



Condensed Interim Consolidated Financial Statements

For the Three Months Ended October 31, 2023 and 2022
(Unaudited - Expressed in Canadian Dollars)

**NOTICE OF NO AUDITOR REVIEW OF
CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the condensed interim consolidated financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by management in accordance with International Financial Reporting Standards and reviewed by the Audit Committee and Board of Directors of the Company.

The Company's independent auditor has not performed a review of these condensed interim consolidated financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of condensed interim consolidated financial statements by an entity's auditor.

AMERICAN POTASH CORP.

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

	Note	October 31, 2023	July 31, 2023
ASSETS		\$	\$
Current			
Cash		1,662	234,997
Prepaid expenses		307,869	262,200
Receivables	4	14,609	9,397
Total current assets		324,140	506,594
Non-current assets			
Deposits	5	450,440	427,885
Exploration and evaluation assets	5	509,267	-
Total non-current assets		959,707	427,885
Total assets		1,283,847	934,479
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	6	463,002	89,364
Total liabilities		463,002	89,364
SHAREHOLDERS' EQUITY			
Equity attributable to shareholders			
Share capital	7	11,698,258	11,638,258
Share-based payment reserve	7	1,710,773	1,710,773
Warrant reserve	7	965,452	965,452
Foreign translation reserve		363,000	352,982
Accumulated deficit		(13,916,638)	(13,822,350)
Total equity		820,845	845,115
Total liabilities and equity		1,283,847	934,479

Nature of operations and going concern – Note 1

Commitments – Note 9

Subsequent events – Note 13

On behalf of the board:

“Kenneth Holmes”

Kenneth Holmes

“Jonathan George”

Jonathan George

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

AMERICAN POTASH CORP.Condensed Interim Consolidated Statements of Comprehensive Loss
(Unaudited - Expressed in Canadian Dollars)

		Three months ended October 31,	
	Note	2023	2022
		\$	\$
General and administrative expenses			
Exploration expenditures	5	9,257	7,310
Foreign exchange gain		(14,798)	(1,002)
Interest expense and bank charges		3,140	746
Investor relations, website and marketing		47,996	3,715
Management fees	7	22,500	15,000
Office and administration		529	265
Professional fees		18,473	29,308
Transfer agent and filing fees		6,394	5,640
Travel and entertainment		797	-
		(94,288)	(60,982)
Other income			
Recovery on reversal of accounts payable		-	11,987
Net loss		(94,288)	(48,995)
Other comprehensive income			
Foreign currency translation		10,018	61,920
Total comprehensive (loss) income		(84,270)	12,925
Loss per share, basic and diluted		(0.00)	(0.00)
Weighted average common shares outstanding			
- basic and diluted		90,875,492	69,714,449

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

AMERICAN POTASH CORP.Condensed Interim Consolidated Statements of Cash Flows
(Unaudited - Expressed in Canadian Dollars)

	Three months ended October 31,	
	2023	2022
	\$	\$
Cash provided by (used in):		
Operating activities:		
Net loss for the period	(94,288)	(48,995)
Non-cash items:		
Recovery on reversal of accounts payable	-	11,987
Unrealized foreign exchange gain	(22,555)	-
Changes in non-cash working capital:		
GST receivable and accounts receivable	(5,212)	27,381
Prepaid expenses	(45,669)	18,956
Accounts payable and accrued liabilities	37,072	(16,185)
	(130,652)	(6,856)
Investing activities:		
Exploration and evaluation assets	(161,870)	(14,349)
	(161,870)	(14,349)
Financing activities:		
Warrants exercised	60,000	-
	60,000	-
Effect of exchange rate changes	(813)	(188)
Net change in cash	(233,335)	(21,393)
Cash, beginning of period	234,997	91,489
Cash, end of period	1,662	70,096
Non-cash transaction		
Mineral property expenditures included in accounts payable	336,566	-

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

AMERICAN POTASH CORP.

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity
(Unaudited - Expressed in Canadian Dollars)

	Notes	Common Shares		Share-based Payment Reserve	Warrant Reserve	Foreign Translation Reserve	Accumulated Deficit	Total Equity
		Number of Shares	Amount					
			\$	\$	\$	\$	\$	\$
Balance on July 31, 2022		69,714,449	10,695,095	1,531,176	919,015	314,545	(12,416,308)	1,043,523
Net loss for the period		-	-	-	-	-	(48,995)	(48,995)
Foreign currency translation		-	-	-	-	61,920	-	61,920
Balance on October 31, 2022		69,714,449	10,695,095	1,531,176	919,015	376,465	(12,465,303)	1,056,448
Shares issued for private placement	7	20,000,000	1,000,000	-	-	-	-	1,000,000
Share issue costs		-	(99,237)	-	46,437	-	-	(52,800)
Shares issued for settlement of debt	7	848,000	42,400	-	-	-	-	42,400
Share-based payments	7	-	-	179,597	-	-	-	179,597
Net loss for the period		-	-	-	-	-	(1,357,047)	(1,357,047)
Foreign currency translation		-	-	-	-	(23,483)	-	(23,483)
Balance on July 31, 2023		90,562,449	11,638,258	1,710,773	965,452	352,982	(13,822,350)	845,115
Exercise of warrants	7	800,000	60,000	-	-	-	-	60,000
Net loss for the period		-	-	-	-	-	(94,288)	(94,288)
Foreign currency translation		-	-	-	-	10,018	-	10,018
Balance on October 31, 2023		91,362,449	11,698,258	1,710,773	965,452	363,000	(13,916,638)	820,845

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

AMERICAN POTASH CORP.

Notes to the Condensed Interim Consolidated Financial Statements

For the Three Months Ended October 31, 2023 and 2022

(Unaudited - Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

American Potash Corp. (the “Company” or “American Potash”) was incorporated pursuant to the provisions of the Business Corporations Act (British Columbia) on June 5, 2006.

The Company’s principal activities include the acquisition and development of potash, lithium and bromine mineral deposits in the United States. American Potash is a public company which is listed on the Canadian Securities Exchange (“CSE”) under the symbol “KCL”.

The Company’s head office and registered and records office is Suite 1100 – 1199 West Hastings Street, Vancouver, BC V6E 3T5.

These condensed interim consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. As at October 31, 2023, the Company had not advanced its properties to commercial production and is not able to finance day to day activities through operations. The Company’s continuation as a going concern is dependent upon the successful results from its mineral properties exploration activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern. Management intends to finance operating costs over the next twelve months with loans from directors and companies controlled by directors and or private placement of common shares.

Should the Company be unable to continue as a going concern, asset realization values may be substantially different from their carrying values. These condensed interim consolidated financial statements do not give effect to adjustments that would be necessary to carrying values, and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

2. BASIS OF PREPARATION

Statement of compliance and functional currency

These condensed interim consolidated financial statements have been presented in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”), applicable to the preparation of interim financial statements, including IAS 34, *Interim Financial Reporting*.

AMERICAN POTASH CORP.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three Months Ended October 31, 2023 and 2022****(Unaudited - Expressed in Canadian Dollars)**

2. BASIS OF PREPARATION (continued)

These condensed interim consolidated financial statements have been prepared on a historical cost basis except for certain financial instruments classified as at fair value through profit or loss have been measured at fair value. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. These condensed interim consolidated financial statements are presented in Canadian dollars which is the parent company's functional currency. The functional currency of the Company's subsidiaries is US dollars. The currency translation adjustment resulting from the translation of the subsidiaries' US dollar functional currency to the Company's Canadian dollar presentation currency is charged to other comprehensive income or loss and included in the foreign translation reserve within the equity section of the statement of financial position.

The accounts of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. Inter-company transactions, balances and unrealized gains or losses on transactions are eliminated.

The preparation of financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

These condensed interim consolidated financial statements were approved by the Board of Directors on December 20, 2023.

3. ACCOUNTING POLICIES

These condensed interim consolidated financial statements have been prepared on a basis consistent with the significant accounting policies disclosed in the annual consolidated financial statements for the year ended July 31, 2023. Accordingly, they should be read in conjunction with the annual consolidated financial statements for the year ended July 31, 2023.

4. RECEIVABLES

	October 31, 2023	July 31, 2023
	\$	\$
Sales tax receivable	10,898	9,215
Interest receivable	3,711	182
	14,609	9,397

AMERICAN POTASH CORP.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three Months Ended October 31, 2023 and 2022****(Unaudited - Expressed in Canadian Dollars)**

5. EXPLORATION AND EVALUATION ASSETS**La Escondida Silver-Gold Project**

On December 21, 2020, the Company entered into a formal agreement (the “Definitive Agreement”) to acquire a 100% interest in the La Escondida Silver-Gold project, Sonora, Mexico (the “La Escondida Project”). A private syndicate comprised of three individuals (the “Syndicate”) currently has the right to acquire the La Escondida Project pursuant to the terms of an underlying agreement (the “Underlying Agreement”) with the owners of the two concessions which comprise the La Escondida Project. One of the three individuals is a director and officer of the Company. Pursuant to the Definitive Agreement, the Syndicate will assign its rights to the Underlying Agreement to the Company’s wholly owned Mexican subsidiary, NTM Minerales SA de CV, in exchange for the issuance of 3,000,000 common shares to the Syndicate (being 1,000,000 common shares each). 1,500,000 common shares were issued following approval of the Canadian Securities Exchange in February 2021 and the remaining 1,500,000 common shares were issued on February 11, 2022. Two members of the Syndicate will retain a 2% Net Smelter Return (NSR) royalty, half of which may be purchased by the Company for USD\$1,000,000. The Underlying Agreement requires staged option payments totaling USD\$450,000 over a three-year period and assumption of all annual tax obligations.

On September 15, 2022, the Company entered into an amendment agreement for the Definitive Agreement that extended the option payment due on the second anniversary after contract execution to December 15, 2022 for a payment of USD\$5,000.

On December 15, 2022, a 90-day extension was granted for an additional payment of USD\$15,000, payable in three monthly installments of USD\$5,000. During the year ended July 31, 2023, USD\$5,000 was paid by the Company.

The purchase price of the La Escondida Project was USD\$450,000 outlined in the Option Purchase Agreement with the following payment terms:

Cash (USD)	Date
\$50,000	September 15, 2020 (paid)
\$100,000	September 14, 2021 (paid)
\$150,000	March 15, 2023
\$150,000	third anniversary after contract execution

On March 16, 2023, the Company elected to terminate the option agreement on the La Escondida Project. Therefore, during the year ended July 31, 2023, the Company wrote off the La Escondida Project from \$1,018,618 to \$nil.

AMERICAN POTASH CORP.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three Months Ended October 31, 2023 and 2022****(Unaudited - Expressed in Canadian Dollars)****5. EXPLORATION AND EVALUATION ASSETS (continued)****La Escondida Silver-Gold Project (continued)****La Escondida Silver-Gold Project Expenditures**

	Three months ended October 31, 2023	Year ended July 31, 2023
Mineral acquisition costs:	\$	\$
Balance, beginning	-	383,137
Acquisition of claims	-	13,393
Impairment	-	(396,530)
Balance, ending	-	-
Exploration and evaluation expenditures:		
Balance, beginning	-	576,458
General administration	-	5,110
Value-added tax receivable	-	1,224
Foreign exchange translation	-	39,296
Impairment	-	(622,088)
Balance, ending	-	-
Total	-	-

La Tortuga Silver Project

On January 25, 2021, the Company entered into a non-binding letter of intent (“LOI”) to acquire a 100% interest in the La Tortuga mineral concession. The Company is required to issue 2,250,000 common shares to the assignors of the Assignment Agreement. The assignors will retain a 2% Net Smelter Return Royalty, half of which may be purchased by the Company for USD\$1,000,000. On July 9, 2021, the Company entered into an Assignment Agreement for the right to acquire 100% interest in the mining concession.

On July 27, 2021, the Company acquired, by staking, an additional 4,000 hectares mineral concession (La Tortuga 2).

During the year ended July 31, 2021, the Company made a payment of \$28,024 (USD\$22,000), USD\$12,000 for the first right of refusal on the property, and USD\$10,000 for the first payment outlined in the Assignment Agreement for the right to acquire 100% interest and title to the one La Tortuga mining concession located in the Municipality of Opodepe, State of Sonora, Mexico.

The purchase price of the La Tortuga mineral concession was USD\$215,000 outlined in the Assignment Agreement with the following payment terms:

AMERICAN POTASH CORP.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three Months Ended October 31, 2023 and 2022****(Unaudited - Expressed in Canadian Dollars)**

5. EXPLORATION AND EVALUATION ASSETS (continued)**La Tortuga Silver Project (continued)**

Cash (USD)	Date
\$10,000	January 25, 2021 (paid)
\$30,000	first anniversary after contract execution
\$50,000	second anniversary after contract execution
\$125,000	third anniversary after contract execution

As at July 31, 2021, the Company was in the process of confirming the validity of the title, and given the uncertainty, decided to write off the property from \$28,352 to \$nil.

During the year ended July 31, 2022, the Company incurred geological consulting fees of \$2,468, which were expensed.

On March 16, 2023, the Company elected to terminate the Assignment Agreement for the La Tortuga mineral concession as the Company could not confirm validity of the title.

Paradox Basin Potash Permit Project

In May 2009, and amended on November 2, 2010, December 6, 2011, January 28, 2014, February 23, 2015 and November 4, 2015, American Potash entered into an option agreement (the "Sweetwater Option") to acquire applications to the United States Bureau of Land Management ("BLM") in respect of certain Utah permits, together with all permits and other rights issued pursuant to the applications, to allow for the exploration of potash prospects in Utah. A director of the Company is a party to the Sweetwater Option.

As at July 31, 2020, the Company assessed the likelihood to receive the prospecting permits was low. Therefore, during the year ended July 31, 2020, the Company wrote off the Paradox Basin Potash Permit Project from \$581,940 to \$nil.

During the three months ended October 31, 2023, the Company made payments totaling \$9,257 (USD\$6,819) (2022 - \$4,650 (USD\$3,491)) to renew mineral property licenses and for property fees, which were expensed.

Paradox Basin Brine and Potash Project

On August 23, 2016, 157 placer claims on BLM land covering 3,140 acres, were acquired in Grand County Utah, which overlay a large portion of the Federal Potash Permit Applications area.

Subsequent to the year ended July 31, 2020, the Company elected to allow Federal placer mineral claims to lapse due to escalating annual fees levied by the Bureau of Land Management (BLM). Therefore, during the year ended July 31, 2020, the Company wrote off the Paradox Basin Brine and Potash Project from \$272,318 to \$nil.

AMERICAN POTASH CORP.

Notes to the Condensed Interim Consolidated Financial Statements

For the Three Months Ended October 31, 2023 and 2022

(Unaudited - Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS (continued)

Paradox Basin Brine and Potash Project (continued)

During the year ended July 31, 2021, the Company made a payment of \$85,722 (USD\$67,296) to renew mineral property licenses which were expensed. During the year ended July 31, 2022, the Company reinstated the mineral claims and \$135,562 (USD\$106,809) in mineral property claims was capitalized to the project.

On December 17, 2021, the Company's wholly owned subsidiary, American Potash LLC (the "Subsidiary"), entered into an option agreement (the "Option Agreement") with LiK Resources, LLC (the "Optionee") pursuant to which the Optionee was granted the right to earn up to a 100% interest in its Utah state leases for potash and mineral salts minerals along with 128 federal placer claims recently acquired by the Subsidiary (the "Project").

Under the terms of the Option Agreement, to earn a 70% interest in the Project, the Optionee must make a cash payment of USD\$150,000 within five days of the Option Agreement (paid) and complete a pre-feasibility study demonstrating the economic viability of the Project within 24 months of the date of the Option Agreement (the "Initial Option"). In the event the Optionee is a publicly traded company with a market capitalization of over USD\$100 million at the time of delivering the pre-feasibility study, the Optionee must issue USD\$1 million worth of its common shares to the Subsidiary within 45 days of completing the pre-feasibility.

Within 90 days of completion of the pre-feasibility study, the Optionee must commission and deliver a valuation on the Project performed by an independent third party (the "Valuation") to the Subsidiary. At anytime following exercise of the Initial Option and within 90 days from the delivery of the Valuation, the Optionee shall have the right to acquire the remaining 30% interest in the Project by making a cash payment to the Subsidiary based on the valuation of remaining interest (the "Final Option"). In the event the Initial Option is exercised but the Final Option is not exercised, the parties will enter into a joint venture agreement to operate the Project.

In connection with the Option Agreement, a cash finder's fee equal to 6% of all cash and shares of the Optionee received by the Company and 3% of the expenditures on the Project paid by the Optionee and any cash payment received by the Company upon exercise of the Final Option, will be payable.

The USD\$150,000 option payment received during the year ended July 31, 2022 net of finders' fees of USD\$9,000 has been included as a credit to the exploration and evaluation asset. The net option payment received exceeded lease and placer claims by \$43,396, which was reported as other income in the income statement.

AMERICAN POTASH CORP.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three Months Ended October 31, 2023 and 2022****(Unaudited - Expressed in Canadian Dollars)**

5. EXPLORATION AND EVALUATION ASSETS (continued)**Paradox Basin Brine and Potash Project (continued)**

On April 14, 2023, the Company entered into a new option agreement with the Optionee which replaced the previous option agreement on December 17, 2021. Under the terms of the Option Agreement, to earn a 70% interest in the Project, the Optionee must make a cash payment of USD\$150,000 (paid) and advance USD\$3 million to the Company by April 28, 2023. The Optionee must also complete two separate Pre-Feasibility Studies by December 31, 2024 and commission a valuation of the Project by an independent, mutually agreed upon third-party, to be delivered 90 days from the completion date of the Pre-Feasibility Studies. In the event the Optionee is a publicly traded company with a market capitalization of over USD\$100 million at the time of delivering the pre-feasibility study, the Optionee must issue USD\$1 million worth of its common shares to the Subsidiary within 45 days of completing the pre-feasibility and the valuation of the Project.

On May 8, 2023, the Company terminated the Option Agreement with the Optionee as the Optionee did not meet its obligations to advance USD\$3 million to the Company by the April 28, 2023.

The USD\$150,000 option payment received during the year ended July 31, 2023 net of finders' fees of USD\$9,000 has been included as a credit to the exploration and evaluation asset. The net option payment received exceeded lease and placer claims by \$107,967, which has been reported as other income in the income statement.

Paradox Basin Brine and Potash Project Expenditures

	Three months ended October 31, 2023	Year ended July 31, 2023
Exploration and evaluation expenditures:	\$	\$
Balance, beginning	-	-
Federal permit	26,073	81,240
Option Agreement payment applied to claim fees	-	(81,240)
Foreign exchange translation	566	-
Balance, ending	26,639	-

Green River Potash and Lithium Project

On December 14, 2022, the Company announced that it has received initial approvals from the Utah Division of Oil Gas and Mining on applications for permits to drill exploratory wells on three of its eleven 100% owned Potash and Lithium State mineral leases which form part of the Green River Potash and Lithium Project, located within the Paradox Salt Basin, Utah. The Green River Potash and Lithium Project is made up of the Company's Paradox Basin Potash Permit Project and Paradox Basin Brine and Potash Project.

On October 4, 2023, the Company announced that it has received permits from the Utah Division of Oil Gas and Mining for the three exploratory wells.

AMERICAN POTASH CORP.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three Months Ended October 31, 2023 and 2022****(Unaudited - Expressed in Canadian Dollars)****5. EXPLORATION AND EVALUATION ASSETS (continued)****Green River Potash and Lithium Project (continued)**

	Three months ended October 31, 2023	Year ended July 31, 2023
Exploration and evaluation expenditures:	\$	\$
Balance, beginning	-	-
Federal permit	354,089	-
General administration	7,194	-
Staking	111,080	-
Foreign exchange translation	10,265	-
Balance, ending	482,628	-

Reclamation Deposit

As at October 31, 2023, the Company had an irrevocable letter of credit in the amount of \$450,440 (USD\$324,722) (July 31, 2023 - \$427,885 (USD\$324,722)) for future environmental remediation costs. The reclamation deposit consisted of an interest-bearing guaranteed investment certificate that secures a stand-by letter of credit with State of Utah, Division of Oil, Gas and Mining. The guaranteed investment certificate matures on July 25, 2024, and bears interest at 3.10%.

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	October 31, 2023	July 31, 2023
	\$	\$
Accounts payable	423,002	57,364
Accrued liabilities	40,000	32,000
	463,002	89,364

7. SHARE CAPITAL**a) Authorized**

Unlimited common shares with no par value.

b) Issued and outstanding

As at October 31, 2023, there were 91,362,449 (July 31, 2023 – 90,562,449) issued and fully paid common shares.

c) Common sharesPeriod ended October 31, 2023

During the three months ended October 31, 2023, the Company issued 800,000 common shares related to the exercise of 800,000 warrants at an exercise price of \$0.075 per share.

AMERICAN POTASH CORP.

Notes to the Condensed Interim Consolidated Financial Statements

For the Three Months Ended October 31, 2023 and 2022

(Unaudited - Expressed in Canadian Dollars)

7. SHARE CAPITAL (continued)

c) Common shares (continued)

Year ended July 31, 2023

On June 28, 2023, the Company issued 20,000,000 units (the "Units") at a price of \$0.05 per Unit for total gross proceeds of \$1,000,000 in a non-brokered private placement (the "Private Placement"). Each Unit consists of one common share (a "Common Share") and one-half of one non-transferable Common Share purchase warrant (each whole warrant, a "Warrant"). Each Warrant is exercisable for one additional Common Share at an exercise price of \$0.10 until June 28, 2026.

The Company paid a 6% finder's fee to Haywood Securities Inc. ("Haywood") and Canaccord Genuity Corp. ("Canaccord") in connection with proceeds raised by the Company from investors introduced to the Company by each of Haywood and Canaccord, consisting of cash amounts of \$46,800 and \$6,000, respectively, and non-transferable broker warrants (each a "Broker's Warrant") in the amounts of 936,000 and 120,000, respectively. Each Broker's Warrant has the same terms as the Warrants.

On July 17, 2023, the Company issued 848,000 shares with a fair value of \$42,400 to settle a promissory note and accrued interest.

d) Basic and diluted loss per share

Diluted loss per share for the three months ended October 31, 2023 did not include the effect of 4,150,000 (2022 – 3,000,000) stock options and 50,046,666 (2022 – 43,370,666) warrants as the effect would be anti-dilutive.

e) Stock options

The Company has a stock option plan whereby the Company is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common shares of the Company. Under the plan, the exercise price of each option equals the market price of the Company's shares as calculated on the date of grant. The options can be granted for a maximum term of 5 years.

On January 10, 2023, the Company issued stock options to a consultant that will be exercisable to acquire 250,000 common shares at \$0.075 per share for a period of five years, vesting immediately, with a fair value of \$19,368. The weighted average fair value per option was \$0.077. The fair value was determined by the Black-Scholes Option Pricing Model using the following assumptions: expected life – 5 years, average risk-free interest rate – 3.23%, expected dividend yield – 0%, and average expected stock price volatility – 188%.

On February 15, 2023, the Company issued stock options to directors and officers of the Company that will be exercisable to acquire 1,600,000 common shares at \$0.10 per share for a period of five years, vesting immediately, with a fair value of \$131,291. The weighted average fair value per option was \$0.082. The fair value was determined by the Black-Scholes Option Pricing Model using the following assumptions: expected life – 5 years, average risk-free interest rate – 3.43%, expected dividend yield – 0%, and average expected stock price volatility – 189%.

AMERICAN POTASH CORP.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three Months Ended October 31, 2023 and 2022****(Unaudited - Expressed in Canadian Dollars)****7. SHARE CAPITAL (continued)****e) Stock options (continued)**

On May 10, 2023, the Company issued stock options to a director of the Company that will be exercisable to acquire 500,000 common shares at \$0.075 per share for a period of five years, vesting immediately, with a fair value of \$28,938. The weighted average fair value per option was \$0.058. The fair value was determined by the Black-Scholes Option Pricing Model using the following assumptions: expected life – 5 years, average risk-free interest rate – 2.99%, expected dividend yield – 0%, and average expected stock price volatility – 190%.

The continuity of exercisable stock options for the three months ended October 31, 2023 and the year ended July 31, 2023 is as follows:

	Number of Options Outstanding	Weighted Average Exercise Price (\$)
Balance, July 31, 2022	3,000,000	0.09
Options forfeited	(150,000)	0.08
Options granted	2,350,000	0.09
Balance, July 31, 2023	5,200,000	0.09
Options forfeited	(250,000)	0.075
Options expired	(800,000)	0.10
Balance, October 31, 2023	4,150,000	0.09

Details of options outstanding and exercisable at October 31, 2023 are as follows:

Number of Options Outstanding	Exercise Price (\$)	Remaining Contractual Life (Years)
500,000	0.10	0.19
1,300,000	0.075	2.92
250,000	0.075	4.20
1,600,000	0.10	4.30
500,000	0.075	4.53
4,150,000		

The weighted average life of stock options outstanding at October 31, 2023 was 3.39 years.

AMERICAN POTASH CORP.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three Months Ended October 31, 2023 and 2022****(Unaudited - Expressed in Canadian Dollars)****7. SHARE CAPITAL (continued)****f) Share purchase warrants**

The continuity of warrants for the three months ended October 31, 2023 and the year ended July 31, 2023 is as follows:

	Number of Warrants Outstanding	Weighted Average Exercise Price (\$)
Balance, July 31, 2022	43,370,666	0.08
Warrants issued	11,056,000	0.10
Warrants expired	(3,100,000)	0.10
Balance, July 31, 2023	51,326,666	0.08
Warrants exercised	(800,000)	0.075
Warrants expired	(480,000)	0.075
Balance, October 31, 2023	50,046,666	0.08

On June 28, 2023, the Company issued 1,056,000 Broker's Warrants, with a fair value of \$46,437. Each Broker's Warrant entitles the holder to acquire one common share at a price of \$0.10 per share until June 28, 2026. The weighted average fair value per warrant was \$0.044. The fair value was determined by the Black-Scholes Option Pricing Model using the following assumptions: expected dividend yield of 0%, expected volatility of 162%, risk free rate of return of 4.13% and an expected life of 3 years, resulting in a charge of \$46,437 as non-cash share issue costs for the year ended July 31, 2023.

On July 10, 2023, the Company amended the expiry date of 12,800,000 outstanding common share purchase warrants issued on September 8, 2020 and exercisable for one common share at an exercise price of \$0.075. The warrants were set to expire on September 8, 2023. Under the terms of the amendment, the expiry date for the warrants has been extended to December 8, 2023. As these warrants were issued as part of a Unit, there was no amount recognized as a result of the modification.

Details of warrants outstanding as at October 31, 2023 are as follows:

Number of Warrants Outstanding	Exercise Price (\$)	Remaining Contractual Life (Years)
5,446,666 ⁽¹⁾	\$0.10	0.10
12,000,000 ⁽¹⁾	\$0.075	0.10
21,544,000	\$0.075	0.86
11,056,000	\$0.10	2.66
50,046,666		

(1) Expired unexercised subsequent to October 31, 2023.

The weighted average life of warrants outstanding at October 31, 2023 was 0.99 years.

AMERICAN POTASH CORP.

Notes to the Condensed Interim Consolidated Financial Statements

For the Three Months Ended October 31, 2023 and 2022

(Unaudited - Expressed in Canadian Dollars)

7. SHARE CAPITAL (continued)

g) Share-based payment reserve

The share-based payment reserve records items recognized as share-based payment expense and other share-based payments until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

h) Warrant reserve

The warrant reserve records the fair value of warrants issued until such time that the warrants are exercised, at which time the corresponding amount will be transferred to share capital.

i) Foreign currency translation reserve

The translation reserve records unrealized exchange differences arising on translation of foreign operations that have a functional currency other than the Company's reporting currency.

8. RELATED PARTY TRANSACTIONS

The Company incurred the following transactions with directors, officers and companies that are controlled by directors of the Company:

	Three months ended October 31,	
	2023	2022
	\$	\$
Management fees	22,500	15,000
Exploration and evaluation expenditures	7,194	-
	29,694	15,000

A director of the Company is a party to the Sweetwater Option Agreement (Note 5).

Management fees were paid directly to the President and CEO and to a company owned by the President and CEO for management services.

Exploration and evaluation expenditures were paid to a company owned by a director of the Company.

Key management includes directors and executive officers of the Company. Other than the amounts disclosed above, there was no other compensation paid or payable to key management for employee services for the reported periods.

AMERICAN POTASH CORP.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three Months Ended October 31, 2023 and 2022****(Unaudited - Expressed in Canadian Dollars)**

9. COMMITMENTS

On June 7, 2018, the Company entered into an agreement with the President and CEO, Jon George, to provide management/consulting services to the Company at a rate of \$5,000 per month for a period of six months, automatically renewing at the end of each period. On December 14, 2022, the Company entered a new agreement, at a rate of \$7,500 per month for a period of twelve months, automatically renewing at the end of each period. The agreement has a termination and change of control clause whereby he is entitled to the equivalent of 12 months his monthly management fee within 30 days.

10. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

a) Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions.

The carrying amount of financial assets represents the maximum credit exposure. The risk is assessed as low.

b) Foreign Exchange Rate Risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company operates in Canada, US, and Mexico and a portion of the Company's expenses are incurred in Canadian dollars ("CAD"), US dollars ("USD"), and Mexican Pesos ("MXN"). A significant change in the currency exchange rates between the Canadian, US and Mexican currencies, could have an effect on the Company's results of operations, financial position or cash flows. The Company has not entered into financial instruments to hedge against this risk.

The following is an analysis of Canadian Dollar equivalent of financial assets and liabilities that are denominated in USD and MXN:

	October 31, 2023	July 31, 2023
	\$	\$
Cash	288	4,181
Accounts receivable and prepaids	247,866	162,659
Accounts payable and accrued liabilities	(384,380)	(13,177)
	(136,226)	153,663

Based on the above net exposures, as at October 31, 2023, a 10% change against the Canadian Dollar would impact the Company's net income by \$13,623 (July 31, 2023 - \$15,366).

AMERICAN POTASH CORP.

Notes to the Condensed Interim Consolidated Financial Statements

For the Three Months Ended October 31, 2023 and 2022

(Unaudited - Expressed in Canadian Dollars)

10. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (continued)

c) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. Liquidity risk is managed by ensuring sufficient financial resources are available to meet obligations associated with financial liabilities. All of the Company's financial liabilities have contractual maturities of less than three months. Liquidity risk is assessed as high.

d) Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

e) Interest Rate Risk

Interest rate risk is the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has interest bearing assets in relation to cash at banks carried at floating interest rates with reference to the market. The Company does not hold any financial liabilities with variable interest rates. The Company has not used any financial instrument to hedge potential fluctuations in interest rates. The exposure to interest rates for the Company is considered immaterial.

f) Fair Values

Financial instruments recognized at fair value on the consolidated statement of financial position must be classified in one of the following three fair value hierarchy levels:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

Cash is measured using level 1 inputs.

AMERICAN POTASH CORP.**Notes to the Condensed Interim Consolidated Financial Statements****For the Three Months Ended October 31, 2023 and 2022****(Unaudited - Expressed in Canadian Dollars)**

11. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support its operations and business development. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company has not generated any significant revenues since its inception; therefore, the Company is dependent on external financing to fund its future intended business plan. The capital structure of the Company currently consists of working capital and shareholders' equity. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through private placements. The Company is not subject to externally imposed capital requirements.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the period.

12. SEGMENTED INFORMATION

The Company operates in a single reportable operating segment, being the acquisition, exploration and retention of mineral property assets. Geographic segment information of the Company's non-current assets as at October 31, 2023 and July 31, 2023 is as follows:

Non-current assets	October 31, 2023	July 31, 2023
	\$	\$
United States	959,707	427,885
	959,707	427,885

13. SUBSEQUENT EVENTS

On November 23, 2023, the Company closed a non-brokered private placement resulting in the issuance of 10,800,000 Units at a price of \$0.05 per Unit for total gross proceeds of \$540,000. Each Unit consists of one common share and one transferable common share purchase warrant exercisable at a price of \$0.075 until November 23, 2026.

The Company paid a finder's fee of 8% consisting of a cash payment of \$37,600 and the issuance of 752,000 Broker's Warrants having the same terms as the common share purchase warrants.