forward at the next Annual General Meeting for shareholders' approval.

To start initial TK47™ production, the Group plans to utilize small idle industrial facilities on a contract basis. This approach can reduce upfront capital cost and accelerate cash generation ("Phase 1"). Phase 1 is dependent on receipt of the environmental license as well as signing an agreement with local industrial subcontractors. Verde is in ongoing discussions with potential subcontractors and plans to conclude and sign a definitive agreement upon receipt of its environmental license. Initial TK47™ production capacity would be between 2,000 to 4,000 tons per month. Verde is currently evaluating the required capital expenditure for this scenario.

In time and upon the successful implementation of Phase 1, Verde expects to substantially grow TK47™ production by advancing initiatives to develop its own greenfield production facility ("Phase 2"). Phase 1 allows the Company to significantly de-risk any construction and scale up risk associated with Phase 2.

Phase 2 will support the Company's growth plan as Verde is in active commercial discussions with more than 40 agriculture partners that are already using TK47™ on a trial basis, including some of the world's largest agricultural producers. This scalable plan is expected to reduce upfront capital expenditure, fast track production and expedite cash flow while protecting the Company's capital structure. Since the nature of the deposit allows for scalability, production capacity will be mainly dependent on capital.

In February 2016, the Group announced a new product development, Super Greensand™, expected to be used both as a fertilizer and as a soil conditioner. Verde intends to progress with product registration in Brazil and the United States. Super Greensand™ is produced as an intermediate step in the TK47™ production process. The production flowsheet for TK47™ allows the same plant to produce both products without any additional investment. If Verde decides to significantly reduce upfront capex it could initiate production with Super Greensand™, because its manufacturing process does not require a kiln, only a mill.

Calcario

The production of TK47™ requires significant quantities of limestone as one of its raw materials. In June 2011, the Group announced the discovery of a high grade limestone unit located approximately 100km from the site of the Cerrado Verde Potash project. A total of 20 RC drill holes for 1,888m were completed (approximately 200 to 570m spacing over 8km^2). Drilling targeted the calcitic limestone unit and returned an average grade of 53.0% CaO and 1.8% SiO_2 over an average thickness of 36.4m. The development of the Calcario Project is a strategic component of Verde's production strategy.

In September 2011, the Group announced an independent mineral resource estimate for its Calcario Limestone Project. The resource included 89 million tonnes in the Indicated category at an average grade of 54.7% CaO and 180 million tonnes in the Inferred category at an average grade of 54.7% CaO (no cut off applied). The maiden resource was based on 15 additional, vertical RC drill holes, totalling 1,395m, drilled with a hole spacing ranging from 200 to 400m, on a grid pattern over an area of 275 hectares. In 2012, exploration work was completed on a number of limestone tenements and in November 2012, the Company filed the final exploration reports with the National Department of Mineral Production ("DNPM") for the drilled areas. The DNPM approved the technical report for tenement 833.841/2010. The approval of the exploration report allowed the Company to submit the application for a mining concession (*Requerimento de Lavra*) and an Economic Development Plan (*Plano de Aproveitamento Econômico – "PAE"*), that, when approved, grants the tenement holder the right to mine the resource. The Group is awaiting approval of the PAE.

SUMMARY OF EXPLORATION CLAIM AREAS

Verde holds mineral claim titles in two categories of the Brazilian land tenure process. *Requerimento de Pesquisa* are the requests for exploration licences and Autorização de Pesquisa are the granted exploration licences. Applications filed with the DNPM are normally granted the permit on a priority of application basis. Applications are sequentially numbered and dated upon filing with the DNPM. An exploration permit from the DNPM allows the holder to prospect a mineral property and is valid for one to three years; it can be renewed for a further period under special conditions and may be transferred. Licence areas are in hectares.

Project	State	Permit Applications	Granted Permits	Total
Cerrado Verde	Minas Gerais	4,350.86	52,273.94	56,624.80
Calcario	Minas Gerais	0	5,450.77	5,450.77

SUMMARY OF DEFERRED EXPLORATION EXPENSES

During the year ended December 31, 2015, the Group incurred and capitalized project acquisition and exploration costs. The following table summarizes the deferred exploration costs of active projects capitalized to intangible assets by the Group:

Project

	To December 31, 2013 $'000	12 months to December 31, 2014 $'000	12 months to December 31, 2015 $'000		Total $'000
			Additions	Exchange difference	
Cerrado Verde	21,412	1,590	1,012	(3,252)	20,762
Calcario	798	(38)	-	(137)	623
Total	22,210	1,552	1,012	(3,389)	21,385

Movement for the period is expenditure incurred net of exchange differences.

OUTLOOK

Verde continues to develop its Cerrado Verde Project. The Group will continue engineering studies, construction, finance and environmental licensing efforts to advance the project. The Group will also continue working on its Calcario Project.

Selected Quarterly Financial Information

The following table provides information on selected operating results for the past eight fiscal quarters:

All amounts in $'000	Dec 31, 2015	Sep 30, 2015	Jun 30, 2015	Mar 31, 2015
Revenue	-	-	-	-
Administrative expenses	335	573	379	406
Net loss	(321)	(555)	(342)	(362)
Loss per share (basic and diluted) ($)	(0.009)	(0.015)	(0.009)	(0.009)
All amounts in $'000	Dec 31, 2014	Sep 30, 2014	Jun 30, 2014	Mar 31, 2014
Revenue	-	-	-	-
Administrative expenses	504	375	482	498
Net loss	(467)	(293)	(402)	(402)
Loss per share (basic and diluted) ($)	(0.013)	(0.007)	(0.011)	(0.011)

Administrative expenses have remained fairly consistent from the first quarter of 2014 through to the second quarter of 2015. The increase in administrative expenses in the third quarter of 2015 is due to payment made as a result of a court settlement of a claim made by a former employee.

Selected Annual Financial Information

The following table provides information on selected financial data for the past three fiscal years:

All amounts in $'000	Dec 31, 2015	Dec 31, 2014	Dec 31, 2013
Loss from continuing operations attributable to owners of the parent	(1,580)	(1,564)	(3,717)
Loss per share (basic and diluted) ($)	(0.042)	(0.042)	(0.099)
Total assets	25,437	30,360	32,786

RESULTS OF OPERATIONS

Three and twelve months ended December 31, 2015 as compared to the three and twelve months ended December 31, 2014.

All amounts in $'000	3 months ended Dec 31, 2015	3 months ended Dec 31, 2014	12 months ended Dec 31, 2015	12 months ended Dec 31, 2014
Administrative salary and consultancy costs	160	182	930	769
Legal and professional	44	25	270	281
Travel and investor relations	23	33	62	106
General administrative expenses	54	19	173	247
Share based payments	55	245	258	465
Administrative expenses	**(336)**	**(504)**	**(1,693)**	**(1,868)**
Exchange losses	-	-	-	(9)
Operating loss	**(336)**	**(504)**	**(1,693)**	**(1,877)**
Corporation tax	1	-	(7)	
Interest income	14	37	120	313
Net loss	**(321)**	**(467)**	**(1,580)**	**(1,564)**

Three months ended December 31, 2015 compared with three months ended December 31, 2014

Compared to the three months ended December 31, 2014, the net loss for the three months ended December 31, 2015 decreased by $146,000 to $321,000 and the loss per share decreased from $0.013 to $0.009. Excluding share based payments the loss increased by $22,000 from $259,000 to $281,000.

Administrative salary and consultancy costs

The administrative salary and consultancy costs consist mainly of the remuneration of the directors and the administrative staff and consultants employed in Brazil. For the three months ended December 31, 2015 these costs were $160,000, a decrease of $22,000 over the three months ended December 31, 2014.

Legal and professional

Legal and professional fees include legal, accountancy, audit related and regulatory costs.

Travel and investor relations expenses

Travel and investor relations expenses include international flights, travel within Brazil, public relations and attendance at trade shows. Travel expenses are significantly lower as the Company has reduced international travel and all of the Company's employees, with the exception of the Vice President of Investor Relations, are now based in Brazil. Investor relations expenses are lower in part due to reduced attentance at trade shows and reduced marketing and public relations expenses.

General administrative expenses

These costs include general office expenses, rent and occupancy fees, insurance, equipment depreciation and taxes. The Group has reduced general office expenses and rental costs by relocating to a smaller office in Brazil. The increase of $36,000 compared with the three months ended December 31, 2014 is mainly due to the write off of unamortized leasehold improvement expenditures following the move to a smaller office in Brazil to reduce costs.

Share based payments

These costs represent the expense associated with stock options granted to employees, directors and consultants. Stock-based compensation expense recognized during the three months ended December 31, 2015 was $55,000, a decrease of $190,000 over the three months ended December 31, 2014.

LIQUIDITY AND CASH FLOWS

For additional detail see the consolidated statements of cash flows for the quarters ended December 31, 2015 and December 31, 2014 in the annual financial statements.

Cash received from/(used for): $'000	3 months ended Dec 31, 2015	3 months ended Dec 31, 2014	12 months ended Dec 31, 2015	12 months ended Dec 31, 2014
Operating activities	(359)	(350)	(1,255)	(1,619)
Investing activities	(260)	(625)	(892)	(2,399)

On December 31, 2015, the Group held cash of $3,735,000, a reduction of $2,350,000 from the cash balance at December 31, 2014.

Operating activities

For the three months ended December 31, 2015 net cash utilised in operating activities was $359,000, an increase of $9,000 from the three months ended December 31, 2014 reflecting increased cash operating losses.

Investing activities

For the three months ended December 31, 2015 net cash utilised in investing activities was $260,000, a reduction of $365,000 from the three months ended December 31, 2014. The reduction reflects lower expenditure on engineering and environmental studies following their completion. As the majority of project related costs are in Brazilian currency, the reduction in costs in Canadian Dollar terms reflects the weakening of the Brazilian Real during the year.

Financial condition

On December 31, 2015 the Group had current assets of $3,958,000 and current liabilities of $147,000 providing a working capital surplus of $3,811,000 which represents a decrease of $2,444,000 since December 31, 2014.

In view of the level of the working capital surplus, the directors consider that sufficient funds will be available to progress the Group's planned development programs and that it has adequate working capital for at least the next twelve months.

However, the existing funds will not be sufficient to bring the projects into production, should it be warranted, and in due course further funding will be required. In the event that the Group is unable to secure further finance it may not be able to fully develop its projects, which may have a consequential impact on the recoverability of the carrying value of the related intangible assets.

COMMITMENTS

The Group has the following exploration and development capital expenditure commitments in respect of its projects:

	2015	2014
	$'000	$'000
Amount payable within one year	12	-
Amounts payable after more than one year and less than five years	49	-
After five years	308	
	369	-

In addition, there is a commitment to rebuild a small house and a commitment of $5,335 (R$15,000) per hectare for any damage to land caused during mining, which is expected to be up to 35 hectares. The Group only makes payments on a per hectare basis at the time of impact.

The total commitments under non-cancellable operating leases in respect of land and buildings were as follows:

	2015	2014
	$'000	$'000
Amount payable within one year	43	146
Amounts payable after more than one year and less than five years	3	182
	46	328

Brazilian labour law entitles a former employee to lodge within two years of leaving the company claims for alleged unpaid remuneration and compensation in the event of dismissal. The Company, whilst contesting each claim notes that should a claim be successful future liability may arise.

OFF-BALANCE SHEET FINANCING

The Group has not entered into any off-balance sheet financing arrangements.

CORPORATE GOVERNANCE

Director Term Limits and Representation of Women on the Board and in Executive Positions

The Group does not have term limits for its directors. While there is benefit to adding new perspectives to the Board from time to time, there are also benefits to be achieved through continuity and directors having in depth knowledge of each facet of the Group's business, which necessarily takes time to develop. Also, setting director term limits forces valuable, experienced and knowledgeable directors to leave. Board renewal is one of many factors taken into consideration as part of the Board's annual assessment. Pursuant to requirements for issuers listed on the TSX, directors of the Company are to be elected (including the re-election of incumbent directors) at each annual meeting of the Company, and in all cases, the term of any director will expire at the close of the next annual meeting of shareholders following such director's appointment.

The Group does not have a formal policy with respect to the identification and nomination of women directors or executive management, or adopted targets for the representation of women on the Board or in executive management. The Board is currently comprised of five men and no women, such that none of the Group’s directors are women. The Group’s executive team is currently comprised of three men and no women, such that 0% of the Group’s executive officers are women, however, two of the Group’s senior management positions are held by a woman (Investor Relations and Corporate Secretary). Additionally, approximately 42% of the staff within various departments in the organization are women including the Corporate, Finance and Human Resources Departments.

While diversity is one issue of importance, the Board believes that the key to effective leadership is to choose directors that, having regard to a wide array of factors, possess the range of necessary independence, skills, experience, commitment and qualifications that are best suited to fostering effective leadership and decision making at the Company. The Board reviews its size and composition from time to time to determine the impact the directors have on its effectiveness, and the Board and the Group’s management use a rigorous identification and selection process for new directors, having regard to a variety of factors, and through these processes the Board believes that it is well-positioned to address any problems or deficiencies that may arise.

Furthermore, according to the Charter of the Corporate Governance Committee, when identifying new candidates, the Committee takes into consideration the criteria approved by the Board and such other factors, as it deems appropriate. These factors include judgement, skill, integrity, independence, diversity, experience with business and organisations of comparable size, the interplay of a candidate’s experience with the experience of other Board members, willingness to commit the necessary time and energy to serve as a director, and a genuine interest in the Group’s business. The Group believes the aforementioned factors are all encompassing and although gender is not specifically listed as one of the factors, gender is taken into account when considering diversity in director nominations.

Although the Group and the Board do not believe that quotas or strict policies necessarily result in the identification or selection of the best candidates, the Board is mindful of the benefits of gender diversity on the Board and in executive positions and the need to maximize effectiveness of the Board and management teams decision making abilities. Accordingly, although the Board believes that the current directors comprise an appropriate mix of individuals with accounting, financial, legal, specific industry and general business experience that is appropriate for the Group’s current size, as the Group’s business grows, it plans to expand the size of its Board and in conducting searches for new directors, the Board intends to focus on increasing the level of female representation but does not have a representation target at this time. Similarly, although there is no current intention to make changes or additions to the Group’s executive team, the Board will be mindful of the benefit of gender diversity in any appointment of new executive officers. The Board believes that the current executive management team comprises an appropriate number and mix of individuals with considerable experience in the agriculture resource industry that is appropriate for the Group’s current size.

FINANCIAL INSTRUMENTS

The Board of Directors determines, as required, the degree to which it is appropriate to use financial instruments and hedging techniques to mitigate risks. The main risks for which such instruments may be appropriate are foreign exchange risk, interest rate risk and liquidity risk, each of which is discussed below. There is no perceived credit risk as the Group has no trade receivables and minimal other receivables and bank deposits are made with financial institutions considered to be safe by the Board of Directors. There were no derivative instruments outstanding on December 31, 2015.

Foreign currency risk

The Group's cash resources are mainly held in Canadian Dollars and Brazilian Reais. Exchange rate fluctuations may adversely affect the Group's financial position and results. The Group's financial results are reported in Canadian Dollars and its costs are primarily incurred in Canadian Dollars and Brazilian Reais. The appreciation of Brazilian Reais against the Canadian Dollar could increase the actual capital and operating costs of the Group's mineral exploration projects and materially adversely affect the results presented in the Group's financial statements. Currency exchange fluctuations may also materially adversely affect the Group's future cash flow from operations, its results of operations, financial condition and prospects. The Group has a general policy of not hedging against foreign currency risks. The Group manages foreign currency risk by regularly reviewing the balances held in currencies other than the functional currency.

The Group had the following cash and cash equivalents in currencies other than its presentational currency. The amounts are stated in Canadian Dollar equivalents.

	31.12.15	31.12.14
	$'000	$'000
Canadian Dollars	3,202	4,779
Brazilian Reais	404	1,284
British Pounds	29	22
	3,735	6,085

The results of a foreign currency risk sensitivity analysis showing a 10% weakening/strengthening of the Brazilian Reais against Canadian Dollars, with all other variables held constant, are as follows:

	Equity	
	31.12.15	31.12.14
	$'000	$'000
10% weakening of Brazilian Real	(51)	(137)
10% strengthening of Brazilian Real	62	167

Liquidity risk

To date the Group has relied on shareholder funding to finance its operations. As the Group has finite cash resources and no material income, the liquidity risk is significant and is managed by controls over expenditures and cash resources. In addition, the Group does not have any borrowings and only has trade and other payables with a maturity of less than one year.

Interest rate risk

The Group's policy is to retain its surplus funds in the most advantageous term of deposit available up to twelve month's maximum duration. Given that the directors do not consider that interest income is significant in respect of the Group's operations no sensitivity analysis has been provided in respect of any potential fluctuations in interest rates.

Financial assets

The floating rate financial assets comprise interest earning bank deposits at rates set by reference to the prevailing LIBOR or equivalent to the relevant country.

Fair values

In the Directors' opinion there is no material difference between the book value and fair value of any of the Group's financial instruments.

Classes of financial instruments

The classes of financial instruments are the same as the line items included on the face of the balance sheet and have been analysed in more detail in the notes to the accounts. All the Group's financial assets are categorised as loans and receivables and all financial liabilities are measured at amortised cost.

Related party transactions

Key management compensation was as follows:

Year ended 31 December 2015	Fees	Short term employment benefits	Share-based payments	2015 Total
	$'000	$'000	$'000	$'000
C Veloso	-	420	177	597
R Gomes	48	-	19	67
G Fonseca	36	-	19	55
A Paulinelli	36	-	17	53
A Schettino	24	-	-	24
Directors' total	144	420	232	796
Other key management	-	399	18	417
Total	144	819	250	1,213

Year ended 31 December 2014	Fees	Short term employment benefits	Share-based payments	2014 Total
	$'000	$'000	$'000	$'000
C Veloso	-	420	221	641
R Gomes	57	-	8	65
G Fonseca	26	-	8	34
A Paulinelli	36	-	76	112
A Schettino	12	-	-	12
A Moretzsohn	-	-	-	-
J Coura	-	-	-	-

R Garnett	-	-	-	-
Directors' total	131	420	313	864
Other key management	-	405	62	467
Total	131	825	375	1,331

At 31 December 2015, key management personnel were owed $nil (2014: $ nil).

Share options granted to directors and key management were as follows:

For the year ended 31 December 2015	Outstanding at beginning of period	Reclassified	Outstanding at end of period
C Veloso	1,500,000	-	1,500,000
R Gomes	165,000	-	165,000
G Fonseca	165,000	-	165,000
A Paulinelli	165,000		165,000
A Schettino	165,000	-	165,000
Directors total	2,160,000	-	2,160,000
Other key management	180,000	10,000	190,000
Total	2,340,000	10,000	2,350,000

For the year ended 31 December 2014	Outstanding at beginning of period	Granted	Reclassified	Expired	Forfeited	Cancelled	Outstanding at end of period
C Veloso	1,125,723	1,500,000	-	(250,000)		(875,723)	1,500,000
R Gomes	165,000	165,000	-	(165,000)		-	165,000
G Fonseca	-	165,000	-			-	165,000
J Coura	165,000	-			(110,000)	(55,000)	-
A Moretzsohn	83,334	-			(83,334)	-	-
R Garnett	110,000	-	-		(110,000)	-	-
A Paulinelli	-	165,000				-	165,000
A Schettino	-	-	300,000			(135,000)	165,000
Directors total	1,649,057	1,995,000	300,000			(1,065,723)	2,160,000
Other key management	495,354	30,000	(300,000)			(45,354)	180,000
Total	2,114,411	2,025,000	-	(415,000)	(303,334)	(1,111,077)	2,340,000

Critical Judgements and Accounting Estimates

The preparation of financial statements requires the Group to select from possible alternative accounting principles, and to make estimates and assumptions that determine the reported amounts of assets and liabilities at the balance sheet date, and reported costs and expenditures during the reporting period. While management believes that these estimates and assumptions are reasonable, actual results could vary significantly. A summary of critical accounting estimates is provided below:

Deferred exploration and evaluation expenditure

All costs incurred prior to the application for the legal right to undertake exploration and evaluation activities on a project are expensed as incurred.

Exploration and evaluation costs arising following the application for the legal right are capitalized on a project-by-project basis, pending determination of the technical feasibility and commercial viability of the project. Costs incurred include appropriate technical and administrative overheads and include:

- researching and analysing historical exploration data;
- gathering exploration data through topographical, geochemical and geophysical studies;
- exploratory drilling, trenching and sampling;
- determining and examining the volume and grade of the resource;
- surveying transportation and infrastructure requirements; and
- conducting market and finance studies.

Impairment reviews for deferred exploration and evaluation costs are carried out on a project by project basis, with each project representing a potential single cash generating unit. An impairment review is undertaken when indicators of impairment arise such as:

(i) unexpected geological factors that render the resource uneconomic;
(ii) title to the asset is compromised;
(iii) variations in metal prices that render the project uneconomic;
(iv) substantive expenditure on further exploration and evaluation of mineral resources is neither budgeted nor planned; and
(v) the period for which the Group has the right to explore has expired and is not expected to be renewed.

The Group may periodically revise its evaluation based on additional exploration results and determine that the carrying value of the property on the balance sheet is impaired. When such a change in estimate is made, there may be a consequent material effect on the balance sheet and income statement.

Share-based payments

The Group charges the consolidated statement of comprehensive income with the fair value of share options issued. This charge is not based on historical cost, but is derived based on assumptions input into an option pricing model. The model requires management to make several assumptions as to future events, including; an estimate of the average future hold period of issued stock options before exercise, expiry or cancellation; future volatility of the Group's share price in the expected hold period (using historical volatility as a reference); and the appropriate risk-free rate of interest. The resulting value calculated is not necessarily the value that the holder of the option could receive in an arm's length transaction, given there is no market for the options and they are not transferable. The value derived from the option-pricing model is highly subjective and dependent entirely upon the input assumptions made.

NI 52-109 Compliance

Disclosure Controls and Procedures ("DC&P")

As at December 31, 2015, the CEO and the CFO evaluated the design and operation of the Company's DC&P. Based on that evaluation, the CEO and CFO concluded that the Company's DC&P was effective as at December 31, 2015.

Internal control over financial reporting ("ICFR")

Based on the evaluation of the design and operating effectiveness of the Company's ICFR, the CEO and the CFO concluded that the Company's ICFR was effective as at December 31, 2015.

There have been no changes during the period ended December 31, 2015 that have a material effect on the disclosure controls and procedures or the internal controls over financial reporting.

FINANCIAL REPORTING STANDARDS

International Financial Reporting Standards and Interpretations that have recently been issued or amended but are not yet effective and have not been adopted for the reporting period ended December 31, 2015:

IFRS /Amendment	Title	Application date of standard	Application date for Group
IFRS 9	Financial Instruments – Classification and Measurement	January 1, 2018	January 1, 2018
IFRS 15	Revenue from Contracts with Customers	January 1, 2017	January 1, 2017

Management has reviewed the impact of the above standards and have determined that they do not result in any changes on the loss or financial position of the Group.

OUTSTANDING SHARE DATA

As at the date of this MD&A the following securities are outstanding:

Ordinary shares	37,617,430
Stock options	2,635,001
Total	**40,252,431**

RISKS

The exploration for and exploitation of natural resources are speculative activities that involve a high degree of risk. The following risk factors should be considered in assessing the Group's activities. Should any one or more of these risks occur it could have a materially adverse effect on the business, prospects, assets, financial position or operating results of the Group. The risks noted below do not necessarily comprise all those faced by the Group. Additional risks not currently known to the Group or that the Group currently deems unlikely to influence an investor's decision to purchase securities of the Group may also impact the Group's business, prospects, assets, financial position or operating results.

Early Stage Projects and Dependence on Mineral Exploration Projects
Each of the Group's projects is at the exploration/development stage. There is no certainty that the expenditures made by the Group towards the search and evaluation of mineral deposits on these or any other properties will result in discoveries of commercially exploitable reserves. Furthermore, unless the Group acquires additional properties or projects, any adverse developments affecting these projects or the Group's rights to develop mining concessions that are held on these properties, could materially adversely affect the Group's business, prospects, financial condition and results of operations.

Mineral Resources and Reserves
The resource estimates for the Cerrado Verde Project are estimates only and no assurances can be given that the estimated levels of potash will actually be produced. Such estimates are expressions of judgment based on knowledge, mining experience, analysis of drilling and

exploration results and industry practices. Estimates made at any given time may significantly change when new information becomes available or when parameters that were used for such estimates change. While the Group believes that the resource estimates included are well established, by their nature resource estimates are imprecise and depend, to a certain extent, upon statistical inferences which may ultimately prove unreliable. The extent to which resources may ultimately be reclassified as proven or probable reserves is dependent upon the demonstration of their profitable recovery.

The evaluation of reserves or resources is always influenced by economic and technological factors, which may change over time. Currently, the Group has Measured, Indicated and Inferred mineral resources and Proven and Probable mineral reserves on the Cerrado Verde Project. No assurance can be given that mineralization will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis. Whether a mineral deposit will be commercially viable depends on many factors, some of which are: the particular attributes of the deposit, such as size, grade, geological formation and proximity to infrastructure; commodity prices, which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. If the Group is unable to upgrade the current estimated mineral resources on the Cerrado Verde Project to Measured mineral resources or mineral reserves in sufficient economically feasible quantities to justify commercial operations, it would be unable to develop a mine on the Cerrado Verde Project and its business, financial condition and results of operations could be adversely affected.

Exploration and Operating Risks
The exploration for mineral deposits is a speculative venture involving a high degree of risk. Even a combination of careful evaluation, experience and knowledge may not eliminate such risk. Unusual or unexpected rock formations, unanticipated changes in metallurgical characteristics and mineral recovery, environmental hazards, fires, power outages, labour disruptions, flooding, cave-ins, landslides, unfavourable operating conditions and the inability of the Group to obtain suitable machinery, equipment or labour are all risks involved with the conduct of exploration programs and the operation of mines. Should any of these risks and hazards adversely affect the Group's mining operations or activities, it may cause an increase in the cost of operations to the point where it is no longer economically feasible to continue such operations or activities. It may also require the Group to write down the carrying value of one or more mines or a property, cause delays or a stoppage in mineral exploration, development or production, result in damage to or destruction of mineral properties or processing facilities, and may result in personal injury or death or legal liability, all of which may have a material adverse effect on the Group's financial condition, results of operations, and future cash flows. Substantial expenditures may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site, and substantial additional financing would be required. There is no assurance that commercial quantities of potash or other commercially desirable minerals will be discovered on the Group's current properties or other future properties, nor is there any assurance that the Group's exploration program on such properties will yield positive results.

Economic Extraction of Minerals from Identified Deposits May Not be Viable
The development of any of the Group's projects into commercially viable mines cannot be assured. Whether a mineral deposit will be commercially viable depends on a number of factors, including the particular attributes of a deposit, such as its size, grade and geological structure (including the fact that there can be no assurance that potassium silicate deposits will prove suitable for the commercial mining and production of potash); prevailing commodity prices, which are highly cyclical; costs and efficiency of recovery and production methods that can be employed; proximity to infrastructure; availability and costs of additional funding; and governmental regulations, including regulations relating to prices, taxes, royalties, infrastructure, land use, importing and exporting of commodities and environmental protection. Estimates of mineral resources and mineral reserves are, to a large extent, based upon the interpretation of geological data obtained from drill holes and other sampling techniques and technical report

studies. This information is used to calculate estimates of the capital cost and operating costs based upon anticipated tonnage and grades of ore to be mined and processed, the configuration of the mineral resource, expected recovery rates, comparable facility and equipment operating costs, anticipated climatic conditions and other factors. As a result, it is possible that the actual capital cost, operating costs and economic returns of any proposed mine may differ from those estimated and such differences could have a material adverse effect on the Group's business, financial condition, results of operations and prospects. The effect of these factors cannot be accurately predicted but any combination of these factors may result in the Group not receiving an adequate return on its invested capital, if any, and/or may result in the Group being unable to develop a mineral deposit into an operating mine. There can be no assurance that the Group will be able to complete development of any development project at all or on time or on budget due to, amongst other things, and in addition to those factors described above, changes in the economics of the mining project, delays in receiving required consents, permits and licences (including mineral subsurface rights), the delivery and installation of plant and equipment and cost overruns, or that the Group's personnel, systems, procedures and controls will be adequate to support operations. Should any of these events occur, it would have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Dependence on New Product Development

The Group's future performance will depend on its ability to develop and implement a new process to produce TK47™ from the Group's potassium silicate rock. Substantial expenditures may be required to develop a commercially viable method for producing TK47™ and substantial additional financing may be required. There is no assurance that such commercially viable methods will be developed to the point of commercial production and there is no guarantee that the proposed process being tested by the Group will be successful. In such a scenario, there could be material adverse effect on the Group's business, prospects and financial condition.

Expected Market Potential of TK47™ and Super Greensand™

TK47™ is a new product without an established market. Substantial investment may be required to develop the market in Brazil and, if relevant, internationally. Although a large market for potassium-based fertilizers already exists, there is no assurance that the Group's market development efforts will result in sales of TK47™ and Super Greensand™**.**

Uncertainty of Acquiring Necessary Permits

The Group's current and future operations will require approvals and permits from various federal, state and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, taxes, labour standards, health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. There is no assurance that delays will not occur in connection with obtaining all necessary renewals of such approvals and permits for the existing operations or additional approvals or permits for any possible future changes to operations. Prior to any development on any of its properties, the Group must receive permits from appropriate governmental authorities. There can be no assurance that the Group will continue to hold all permits necessary to develop or continue operating at any particular property or obtain all required permits on reasonable terms or on a timely basis.

Uninsurable Risks

The exploration, development and production of mineral properties involves numerous risks including unexpected or unusual geological operating conditions such as rock bursts, cave-ins, fires, flooding and earthquakes. Insurance may not be available to cover all of these risks, may only be available at economically unacceptable premiums or may be inadequate to cover any resulting liability. Any uninsured liabilities that arise would have a material adverse effect on the Group's business and results of operations.

Operations in Foreign Countries and Regulatory Requirements
The Group's principal properties and planned production facilities are located in Brazil and mineral exploration and mining activities as well as project development may be affected in varying degrees by changes in political, social and financial stability, inflation and changes in government regulations relating to the mining industry and commercial processing. Any changes in regulations or shifts in political, social or financial conditions are beyond the control of the Group and may adversely affect its business and prospects. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, environmental legislation and mine/commercial processing facility safety. Brazil's status as a developing country may make it more difficult for the Group to obtain any financing required for the exploration and development of its properties and commercial production of its products due to real or perceived increased investment risk. Currently there are no restrictions on the repatriation of earnings made in Brazil by foreign entities. Capital investments registered with the Central Bank in Brazil may likewise be repatriated. There can be no assurance that restrictions on repatriation of earnings and capital investments from Brazil will not be imposed in the future.

Competition
The Group competes with other mining companies as well as other companies producing agricultural inputs, many of which have greater financial and technical resources and experience, particularly with respect to the potash industry and the limited number of mineral opportunities available in South America. Competition in the mining industry is primarily for properties which can be developed and can produce economically; the technical expertise to find, develop, and operate such properties; the labour to operate the properties; and the capital needed to fund such property developments. In addition, many competitors not only explore and mine potash, but conduct refining and marketing operations on a world-wide basis. Such competition may result in the Group being unable to acquire targeted properties on terms acceptable to the Group, to recruit or retain qualified employees or to acquire the capital necessary to fund its operations and develop its properties. The Group's inability to compete with other mining companies for these resources would have a material adverse effect on the Group's business, prospects and results of operations. In addition, if the Cerrado Verde Project is brought into production, the Group will be vulnerable to increases in the supply of potash beyond market demand either from the opening of new potash mines or the expansion of existing potash mines by the Group's competitors, which could depress prices and have a material adverse effect on the Group's business, financial condition and results of operations.

Title Matters
While the Group has diligently investigated title to all mineral properties and to the best of its knowledge, title to all properties is in good standing; this should not be construed as a guarantee of title. The properties may be affected by undetected defects in title, such as the reduction in size of the mineral claims and other third party claims affecting the Group's priority rights, at the discretion of DNPM. The Group's interests in mineral properties are comprised of exclusive rights under government licences and contracts to conduct operations in the nature of exploration and, in due course if warranted, development and mining, on the licence areas. Maintenance of such rights is subject to on-going compliance with the terms of such licences and contracts.

No Production Revenues
The Group does not commercially mine, produce or sell any mineral products at this time. The Group does not expect to generate revenues from mining operations in the foreseeable future. The Group expects to continue to incur losses until such time as its properties enter into commercial production and it is producing TK47™ in commercial quantities so as to generate sufficient revenues to fund its continuing operations. The exploration and development of the Group's properties and commercial production of its products will require the commitment of substantial resources to conduct time-consuming exploration, development programs and commercialization. There can be no assurance that the Group will generate any revenues or achieve profitability. There can be no assurance that the underlying assumed levels of expenses

will prove to be accurate. There can be no assurance that significant additional losses will not occur in the near future or that the Group will be profitable in the future. The Group's operating expenses and capital expenditures may increase in subsequent years as needed consultants, personnel and equipment associated with advancing exploration, development and commercial production of its properties and commercialization of its products, are added. The amounts and timing of expenditures will depend on the progress of on-going exploration and development, the results of consultants' analysis and recommendations, the rate at which operating losses are incurred, the execution of any joint venture agreements with strategic partners and agreements for the sale of its products, the Group's acquisition of additional properties and other factors, many of which are beyond the Group's control.

Uncertainty of Additional Capital
In the past, the Group has relied on sales of equity securities to meet its capital requirements. The development of the Group's properties depends upon the Group's ability to obtain financing through the joint venturing of projects, private placement financing, public financing or other means. There is no assurance that the Group will be successful in obtaining the required financing. The ability of the Group to arrange additional financing in the future will depend, in part, on prevailing capital market conditions as well as the business performance of the Group. Development of the Group's projects will require substantial additional financing. Failure to obtain such financing may result in the delay or indefinite postponement of such development, production or commercialization or even a loss of property interest or other material property including intellectual property rights. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Group. If additional financing is raised by the Group through the issuance of securities from treasury, control of the Group may change and security holders may suffer additional dilution.

Government Royalties
The Federal Government of Brazil collects royalties on mineral production, with up to half of such royalties being paid to surface rights owners. The current Brazilian federal royalty applicable to fertilizer production is a 2% net smelter return ("NSR") and a 3% NSR in the case of potash. This level, and the level of any other royalties, payable to the Brazilian government in respect of the production of minerals, may be varied at any time as a result of changing legislation, which could materially adversely affect the Group's prospects and results.

Market Factors and Volatility of Commodity Prices
The Group's future profitability and long term viability will depend, in large part, on the global market price of minerals produced and their marketability. The marketability of mineralized material which may be acquired or discovered by the Group will be affected by numerous factors beyond the control of the Group. These factors include market fluctuations in the prices of minerals sought, which are highly volatile, inflation, consumption patterns, speculative activities, international political and economic trends, currency exchange fluctuations, interest rates, production costs and rates of production. The effect of these factors cannot be accurately predicted, but may result in the Group not receiving an adequate return on invested capital. Prices of certain minerals have fluctuated widely, particularly in recent years, and are affected by numerous factors beyond the control of the Group. Future mineral prices cannot be accurately predicted. A severe decline in the price of a mineral being produced or expected to be produced by the Group would have a material adverse effect on the Group, and could result in the suspension of mining operations by the Group.

Cyclical Industry
The market for potash tends to move in cycles. Periods of high demand, increasing profits and high capacity utilisation lead to new plant investment and increased production. This growth increases supply until the market is over-saturated, leading to declining prices and declining capacity utilisation until the cycle repeats. This cyclicality in prices can result in supply/demand imbalances and pressures on potash prices and profit margins which may impact the Group's

financial results and common share prices. The potash industry is dependent on conditions in the economy generally and the agriculture sector. The agricultural sector can be affected by adverse weather conditions, cost of inputs, commodity prices, animal diseases, the availability of government support programs and other uncertainties that may affect sales of fertilizer products.

Exchange Rate Fluctuations

Exchange rate fluctuations may adversely affect the Group's financial position and results. The Group's financial results are reported in Canadian Dollars, its costs are incurred primarily in Canadian Dollars, and Brazilian Reais and some sales of its products is likely to be in U.S. dollars. The appreciation of the Brazilian Real against the Canadian Dollar could increase the actual capital and operating costs of the Group's mineral exploration and product development projects and materially adversely affect the results presented in the Group's financial statements. Currency exchange fluctuations may also materially adversely affect the Group's future cash flows from operations, its results of operations, financial condition and prospects. The Group does not currently have in place a policy for hedging against foreign currency risks. The Group manages foreign currency risk by regularly reviewing the balances held in currencies other than the functional currency.

Dependence on Key Executives and Technical Personnel

The Group is currently dependent on the services of a relatively small management team. Locating mineral deposits in Brazil depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. Due to the relatively small size of the Group, the loss of members of the management team or the Group's inability to attract and retain additional highly skilled employees may materially adversely affect its business and future operations. The Group does not currently carry any "key man" life insurance on any of its executives. The non-executive directors of the Group devote only part of their time to the affairs of the Group.

Lack of Hedging Policy

The Group does not have a resource hedging policy and has no present intention of establishing one. Accordingly, the Group has no protection from declines in mineral resource prices. As well, the Company does not currently have in place a policy for hedging against foreign currency risks. The Company manages foreign currency risk by regularly reviewing the balances held in currencies other than the functional currency.

No History of Earnings

The Group has no history of earnings, and there is no assurance that any of the properties it now or may hereafter acquire or obtain an interest in and production of its products will generate earnings, operate profitably, or provide a return on investment in the future. The Group has not generated operating revenue since incorporation. Management anticipates that the Group will experience net losses as a result of on-going exploration and general corporate and administrative costs and expenses until such time as revenue generating activity is commenced.

Dilution

The Group currently has 2,649,001 share options outstanding. To the extent the Group should, in future, issue any warrants, additional options, convertible securities or other similar rights, the holders of such securities will have the opportunity to profit from a rise in the market price of the Ordinary Shares with a resulting dilution in the equity interest of any persons who become holders of Ordinary Shares. The Group's ability to obtain additional financing during the period such rights are outstanding may be adversely affected and the existence of the rights may have an adverse effect on the price of the Ordinary Shares. The holders of warrants, options and other rights may exercise such securities at a time when the Group would, in all likelihood, be able to obtain any needed capital by a new offering of securities on terms more favourable than those provided by the outstanding rights. In some circumstances, the increase in the number of Ordinary Shares issued and outstanding and the possibility of sales of such shares may have a depressive effect on the price of the Ordinary Shares. In addition, as a result of such additional Ordinary Shares, the voting power of the Group's existing shareholders may be diluted.

Future Sales of Ordinary Shares by Existing Shareholders

Sales of a large number of Ordinary Shares in the public markets, or the potential for such sales, could decrease the trading price of the Ordinary Shares and could impair the Group's ability to raise capital through future sales of Ordinary Shares.

Conflicts of Interest

Directors of the Group are or may become directors of other reporting companies or have significant shareholdings in other mining or agricultural product development companies and, to the extent that such other companies may participate in ventures in which the Group may participate, the directors of the Group may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. The Group and its directors attempt to minimise such conflicts. In the event that such a conflict of interest arises, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In appropriate cases the Group will establish a special committee of independent directors to review a matter in which several directors, or management, may have a conflict. The directors of the Group are required to act honestly, in good faith and in the best interests of the Group. In determining whether or not the Group will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the potential benefits to the Group, the degree of risk to which the Group may be exposed and its financial position at that time.

Further information

Additional information relating to the Group can be found on SEDAR at www.sedar.com and on the Group's website at www.verdepotash.com.