

*This short form prospectus is a base shelf prospectus. This short form prospectus has been filed under legislation in each of the provinces of Canada, except Québec, that permits certain information about these securities to be determined after this prospectus has become final and that permits the omission from this prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities.*

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.*

*Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of Gensource Potash Corporation at Suite 1100 – 201 1st Avenue South, Saskatoon, Saskatchewan Canada, S7K 1J5, telephone 306-974-6414, and are also available electronically at [www.sedar.com](http://www.sedar.com). See “Documents Incorporated By Reference”.*

## SHORT FORM BASE SHELF PROSPECTUS

New Issue

December 10, 2021



**Common Shares**  
**Debt Securities**  
**Warrants**  
**Subscription Receipts**  
**Units**

Gensource Potash Corporation (the “**Corporation**”) is a corporation incorporated under the laws of the Province of Ontario. The head office of the Corporation is located at Suite 1100 – 201 1st Avenue South, Saskatoon, Saskatchewan Canada, S7K 1J5. The registered office of the Corporation is located at 18 King St. E., Suite 902, Toronto, Ontario Canada M5C 1C4.

The Corporation may from time to time during the 25-month period that this short form base shelf prospectus (this “**Prospectus**”), including any amendments hereto, remains valid, offer for sale and issue: (i) common shares (“**Common Shares**”); (ii) debt securities, which may consist of debentures, notes or other types of debt and may be issuable in series (“**Debt Securities**”); (iii) Common Share purchase warrants (“**Warrants**”); (iv) subscription receipts to purchase Securities (as hereinafter defined) (“**Subscription Receipts**” and, together with the Common Shares, the Debt Securities and the Warrants, the “**Securities**”); and (v) any combination of such Securities (the “**Units**”). The Corporation may sell up to \$200,000,000, in the aggregate, of initial offering price of the Securities (or the equivalent amount if any Securities are denominated in currency other than Canadian dollars). The Securities may be offered for sale separately or in combination with one or more other Securities and may be sold from time to time in one or more transactions at a fixed price or prices (which may be changed) or at market prices prevailing at the time of sale, at prices determined by reference to such prevailing market prices or at negotiated prices.

The specific terms of any Securities offered will be described in one or more shelf prospectus supplements (collectively or individually, as the case may be, a “**Prospectus Supplement**”), including, where applicable: (i) in the case of Common Shares, the number of Common Shares being offered, the offering price and any other specific terms; (ii) in the case of Debt Securities, the specific designation, the aggregate principal amount being offered, the authorized denominations, the currency, the issue and delivery date, the maturity date, the issue price (or the manner of determination thereof if offered on a non-fixed price basis), the interest rate (either fixed or floating, and, if floating, the manner of calculation thereof), the interest payment date(s), the redemption, exchange or conversion provisions (if any), the repayment terms, the form (either global or definitive) and any other specific terms; (iii) in the case of Warrants, the number of Warrants being offered, the offering price, the exercise price, the form, and any other specific terms; (iv) in the case of Subscription Receipts, the number of Subscription Receipts being offered, the offering price, the procedures for the exchange of Subscription Receipts for Common Shares or any other Securities and any other specific terms; and (v) in the case of Units, (i) to (iv) above, as applicable. A Prospectus Supplement may include specific variable terms pertaining to the Securities that are not within the alternatives and parameters described in this Prospectus.

All shelf information permitted under applicable laws to be omitted from this Prospectus will be contained in one or more Prospectus Supplements that will be delivered to purchasers together with this Prospectus. Each Prospectus Supplement will be incorporated by reference into this Prospectus for the purposes of securities legislation as of the date of the Prospectus Supplement and only for the purposes of the distribution of the Securities to which the Prospectus Supplement pertains.

The Corporation may sell the Securities to or through underwriters or dealers purchasing as principals, and may also sell the Securities directly to one or more purchasers pursuant to applicable statutory exemptions or through agents. The Prospectus Supplement relating to a particular offering of Securities will identify each underwriter, dealer or agent, as the case may be, engaged by the Corporation in connection with the offering and sale of the Securities, and will set forth the terms of the offering of such Securities, including, to the extent applicable, any fees, discounts or any other compensation payable to underwriters, dealers or agents in connection with the offering, the method of distribution of the Securities, the initial issue price (in the event that the offering is a fixed price distribution), the proceeds that the Corporation will receive and any other material terms of the plan of distribution. The Securities may be sold from time to time in one or more transactions at a fixed price or prices or at non-fixed prices. If offered on a non-fixed price basis, Securities may be offered at market prices prevailing at the time of sale, at prices determined by reference to such prevailing market prices or at negotiated prices, which prices may vary as between purchasers and during the period of distribution of the Securities.

**In connection with any offering of Securities, the underwriters, dealers or agents, as the case may be, may over allot or effect transactions which stabilize or maintain the market price of the Securities at a level above that which might otherwise prevail on the open market. Such transactions, if commenced, may be discontinued at any time. See “Plan of Distribution”.**

The outstanding Common Shares are listed and posted for trading on the TSX Venture Exchange (the “**TSXV**”) under the trading symbol “GSP” and the AIM Market of the London Stock Exchange plc (the “**AIM**”) under the trading symbol “GSP”. As at December 9, 2021, being the last trading day prior to the date hereof, the closing trading prices on the TSXV and AIM for the Common Shares was \$0.29 and £0.26, respectively.

**Each series or issue of Debt Securities, Warrants or Subscription Receipts will be a new issue of securities with no established trading market. Unless specified in a Prospectus Supplement, Securities may not be listed on any securities or stock exchange. Accordingly, unless so specified, there may be no market through which these securities may be sold and purchasers may not be able to resell securities purchased under this Prospectus. This may affect the pricing of such Securities in the secondary market, the transparency and availability of trading prices, the liquidity of such Securities and the extent of issuer regulation. See “Risk Factors”.**

It is important for a person making an investment in Securities of the Corporation to consider the particular risk factors that may affect both the Corporation and the potash industry in which the Corporation operates, and which may therefore affect the price of the Common Shares of the Corporation. See “Risk Factors”.

**The Corporation is not a trust company and is not registered under applicable legislation governing trust companies as it does not carry on or intend to carry on the business of a trust company.** The Corporation’s securities are not “deposits” within the meaning of the *Canada Deposit Insurance Corporation Act* and its securities are not insured under the provisions of that Act or any other legislation.

Each of Calvin Redlick and Amy O’Shea, directors of the Corporation, reside outside of Canada and have appointed the Corporation, Suite 1100 – 201 1st Ave S. Saskatoon, SK, S7K 1J5, as agent for service of process. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or that resides outside of Canada, even if the party has appointed an agent for service of process. See “Enforcement of Judgments Against Foreign Persons”. Douglas F. Hambley, Ph.D., P.E., P.Eng., P.G., a qualified person under 43-101 (as defined herein) and a co-author of the Tugaska Project Technical Report, also resides outside of Canada.

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## GLOSSARY OF DEFINED TERMS

Unless otherwise specified in this Prospectus or a particular Prospectus Supplement, all references to “dollars” or “\$” are in Canadian dollars.

The following terms used in this Prospectus have the meanings set out below:

“**2020 AIF**” means the annual information form dated November 25, 2021 for the Corporation’s financial year ended December 31, 2020;

“**2020 Financial Statements**” means the Corporation’s audited financial statements as at and for the years ended December 31, 2020 and December 31, 2019 and the independent auditor’s report thereon;

“**2020 MD&A**” means the Corporation’s management’s discussion and analysis of its financial condition and results of operations for the years ended December 31, 2020 and December 31, 2019;

“**2021 Meeting Circular**” means the management information circular dated May 4, 2021 in respect of the annual general meeting of Shareholders held on June 18, 2021;

“**2021 Q3 Financial Statements**” means the Corporation’s unaudited financial statements as at and for the nine-month periods ended September 30, 2021 and September 30, 2020;

“**2021 Q3 MD&A**” means the Corporation’s management’s discussion and analysis of its financial condition and results of operations for the nine-month period ended September 30, 2021;

“**AIM**” means the AIM Market of the London Stock Exchange plc;

“**Authors**” means, collectively, Louis Fourie, P.Geo; Douglas Hambley, PH.D., P.E., P.Eng. P.G., Devon Atkings, P.Eng.; Lindsay Ruel, P.Eng.; Danny Bernard, P.Eng.; Kyle Blixt, P.Eng.; Sheridan Fjeld, P.Eng.; and Michael J. Ferguson, P.Eng.;

“**Board**” means the board of directors of the Corporation;

“**Common Shares**” means the common shares of the Corporation, and includes a fraction thereof;

“**Corporation**” means Gensource Potash Corporation and, where the context requires, includes the Subsidiaries of the Corporation;

“**COVID-19**” means novel coronavirus disease, also known as severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2), and each strain thereof;

“**Debentures**” means 5% convertible redeemable unsecured debentures of the Corporation due June 30, 2023 issued on October 19, 2021;

“**Debt Facility**” means the proposed \$280 million debt facility from the Senior Lenders to the Tugaska SPV;

“**Debt Securities**” means debt securities which may consist of debentures, notes or other types of debt that may be issuable in series and “**Debt Security**” means any such debt security;

“**Director**” means a director of the Corporation and “**Directors**” means all of the directors of the Corporation;

“**HELM**” means, collectively, HELM AG and its North American subsidiary, HELM Fertilizer Corp.;

“**HELM Credit Facility**” means the credit agreement dated August 27, 2021 with respect to a \$5 million credit facility from HELM to KClean;

“**KClean**” means KClean Potash Corporation, a wholly-owned subsidiary of the Corporation;

“**KL 244**” means Subsurface Mineral Lease No. KL 244 dated August 30, 2016 between the Corporation (as successor in interest to Yancoal Canada Resources Co., Ltd.) and Her Majesty the Queen in Right of Saskatchewan;

“**KL 245**” means Subsurface Mineral Lease No. KL 245 dated August 30, 2016 between the Corporation (as successor in interest to Yancoal Canada Resources Co., Ltd.) and Her Majesty the Queen in Right of Saskatchewan;

“**Lazlo Area**” means the main area of exploration interest of the Corporation other than the Vanguard Area, surrounding the Town of Craik, Saskatchewan, which is approximately 50 kilometers northeast of the Vanguard Area and consists entirely of freehold minerals leases of the Corporation;

“**NI 43-101**” means National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*;

“**Options**” means incentive stock options to acquire Common Shares issued pursuant to the Corporation’s Stock Option Plan;

“**Prior Tugaske Project Technical Report**” means the technical report dated March 8, 2021, effective February 26, 2021, and prepared by the Authors with respect to the Tugaske Project in accordance with NI 43-101 entitled “Technical Report Summarizing the Tugaske Project, Saskatchewan”;

“**Prospectus**” means this short form base shelf prospectus;

“**Prospectus Supplement**” means a supplement to this Prospectus;

“**Securities**” means, collectively, the Common Shares, Debt Securities, Subscription Receipts, Warrants and Units;

“**Senior Lenders**” means, collectively, Société Générale S.A. and KfW IPEX-Bank of Germany;

“**Shareholder(s)**” means the holder(s) of Common Shares;

“**Stock Option Plan**” means the stock option plan of the Corporation dated June 1, 2018;

“**Subscription Receipts**” means subscription receipts to purchase Securities;

“**Subsidiaries**” means any person, company, partnership, limited partnership, trust or other entity controlled, directly or indirectly, by the Corporation;

“**TSXV**” means the TSX Venture Exchange;

“**Tugaske Project**” means the potash development project of the Corporation located in the Vanguard Area on Section 4, Township 22, Range 02, West of the Third Meridian, approximately 6 kilometers southeast of Tugaske, Saskatchewan;

“**Tugaske Project Technical Report**” means the technical report dated October 14, 2021, effective May 14, 2021, and prepared by the Authors with respect to the Tugaske Project in accordance with NI 43-101 entitled “Technical Report Summarizing the Tugaske Project, Saskatchewan”;

“**Tugaske SPV**” means special purpose vehicle which is expected to finance, own, construct and operate the Tugaske Project, which has been incorporated as KClean;

“**Units**” means units comprised of one or more of any of the other Securities;

“**U.S. Securities Act**” means the United States Securities Act of 1933, as amended;

“**Vanguard Area**” means the approximately 72,000 acres of crown mineral leases in the Province of Saskatchewan, KL 244 and KL 245 held by the Corporation; and

“**Warrants**” means Common Share purchase warrants, each of which entitles the holder thereof to purchase one Common Share.

## FORWARD-LOOKING STATEMENTS

This Prospectus and the documents incorporated by reference herein contain “forward looking information”, “forward looking statements”, “future oriented financial information” and “financial outlooks” within the meaning of applicable Canadian securities legislation (collectively herein referred to as “**forward-looking information**”). All statements other than statements of historical fact contained in this Prospectus and the documents incorporated by reference herein are forward-looking statements, including, without limitation, statements regarding the listing on the TSXV of the Common Shares, Common Shares issuable upon the due exercise of the Warrants; the Corporation’s use of proceeds; future financial position, business strategy, completed and potential acquisitions and the potential impact of such completed and/or potential acquisitions on the operations, the future development of the Tugaske Project, the successful negotiation and entering into of a debt facility with the Senior Lenders, the non-binding memorandum of understanding with HELM relating to the formation of a joint-venture and the ultimate structure of the Tugaske SPV, the use of proceeds from the HELM Credit Facility, the Corporation satisfying the condition precedents relating to the HELM commitment letter and Debt Facility, the Corporation’s expectations relating to the proposed modular potash production facilities, financial condition, capital resources and business of the Corporation, the Corporation’s policy with respect to the amount and/or frequency of dividends, budgets, litigation, projected costs and plans and objectives of or involving the Corporation or any businesses to potentially be acquired by the Corporation. Prospective investors can identify many of these statements by looking for words such as “believes”, “expects”, “will”, “may”, “intends”, “projects”, “anticipates”, “plans”, “estimates”, “continues” and similar words or the negative thereof.

Forward-looking statements are necessarily based upon a number of expectations or assumptions that, while considered reasonable by management at the time the statements are made, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Readers are cautioned to not place undue reliance on forward-looking statements which only speak as to the date they are made. Although management believes that the expectations and assumptions underlying such forward-looking statements are reasonable, there can be no assurance that such expectations or assumptions will prove to be correct. A number of factors could cause actual future results, performance, achievements and developments of the Corporation and/or its Subsidiaries to differ materially from anticipated results, performance, achievements and developments expressed or implied by such forward-looking statements. Such factors include, but are not limited to: risks related to additional requirements for capital; risks relating to the proposed mining method; risks related to the proposed HELM joint venture; risks related to the offtake agreement with HELM; commodity price fluctuations; dependence on key personnel; workforce and labour risks; competition; risks related to future acquisitions and joint-ventures; dependence on third party services; reliance on strategic relationships; project risks; compliance with laws; risks related to indigenous peoples; exploration and development; calculation of reserves and resource and potash recoveries; reclamation; litigation; government regulation and political risk; operating risks; uninsured hazards; weather conditions and climate change; permits and licenses; estimates in financial statements; change in capital and operating costs; external contractors and sub-contractors; transportation delays; sovereign risks; risks associated with the need to maintain an effective system of internal controls; action against the Corporation may be limited under law for Shareholders outside of Canada; title to assets; potential conflicts of interest; information systems security threats; COVID-19; negative operating cash flow; share price volatility; exposure to economic cycle; market perception; lack of dividends; risks related to the future issues or sales of Common Shares; interest rate risks; liquid trading market for the Common Shares; risks related to global financial conditions; risks related to dilution from the exercise of stock options and warrants; risks related to dilution from future sales or issuances of equity Securities; discretion in the use of the net proceeds from an offering of Securities; absence of a public market for Securities; and risks related to the impact on interest rates on Debt Securities.

The information contained or incorporated by reference in this Prospectus, including the information set forth under “*Risk Factors*” in this Prospectus, identifies additional factors that could affect the operating results and performance of the Corporation and its Subsidiaries. Assumptions about the performance of the businesses of the Corporation and its Subsidiaries are considered in setting the business plan for the Corporation and its Subsidiaries and in setting financial targets. Key assumptions include that the demand for products and services of the businesses of the Corporation and its Subsidiaries will continue to grow and that the legislative and regulatory environments of the jurisdictions where the Corporation carries on business or has operations will allow the Corporation to pursue its business objectives. **Should one or more of the risks materialize or the assumptions prove incorrect, actual results, performance or achievements of the Corporation and its Subsidiaries may vary materially from those described in forward-looking statements.**

The forward-looking statements contained herein or contained in a document incorporated by reference herein are expressly qualified in their entirety by this cautionary statement. The forward-looking statements included or incorporated by reference in this Prospectus are made as of the date of this Prospectus or such other date specified in such statement. Except as required by law, the Corporation disclaims any obligation to update any forward-looking information, estimates or opinions, future events or results or otherwise.

## DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of Gensource Potash Corporation at Suite 1100 – 201 1st Avenue South, Saskatoon, Saskatchewan Canada, S7K 1J5, telephone 306-974-6414 and are also available electronically at [www.sedar.com](http://www.sedar.com).

Except to the extent that their contents are modified or superseded by a statement contained in this Prospectus or in any other subsequently filed document that is also incorporated by reference in this Prospectus, the following documents, filed with applicable securities regulatory authorities in Canada, are specifically incorporated by reference herein and form an integral part of this Prospectus:

- (a) the 2020 AIF;
- (b) the 2020 Financial Statements;
- (c) the 2020 MD&A;
- (d) the 2021 Q3 Financial Statements;
- (e) the 2021 Q3 MD&A;
- (f) the 2021 Meeting Circular;
- (g) the material change report dated February 15, 2021 relating to the closing of a non-brokered private placement of Common Shares;
- (h) the material change report dated March 22, 2021 relating to the completion of the Tugaske Project Technical Report;
- (i) the material change report dated April 1, 2021 relating to the appointment of the Chief Financial Officer of the Corporation, Alton Anderson; and
- (j) the material change report dated May 17, 2021 relating to the summary update on the Tugaske Project.

All of the Corporation's documents of the type described in section 11.1 of Form 44-101F1 – *Short Form Prospectus* which are filed by the Corporation with a securities commission or similar regulatory authority in any of the provinces of Canada after the date of this Prospectus and prior to the expiration of the term of this Prospectus shall be deemed to be incorporated by reference into this Prospectus.

Upon new audited annual financial statements and related management's discussion and analysis being filed by the Corporation with applicable securities regulatory authorities during the term of this Prospectus, the previously filed audited annual financial statements and all unaudited interim financial statements, together with related management's discussion and analysis, relating to prior periods shall be deemed to no longer be incorporated into this Prospectus for the purposes of future offers and sales of Securities under this Prospectus.

Upon a new annual information form being filed by the Corporation with applicable securities regulatory authorities during the term of this Prospectus, the previously filed annual information form, any material change reports filed prior to the end of the financial year in respect of which the new annual information form is filed, any information circular filed since the start of such financial year, and any business acquisition report for acquisitions completed since the beginning of such financial year shall be deemed no longer to be incorporated by reference into this Prospectus for the purposes of future offers and sales of Securities under this Prospectus.

Upon new interim financial statements and related management's discussion and analysis being filed by the Corporation with applicable securities regulatory authorities during the term of this Prospectus, all previously filed interim financial statements

and related management's discussion and analysis shall be deemed no longer to be incorporated by reference into this Prospectus for the purposes of future offers and sales of Securities under this Prospectus.

A Prospectus Supplement containing the specific terms in respect of any offering of Securities and any additional or updated information the Corporation may elect to include (provided that such information does not describe a material change that has not already been the subject of a material change report or a prospectus amendment) will be delivered to purchasers of such Securities, together with this Prospectus, and will be deemed to be incorporated into this Prospectus as of the date of such Prospectus Supplement, but only for the purposes of the offering of such Securities.

**Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded, for purposes of this Prospectus, to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed in its unmodified or superseded form to constitute part of this Prospectus.**

## GENSOURCE POTASH CORPORATION

### General

Gensource is a fertilizer development company incorporated in Ontario and headquartered in Saskatoon, Saskatchewan, focused on advancing global food security by supplying key macronutrients at an affordable cost with a sustainable and modular approach to potash production. The Common Shares are currently admitted to trading on the TSXV and the AIM. The Board and the Corporation's senior management, have significant experience in establishing, developing, financing, operating and subsequently monetising potash companies in North America, as well as significant United Kingdom and international capital markets experience.

The Corporation's primary focus is the development of the Tugaske Project, located in Saskatchewan. It is intended that the Tugaske Project will be executed through KClean, in which the Corporation is anticipated to have a 67% interest, with the remaining 33% interest being held by the Corporation's offtake partner, HELM. As at the date hereof, KClean is a wholly owned subsidiary of Gensource.

The Corporation believes its technology and business model has the potential to be the future for potash development. The Corporation operates under a business model that has two key components:

- (a) vertical integration to ensure that all production capacity built is directed, and pre-sold, to a specific market, decreasing market-side risk. In the case of the Tugaske Project, it is expected that this will be accomplished through the offtake agreement with HELM; and
- (b) technical innovation which is expected to allow for a modular and economic potash production facility powered by low carbon energy. By using selective solution mining techniques, salt tailings are avoided, and corresponding brine ponds are not required thus lowering decommissioning risks. The elimination of salt tailing and brine ponds is expected to remove a negative environmental aspect of potash mining.

The potash production modules that are proposed to be developed by the Corporation are approximately 10% of the size of a traditional potash project, use less surface land, extract potash more efficiently than traditional potash projects, place a smaller demand on shared utilities, and have a lessened impact on local community infrastructure. Management believes that the Corporation's potash production modules are correctly sized to enhance rural communities in which the projects are located and provide long-term employment in those communities.

Following the construction of the Tugaske Project, the Corporation intends to develop other potash projects, within the wider Vanguard Area (the area in which the Tugaske Project is located) and the Lazlo Area, using the same potash production module as it is developing for the Tugaske Project. Further, the Corporation believes its modular approach will allow for the development of other known potash resources around the world where traditional large projects have proven uneconomic.

**For a detailed description of the business of the Corporation, prospective investors should refer to the Corporation's 2020 AIF, which is incorporated by reference and available for viewing on the Corporation's SEDAR profile at [www.sedar.com](http://www.sedar.com).**

### Management of the Corporation

The Directors of the Corporation are Michael Ferguson, Alton Anderson, Calvin Redlick, Michael Mueller, Amy O'Shea and Stephen Dyer. The officers of the Corporation are Michael Ferguson (President and Chief Executive Officer), Alton Anderson (Chief Financial Officer), Robert Theoret (Vice President, Corporate Finance and Business Development) and Deborah Morsky (Vice President, Corp. Services).

### RECENT DEVELOPMENTS

The following is a summary of recent developments involving the Corporation since September 30, 2021:

### ***Tugaske Project Technical Report***

On October 19, 2021, the Corporation announced the completion of the Tugaske Project Technical Report and subsequently filed the Tugaske Project Technical Report on the Corporation's SEDAR profile. The Tugaske Project Technical Report amended the Prior Tugaske Project Technical Report by, among other things, updating the base case values of both mineral resource and mineral reserve summary tables.

### ***Private Placement Offering of Debentures***

On October 19, 2021, the Corporation completed a non-brokered private financing of \$2,000,000 principal amount of Debentures at a price of \$1,000 per Debenture.

The Debentures bear interest at a rate of 5% per annum from the date of issue, payable in arrears on the maturity date of the Debentures, which is June 30, 2023. The principal amount of each Debenture is convertible, in whole or in part, for no additional consideration, into Common Shares at the option of the holder at any time prior to the earlier of: (i) the close of business on the maturity date of June 30, 2023, and (ii) the business day immediately preceding the date specified by the Corporation for redemption of the Debentures, at a conversion price equal to \$0.34 per Common Share.

As part of the financing, certain directors and officers of the Corporation purchased an aggregate of \$1,985,000 principal amount of Debentures. The remaining amounts were purchased by other employees of the Corporation.

### ***Common Shares Admitted to Trading on AIM***

On November 5, 2021, the Common Shares were admitted to trading on the AIM. The Corporation sought the admission to AIM, in addition to its current listing on the TSXV, to take advantage of exposure to the United Kingdom and European financial markets and the increased liquidity expected with an additional listing on AIM. With the Corporation's relationship with the offtaker for the Tugaske Project, HELM, and the Senior Lenders, the Tugaske Project has generated interest from UK and European investors. Additionally, the Corporation's business plan of building future potash production modules around the world lends itself to obtaining increased liquidity through the global reach of the listing on AIM.

## **USE OF PROCEEDS**

Our management will have discretion concerning the use of proceeds of an offering under any Prospectus Supplement as well as the timing of the expenditure of the proceeds thereof. As a result, investors will be relying on the judgment of management as to the specific application of the proceeds of any offering of Securities under any Prospectus Supplement. We currently intend to use the net proceeds from the sale of our securities for the development of the Tugaske Project and for working capital purposes. However, the final use of proceeds with respect to any particular offering may be impacted by various risk factors, including the impact of the COVID-19 outbreak on the Corporation's business, financial condition and results of operations. See "Risk Factors".

As at September 30, 2021, the Corporation's working capital position was \$589,774 and the Corporation's cash balance was \$861,763. The Corporation generated a net loss in its most recently completed financial year and its most recently completed fiscal quarter. The Corporation cannot guarantee that it will attain or maintain profits in the future. The Corporation anticipates that it will continue to incur losses until such time as commercial production may be achieved on one or more of its projects. To the extent that the Corporation has a net loss in any future period, certain of the proceeds from any offering of Securities may be used to fund such negative cash flow from operating activities in these periods. See "Risk Factors".

## **EARNINGS COVERAGE RATIOS**

Earnings coverage ratios will be provided as required in the applicable Prospectus Supplement(s) with respect to the issuance of Debt Securities pursuant to this Prospectus.

## **DESCRIPTION OF SECURITIES**

The following is a summary of the material attributes and characteristics of the Securities as at the date of this Prospectus. This summary does not purport to be complete. These descriptions may be modified by disclosure in the applicable Prospectus Supplement.

## Common Shares

The holders of Common Shares are entitled to receive notice of and to attend and vote at all meetings of the Shareholders and each Common Share confers the right to one vote in person or by proxy at all meetings of the Shareholders. The Shareholders, subject to the prior rights, if any, of the holders of any other class of shares of Gensource, are entitled to receive such dividends in any financial year as the Board may determine. In the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares, the remaining property and assets of Gensource.

## Debt Securities

This section describes the general terms that will apply to any Debt Securities that may be offered by the Corporation pursuant to this Prospectus.

The Debt Securities may be offered separately or together with other Securities, as the case may be.

The following sets forth certain general terms and provisions of the Debt Securities that may be offered under this Prospectus. The specified terms and provisions of the Debt Securities offered pursuant to an accompanying Prospectus Supplement, and the extent to which the general terms described in this section apply to those Debt Securities, will be set forth in the applicable Prospectus Supplement.

The Debt Securities will be direct, secured or unsecured obligations of the Corporation. The Debt Securities will be senior or subordinated indebtedness of the Corporation as described in the relevant Prospectus Supplement. In the event of the insolvency or winding up of the Corporation, the subordinated indebtedness of the Corporation, including the subordinated Debt Securities, will be subordinate in right of payment to the prior payment in full of all other liabilities of the Corporation (including senior indebtedness), except those which by their terms rank equally in right of payment with or are subordinate to such subordinated indebtedness.

The Debt Securities will be issued under one or more trust indentures (each, a “**Trust Indenture**”), in each case between the Corporation and a trustee (each, an “**Indenture Trustee**”). The statements made hereunder relating to any Trust Indenture and the Debt Securities to be issued thereunder are summaries of certain anticipated provisions thereof and do not purport to be complete and are subject to, and are qualified in their entirety by reference to, all provisions of the applicable Trust Indenture.

Each Trust Indenture may provide that Debt Securities may be issued thereunder up to the aggregate principal amount which may be authorized from time to time by the Corporation.

The particular terms of each issue of Debt Securities will be described in the related Prospectus Supplement. This description will include, where applicable:

- (a) the designation, aggregate principal amount and authorized denominations of such Debt Securities;
- (b) the currency or currency units for which the Debt Securities may be purchased and the currency or currency unit in which the principal and any interest is payable (in either case, if other than Canadian dollars);
- (c) the percentage of the principal amount at which such Debt Securities will be issued;
- (d) the date or dates on which such Debt Securities will mature;
- (e) the rate or rates per annum at which such Debt Securities will bear interest (if any), or the method of determination of such rates (if any);
- (f) the dates on which any interest will be payable and the record dates for such payments;
- (g) the Indenture Trustee of the Debt Securities under the Trust Indenture pursuant to which the Debt Securities are to be issued;

- (h) the designation and terms of any securities with which the Debt Securities will be offered, if any, and the number of Debt Securities that will be offered with each security;
- (i) whether the Debt Securities are subject to redemption or call and, if so, the terms of such redemption or call provisions;
- (j) whether such Debt Securities are to be issued in registered form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof;
- (k) any exchange or conversion terms;
- (l) whether the Debt Securities will be subordinated to other liabilities of the Corporation and, if so, to what extent;
- (m) certain material Canadian tax consequences of owning the Debt Securities, if any; and
- (n) any other material terms and conditions of the Debt Securities.

Debt Securities may be issued at various times with different maturity dates, may bear interest at different rates and may otherwise vary.

### **Warrants**

This section describes the general terms that will apply to any Warrants that may be offered by the Corporation pursuant to this Prospectus.

Warrants may be offered separately or together with other Securities, as the case may be.

The following sets forth certain general terms and provisions of the Warrants offered under this Prospectus. The specific terms of the Warrants, and the extent to which the general terms described in this section apply to those Warrants, will be set forth in the applicable Prospectus Supplement. The Warrants will be issued under a warrant indenture. The applicable Prospectus Supplement will include the details of the warrant indenture governing the Warrants being offered.

The particular terms of each issue of Warrants will be described in the related Prospectus Supplement. Such description will include, where applicable:

- (a) the number of Warrants being offered and, if offered as a unit with another Security, the number of Warrants or the fraction of a Warrant being offered with such other Security;
- (b) the Common Shares which are underlying the Warrants;
- (c) the exercise price of the Warrants;
- (d) the expiry date of the Warrants;
- (e) the procedure for exercising Warrants into underlying Common Shares;
- (f) the indenture trustee of the Warrants under the warrant indenture pursuant to which the Warrants are to be issued, if applicable;
- (g) certain material Canadian tax consequences of owning the Warrants (if any); and
- (h) any other material terms and conditions of the Warrants.

## **Subscription Receipts**

This section describes the general terms that will apply to any Subscription Receipts that may be offered by the Corporation pursuant to this Prospectus.

Subscription Receipts may be offered separately or together with other Securities.

The following sets forth certain general terms and provisions of the Subscription Receipts offered under this Prospectus. The specific terms of the Subscription Receipts, and the extent to which the general terms described in this section apply to those Subscription Receipts, will be set forth in the applicable Prospectus Supplement. The Subscription Receipts will be issued under a subscription receipt agreement. The applicable Prospectus Supplement will include details of the subscription receipt agreement governing the Subscription Receipts being offered.

The particular terms of each issue of Subscription Receipts will be described in the related Prospectus Supplement. Such description will include, where applicable:

- (a) the number of Subscription Receipts being offered;
- (b) the price at which the Subscription Receipts will be offered;
- (c) the Securities into which the Subscription Receipts are exchangeable;
- (d) the procedures for the exchange of the Subscription Receipts into Securities;
- (e) the number of Securities that may be exchanged upon exercise of each Subscription Receipt;
- (f) the designation and terms of any other Securities with which the Subscription Receipts will be offered, if any, and the number of Subscription Receipts that will be offered with each security;
- (g) certain material Canadian tax consequences of owning the Subscription Receipts (if any); and
- (h) any other material terms and conditions of the Subscription Receipts.

An original purchaser of Subscription Receipts will have a contractual right of rescission against the Corporation, following the issuance of the underlying Common Shares or other Securities to such purchaser, upon the surrender or deemed surrender of the Subscription Receipts, to receive the amount paid for the Subscription Receipts in the event that this Prospectus (including any documents incorporated by reference) and any amendment hereto contains a misrepresentation or is not delivered to such purchaser, provided such remedy for rescission is exercised within one hundred and eighty (180) days.

## **Units**

This section describes the general terms that will apply to any Units that may be offered by the Corporation pursuant to this Prospectus.

The following sets forth certain general terms and provisions of the Units offered under this Prospectus. The specific terms of the Units, and the extent to which the general terms described in this section apply to those Units, will be set forth in the applicable Prospectus Supplement.

Each Unit will be issued so that the holder of the Unit is also the holder of each of the Securities included in the Unit. Accordingly, the holder of a Unit will have the rights and obligations of a holder of each included Security. The unit agreement, if any, under which a Unit is issued may provide that the Securities included in the Unit may not be held or transferred separately, at any time or at any time before a specified date.

The material terms and provisions of Units offered by any Prospectus Supplement, and the extent to which the general terms and provisions described below may apply thereto, will be described in the applicable Prospectus Supplement filed in respect of such Units. This description will include, where applicable:

- (a) the number of Units offered;
- (b) the price or prices, if any, at which the Units will be issued;
- (c) the currency at which the Units will be offered;
- (d) the Securities comprising the Units;
- (e) whether the Units will be issued with any other Securities and, if so, the amount and terms of these Securities;
- (f) any minimum or maximum subscription amount;
- (g) whether the Units and the Securities comprising the Units are to be issued in registered form, “book-entry only” form, non-certificated inventory system form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof;
- (h) any material risk factors relating to such Units or the Securities comprising the Units;
- (i) any other rights, privileges, restrictions and conditions attaching to the Units or the Securities comprising the Units; and
- (j) any other material terms or conditions of the Units or the Securities comprising the Units, including whether and under what circumstances the Securities comprising the Units may be held or transferred separately.

The terms and provisions of any Units offered under a Prospectus Supplement may differ from the terms described above and may not be subject to or contain any or all of the terms described above.

#### **PLAN OF DISTRIBUTION**

The Corporation may from time to time during the 25-month period that this Prospectus, including any amendments hereto, remains valid, offer for sale and issue Common Shares, Debt Securities, Warrants, Subscription Receipts and Units. The Corporation may sell up to \$200,000,000, in the aggregate, of initial offering price of Securities (or the equivalent amount if any Securities are denominated in currency other than Canadian dollars).

The specific terms of any Securities offered will be described in one or more Prospectus Supplements, including, where applicable: (i) in the case of Common Shares, the number of Common Shares being offered, the offering price and any other specific terms; (ii) in the case of Debt Securities, the specific designation, the aggregate principal amount being offered, the authorized denominations, the currency, the issue and delivery date, the maturity date, the issue price (or the manner of determination thereof if offered on a non-fixed price basis), the interest rate (either fixed or floating, and, if floating, the manner of calculation thereof), the interest payment date(s), the redemption, exchange or conversion provisions (if any), the repayment terms, the form (either global or definitive) and any other specific terms; (iii) in the case of Warrants, the number of Warrants being offered, the offering price, the exercise price and any other specific terms; (iv) in the case of Subscription Receipts, the number of Subscription Receipts being offered, the offering price, the procedures for the exchange of Subscription Receipts for Common Shares or any other Securities and any other specific terms; and (v) in the case of Units, (i) to (iv) above, as applicable. A Prospectus Supplement may include specific variable terms pertaining to the Securities that are not within the alternatives and parameters described in this Prospectus.

All shelf information permitted under applicable laws to be omitted from this Prospectus will be contained in one or more Prospectus Supplements that will be delivered to purchasers together with this Prospectus. Each Prospectus Supplement will be incorporated by reference into this Prospectus for the purposes of applicable securities legislation as of the date of the Prospectus Supplement and only for the purposes of the distribution of the Securities to which the Prospectus Supplement pertains.

The Corporation may sell the Securities to or through underwriters or dealers purchasing as principals, and may also sell the Securities directly to one or more purchasers pursuant to applicable statutory exemptions or through agents. The Prospectus Supplement relating to a particular offering of Securities will identify each underwriter, dealer or agent, as the case may be, engaged by the Corporation in connection with the offering and sale of the Securities, and will set forth the terms of the offering of such Securities, including, to the extent applicable, any fees, discounts or any other compensation

payable to underwriters, dealers or agents in connection with the offering, the method of distribution of the Securities, the initial issue price (in the event that the offering is a fixed price distribution), the proceeds that the Corporation will receive and any other material terms of the plan of distribution. The Securities may be sold from time to time in one or more transactions at a fixed price or prices or at non-fixed prices. If offered on a non-fixed price basis, Securities may be offered at market prices prevailing at the time of sale, at prices determined by reference to such prevailing market prices or at negotiated prices, which prices may vary as between purchasers and during the period of distribution of the Securities.

Any public offering price and any discounts, concessions or omissions allowed or re-allowed or paid to underwriters, dealers or agents may be changed from time to time.

**In connection with any offering of Securities, the underwriters, dealers or agents, as the case may be, may over allot or effect transactions which stabilize or maintain the market price of the Securities at a level above that which otherwise might prevail on the open market. Such transactions, if commenced, may be discontinued at any time.**

The outstanding Common Shares are listed and posted for trading on the TSXV under the trading symbol “GSP” and on the AIM under the trading symbol “GSP”. As at December 9, 2021, being the last trading day prior to the date hereof, the closing trading price on the TSXV and AIM for the Common Shares was \$0.29 and £0.26, respectively.

**Each series or issue of Debt Securities, Warrants or Subscription Receipts will be a new issue of securities with no established trading market. Unless specified in a Prospectus Supplement, Securities may not be listed on any securities or stock exchange. Accordingly, unless so specified, there may be no market through which these securities may be sold and purchasers may not be able to resell securities purchased under this Prospectus. This may affect the pricing of such Securities in the secondary market, the transparency and availability of trading prices, the liquidity of such Securities and the extent of issuer regulation. See “Risk Factors” in the 2020 AIF.**

Underwriters, dealers and agents who participate in the distribution of the Securities may be entitled under agreements to be entered into with the Corporation to indemnification by the Corporation against certain liabilities including liabilities under securities legislation, or to contribution with respect to payments that they may be required to make in respect thereof. Such underwriters, dealers and agents may be customers of, engage in transactions with, or perform services for the Corporation in the ordinary course of business.

The Securities have not been and will not be registered under the U.S. Securities Act or any state securities laws. Accordingly, except in certain transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws and as specified in a Prospectus Supplement, the Securities may not be offered or sold within the United States.

## CONSOLIDATED CAPITALIZATION

Except as described below, there have been no material changes in the consolidated capitalization of the Corporation since September 30, 2021.

On October 19, 2021, the Corporation issued \$2,000,000 principal amount of Debentures to certain directors, officers and employees of the Corporation at a price of \$1,000 per Debenture.

On October 19, 2021, KClean, currently a wholly-owned subsidiary of the Corporation, received a draw of \$1,000,000 from the HELM Credit Facility to fund certain expenses in connection with the Tugaske Project.

## PRIOR SALES

### Prior Sales

During the 12-month period prior to the date of this Prospectus, the Corporation has not sold or issued Common Shares or securities convertible into Common Shares, other than as follows:

- (a) on December 23, 2020, the Corporation issued 500,000 Common Shares upon the exercise of 500,000 Options at an exercise price of \$0.07 per Common Share for total gross proceeds of \$35,000;

- (b) on December 23, 2020, the Corporation issued 500,000 Common Shares upon the exercise of 500,000 Options at an exercise price of \$0.09 per Common Share for total gross proceeds of \$45,000;
- (c) on February 12, 2021, the Corporation issued 29,032,123 Common Shares at a price of \$0.18 per Common Share for gross proceeds of \$5,225,782.14 pursuant to a private placement offering;
- (d) on February 12, 2021, the Corporation issued 1,397,165 broker warrants to certain finders pursuant to a private placement offering. Each broker warrant is exercisable into a Common Share at an exercise price of \$0.18 for a period of 36 months following the closing date of the private placement offering;
- (e) on April 21, 2021, the Corporation granted 1,000,000 Options to an independent director of the Corporation in accordance with the Stock Option Plan. Each Option is exercisable into one Common Share at an exercise price of \$0.21 per Common Share for a period of five years from the date of grant;
- (f) on June 3, 2021, the Corporation issued 1,000,000 Common Shares upon the exercise of 1,000,000 Options at an exercise price of \$0.06 per Common Share for total gross proceeds of \$60,000;
- (g) on June 7, 2021, the Corporation issued 2,100,000 Common Shares upon the exercise of 2,100,000 Options at an exercise price of \$0.06 per Common Share for total gross proceeds of \$126,000;
- (h) on June 9, 2021, the Corporation issued 1,000,000 Common Shares upon the exercise of 1,000,000 Options at an exercise price of \$0.08 per Common Share for total gross proceeds of \$80,000;
- (i) On July 16, 2021, the Corporation granted 5,750,000 Options to certain directors and senior officers of the Corporation in accordance with the Stock Option Plan. Each Option is exercisable into one Common Share of the Corporation at an exercise price of \$0.215 per Common Share for a period of five years from the date of grant;
- (j) on August 3, 2021, the Corporation granted 1,350,000 Options to an officer and certain independent directors of the Corporation in accordance with the Stock Option Plan. Each Option is exercisable into one Common Share of the Corporation at an exercise price of \$0.22 per Common Share for a period of five years from the date of grant;
- (k) on September 16, 2021, the Corporation issued 700,000 Common Shares upon the exercise of 700,000 Options. 500,000 Options were exercised at an exercise price of \$0.10 per Common Share and 200,000 Options were exercised at an exercise price of \$0.13 per Common Share, for total gross proceeds of \$76,000;
- (l) on October 15, 2021, the Corporation issued 100,000 Common Shares upon the exercise of 100,000 Options at an exercise price of \$0.13 per Common Share for total gross proceeds of \$13,000;
- (m) on October 19, 2021, the Corporation issued \$2,000,000 principal amount of Debentures to certain directors, officers and employees of the Corporation at a price of \$1,000 per Debenture;
- (n) on October 22, 2021, the Corporation issued 23,937 Common Shares upon the exercise of 23,937 broker warrants at an exercise price of \$0.18 per broker warrant for total gross proceeds of \$4,308.66; and
- (o) on December 7, 2021, the Corporation issued 550,000 Common Shares upon the exercise of 550,000 Options. 500,000 Options were at an exercise price of \$0.18 per Common Share and 50,000 Options were exercised at an exercise price of \$0.17 per Common Share, for total gross proceeds of \$98,500.

## **Trading Price and Volume**

### ***Common Shares***

The Common Shares are listed for trading on the TSXV and AIM under the trading symbol “GSP”. The table below sets out the high and low trading prices for the Common Shares on the TSXV for the twelve-month period prior to the date of this Prospectus Supplement.

Month	High (\$)	Low (\$)	Volume
December, 2020	\$0.230	\$0.185	4,537,402
January, 2021	\$0.250	\$0.190	4,070,277
February, 2021	\$0.240	\$0.190	2,576,682
March, 2021	\$0.240	\$0.190	3,510,189
April, 2021	\$0.230	\$0.205	3,423,611
May, 2021	\$0.250	\$0.200	2,981,414
June, 2021	\$0.235	\$0.210	1,283,648
July, 2021	\$0.240	\$0.205	1,828,848
August, 2021	\$0.285	\$0.205	3,894,008
September, 2021	\$0.320	\$0.260	5,785,217
October, 2021	\$0.420	\$0.270	5,930,428
November, 2021	\$0.48	\$0.37	4,671,016
December, 2021 (to December 9)	\$0.385	\$0.28	2,819,042

The table below sets out the high and low trading prices for the Common Shares on the AIM since the date that the Common Shares commenced trading on AIM.

Month	High (\$)	Low (\$)	Volume
November, 2021 (November 5, 2021 to November 30) <sup>(1)</sup>	£0.28	£0.26	14,835
December, 2021 (to December 9)	£-	£-	0

Note:

(1) The Common Shares commenced trading on the AIM on November 5, 2021.

## RISK FACTORS

An investment in the Corporation is subject to a number of risks, including: risks related to additional requirements for capital; risks relating to the proposed mining method; risks related to the proposed HELM joint venture; risks related to the offtake agreement with HELM; commodity price fluctuations; dependence on key personnel; workforce and labour risks; competition; risks related to future acquisitions and joint-ventures; dependence on third party services; reliance on strategic relationships; project risks; compliance with laws; risks related to indigenous peoples; exploration and development; calculation of reserves and resource and potash recoveries; reclamation; litigation; government regulation and political risk; operating risks; uninsured hazards; weather conditions and climate change; permits and licenses; estimates in financial statements; change in capital and operating costs; external contractors and sub-contractors; transportation delays; sovereign risks; risks associated with the need to maintain an effective system of internal controls; action against the Corporation may be limited under law for Shareholders outside of Canada; title to assets; potential conflicts of interest; information systems security threats; COVID-19; negative operating cash flow; share price volatility; exposure to economic cycle; market perception; lack of dividends; risks related to the future issues or sales of Common Shares; interest rate risks; liquid trading market for the Common Shares; risks related to global financial conditions; risks related to dilution from the exercise of stock options and warrants; risks related to dilution from future sales or issuances of equity Securities; discretion in the use of the net proceeds from an offering of Securities; absence of a public market for Securities; risks related to the impact on interest rates on Debt Securities; and any additional risks that are incorporated by reference in this Prospectus, including those risk factors set forth in our 2020 AIF and 2020 MD&A.

Prospective investors in a particular offering of Securities should carefully consider, in addition to information contained in the relevant Prospectus Supplement relating to that offering and the information incorporated by reference therein, the risk factors described in the 2020 AIF and 2020 MD&A which are incorporated by reference therein as at the date of the Prospectus Supplement relating to the particular offering of Securities.

### Risks Relating to the Offerings and the Securities

*The Corporation's growth, future profitability and ability to obtain financing may be impacted by global financial conditions.*

The volatility of global capital markets over the past several years has generally made the raising of capital by equity or debt financing more difficult. The Corporation may be dependent upon capital markets to raise additional financing in the future. As such, the Corporation is subject to liquidity risks in meeting its operating expenditure requirements and future

development cost requirements in instances where adequate cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the ability to raise equity or obtain loans and other credit facilities in the future and on terms favourable to the Corporation and its management. If these levels of volatility persist or if there is a further economic slowdown, the Corporation's operations, the Corporation's ability to raise capital and the trading price of the Corporation's securities could be adversely impacted.

In addition, the current outbreak of COVID-19, and any future emergence and spread of similar pathogens, could have a material adverse impact on global economic conditions, which may adversely impact: the market price of the Common Shares, the Corporation's operations, its ability to raise debt or equity financing for the purposes of exploration and development, and the operations of the Corporation's suppliers, contractors and service providers.

*The exercise of outstanding stock options or warrants will result in dilution to the holders of Common Shares.*

The issuance of Common Shares upon the exercise of the Corporation's outstanding stock options will result in dilution to the interests of shareholders, and may reduce the trading price of the Common Shares. Additional stock options and warrants to purchase Common Shares may be issued in the future. Exercises of these securities, or even the potential of their exercise, may have an adverse effect on the trading price of the Common Shares. The holders of stock options or warrants are likely to exercise them at times when the market price of the Common Shares exceeds the exercise price of the securities. Accordingly, the issuance of Common Shares upon exercise of the stock options and warrants will likely result in dilution of the equity represented by the then outstanding Common Shares held by other shareholders. The holders of stock options or warrants can be expected to exercise or convert them at a time when the Corporation would, in all likelihood, be able to obtain any needed capital on terms which are more favorable to the Corporation than the exercise terms provided by these stock options and warrants.

*Future sales or issuances of equity Securities could decrease the value of the Common Shares, dilute investors' voting power and reduce the Corporation's earnings per share.*

The Corporation may sell equity Securities in offerings (including through the sale of Debt Securities convertible into equity Securities) and may issue additional equity Securities to finance operations, exploration, development, acquisitions or other projects. The Corporation cannot predict the size of future issuances of equity Securities or the size and terms of future issuances of Debt Securities or other Securities convertible into equity Securities or the effect, if any, that future issuances and sales of the Securities will have on the market price of the Common Shares. Any transaction involving the issuance of previously authorized but unissued Common Shares, or Securities convertible into Common Shares, would result in dilution, possibly substantial, to shareholders. Exercises of presently outstanding stock options may also result in dilution to shareholders.

Sales of substantial amounts of the Securities, or the availability of the Securities for sale, could adversely affect the prevailing market prices for the Securities and dilute investors' earnings per share. A decline in the market prices of the Securities could impair the Corporation's ability to raise additional capital through the sale of additional Securities should the Corporation desire to do so.

*The Corporation has discretion in the use of the net proceeds from an offering of Securities.*

The Corporation intends to allocate the net proceeds it will receive from an offering of Securities as described under "Use of Proceeds" in this Prospectus and the applicable Prospectus Supplement, however, the Corporation will have discretion in the actual application of the net proceeds. The Corporation may elect to allocate the net proceeds differently from that described in "Use of Proceeds" in this Prospectus and the applicable Prospectus Supplement if the Corporation believes it would be in the Corporation's best interests to do so. The Corporation's investors may not agree with the manner in which the Corporation chooses to allocate and spend the net proceeds from an offering of Securities. The failure by the Corporation to apply these funds effectively could have a material adverse effect on the business of the Corporation.

*There is an absence of a public market for certain of the Securities.*

There is no public market for the Debt Securities, Warrants, Subscription Receipts or Units and, unless otherwise specified in the applicable Prospectus Supplement, the Corporation does not intend to apply for listing of the Debt Securities, Warrants, Subscription Receipts or Units on any securities exchanges. If the Debt Securities, Warrants, Subscription Receipts or Units are traded after their initial issuance, they may trade at a discount from their initial offering prices

depending on prevailing interest rates (as applicable), the market for similar securities and other factors, including general economic conditions and the Corporation's financial condition. There can be no assurance as to the liquidity of the trading market for the Debt Securities, Warrants, Subscription Receipts or Units, or that a trading market for these securities will develop at all.

*Changes in interest rates may cause the market price or value of the Debt Securities to decline.*

Prevailing interest rates will affect the market price or value of the Debt Securities. The market price or value of the Debt Securities may decline as prevailing interest rates for comparable debt instruments rise, and increase as prevailing interest rates for comparable debt instruments decline.

## PRINCIPAL CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

The applicable Prospectus Supplement may describe certain Canadian federal income tax consequences to an applicable purchaser who is a non-resident of Canada or to a purchaser who is a resident of Canada of acquiring, owning and disposing of any Securities offered thereunder. Purchasers should read the tax discussion in any Prospectus Supplement with respect to a particular offering and consult their own tax advisors with respect to their own particular circumstances.

## INTEREST OF EXPERTS

MNP LLP is the independent auditor who prepared the independent auditor's report for the Corporation's annual financial statements as at and for the years ended December 31, 2020 and December 31, 2019. MNP LLP is independent with respect to the Corporation within the meaning of the Chartered Professional Accountants of Saskatchewan Code of Professional Conduct.

Certain of the scientific and technical information relating to our mineral projects in the documents incorporated by reference herein has been derived from the Tugaske Project Technical Report prepared by the experts listed below and has been included in reliance on such person's expertise. A copy of the Tugaske Project Technical Report can be accessed online on SEDAR at [www.sedar.com](http://www.sedar.com).

Each of the co-authors of the Tugaske Project Technical Report is a "qualified person" for the purposes of NI 43-101. The scientific and technical information relating to the Tugaske Project Technical Report contained or incorporated by reference in this Prospectus was certified by:

**Disclosure:**

Tugaske Project Technical Report

**Authors:**

Louis Fourie, P.Geo.  
Douglas Hambley, Ph.D., P.E., P.Eng., P.G.  
Devon Atkings, P.Eng.  
Lindsay Ruel, P.Eng.  
Dany Bernard, P.Eng.  
Kyle Blixt, P.Eng.  
Sheridan Fjeld, P.Eng.  
Michael Ferguson, P.Eng.

Certain scientific and technical information contained in this Prospectus and in documents incorporated by reference herein has been reviewed, approved and verified by Michael Ferguson, P.Eng, President, Chief Executive Officer and a Director of the Corporation, who is a "qualified person" as defined in NI 43-101.

To the best of the Corporation's knowledge, except for Michael Ferguson, P. Eng, the Chief Executive Officer and a Director of the Corporation, neither the qualified persons referenced above, nor any director, officer, employee or partner of such qualified persons, as applicable, has received or will receive a direct or indirect interest in the property of the Corporation or of any associate or affiliate of the Corporation. As at the date hereof, other than set out below, the aforementioned persons, and the directors, officers, employees and partners, as applicable, beneficially own, directly or indirectly, in the aggregate, less than 1% of the securities of the Corporation.

Michael Ferguson, P.Eng, President, Chief Executive Officer and a Director of the Corporation, owns 15,732,208 Common Shares and \$875,000 principal amount of Debentures, which represent approximately 3.76% of the issued and outstanding Common Shares and 43.75% of the Debentures as at the date hereof. For more information with respect to Mr. Ferguson's compensation, please see the 2021 Meeting Circular available under the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

## LEGAL MATTERS

Certain legal matters relating to the offering of Securities will be passed upon on behalf of the Corporation by MLT Aikins LLP. As of the date hereof, the partners and associates of MLT Aikins LLP beneficially own, directly or indirectly, less than 1% of the outstanding Common Shares of the Corporation. In addition, certain legal matters in connection with any offering of Securities will be passed upon for any underwriters, dealers or agents by counsel to be designated at the time of the offering of such Securities.

## AUDITORS, TRANSFER AGENT AND REGISTRAR

The Corporation's auditors are MNP LLP at its offices located at Suite 900, Burnhamthorpe Road W, Mississauga, Ontario L5B 3C2.

The registrars and transfers agents of the Corporation are the TSX Trust Company at its principal office in Toronto, Ontario and Computershare Investor Services (Jersey) Limited at its principal office in Jersey, Channel Islands.

## ENFORCEMENT OF JUDGMENTS AGAINST FOREIGN PERSONS

Directors of the Corporation, namely Calvin Redlick and Amy O'Shea, reside outside of Canada and have each appointed the following as agent for service of process.

<u>Name of Person</u>	<u>Name and Address of Agent for Service:</u>
Calvin Redlick	Gensource Potash Corporation
Amy O'Shea	Suite 1100 – 201 1 <sup>st</sup> Ave S. Saskatoon, Saskatchewan S7K 1J5

Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or that resides outside of Canada, even if the party has appointed an agent for service of process.

## PURCHASERS' CONTRACTUAL RIGHTS

Original purchasers of Subscription Receipts, Warrants or Units (if offered separately) which are convertible into other securities of the Corporation will have a contractual right of rescission against the Corporation in respect of the conversion, exchange or exercise of such Subscription Receipts, Warrants or Units, as the case may be. The contractual right of rescission will entitle such original purchasers to receive, in addition to the amount paid on the original purchase of the Subscription Receipts, Warrants or Units, as the case may be, the amount paid upon conversion, exchange or exercise, upon surrender of the underlying securities gained thereby, in the event that this Prospectus (as supplemented or amended) contains a misrepresentation, provided that: (i) the conversion, exchange or exercise takes place within 180 days of the date of the purchase of the convertible, exchangeable or exercisable security under this Prospectus; and (ii) the right of rescission is exercised within 180 days of the date of the purchase of the convertible, exchangeable or exercisable security under this Prospectus. This contractual right of rescission will be consistent with the statutory right of rescission described under section 138 of *The Securities Act* (Saskatchewan) and is in addition to any other right or remedy available to original purchasers under section 138 of *The Securities Act* (Saskatchewan), or otherwise at law. Original purchasers are further advised that in certain provinces the statutory right of action for damages in connection with a prospectus misrepresentation is limited to the amount paid for the convertible, exchangeable or exercisable security that was purchased under a prospectus, and therefore a further payment at the time of conversion, exchange or exercise may not be recoverable in a statutory action for damages. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights, or consult with a legal advisor.

## **PURCHASERS' STATUTORY RIGHTS**

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. The securities legislation in certain of the provinces of Canada further provides a purchaser with remedies for rescission or damages if the prospectus and any amendment thereto contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province, for the particulars of these rights or consult with a legal advisor.

In an offering of Debt Securities that are convertible into Common Shares, Warrants, Subscription Receipts and Units, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, in certain provincial securities legislation, to the price at which the Debt Securities that are convertible into Common Shares, Warrants, Subscription Receipts and Units are offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces, if the purchaser pays additional amounts upon conversion, exchange or exercise of the security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of this right of action for damages or consult with a legal advisor.

**CERTIFICATE OF THE ISSUER**

Dated: December 10, 2021

This short form prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of the last supplement to this prospectus relating to the securities offered by this prospectus and the supplement(s), constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement(s) as required by the securities legislation of each of the provinces of Canada, except Québec.

(Signed) MICHAEL FERGUSON  
Chief Executive Officer

(Signed) ALTON ANDERSON  
Chief Financial Officer

**ON BEHALF OF THE BOARD OF DIRECTORS**

(Signed) MICHAEL MUELLER  
Director

(Signed) STEPHEN DYER  
Director