GROWMAX RESOURCES CORP.
INTERIM MD&A – QUARTERLY HIGHLIGHTS
September 30, 2017

1. Introduction and Overview

This Interim MD&A – Quarterly Highlights for GrowMax Resources Corp. (TSX-V:GRO) should be read in conjunction with the Company's condensed interim consolidated financial statements as at and for the period ended September 30, 2017 and the Company's annual MD&A and audited consolidated financial statements as at and for the year ended December 31, 2016. Except as otherwise indicated or where the context so requires, references to "GrowMax Resources Corp.", "GrowMax Resources" or the "Company" in the description of the Company's business, assets, properties and operations include the business, assets, properties and operations of GrowMax Resources Corp. and its subsidiaries. The Company prepares its financial statements in accordance with IFRS as issued by the IASB. All dollar figures stated herein are expressed in Canadian dollars ($ or Cdn$), unless otherwise specified.

This Interim MD&A – Quarterly Highlights is based on information available up to November 22, 2017, the date on which it was approved by the Board of Directors.

GrowMax Resources Corp. is a publicly listed Canadian company (headquartered in Toronto, Ontario) focused on exploration and development of phosphate and potassium-rich brine resources on its Bayovar Property, located in the Sechura Desert in northwestern Peru.

The Company's vision is to become a leading producer of phosphate and potash fertilizer products in Peru. GrowMax Resources was formed on August 22, 2008 by an amalgamation of two predecessor entities. The amalgamated entity was originally named Americas Petrogas Inc. Effective August 9, 2016, the Company changed its name to GrowMax Resources Corp. The Company previously traded under the symbol BOE on the TSX-V and currently trades under the symbol GRO on the TSX-V.

See section "4 – Other Information and Advisories" for a listing of defined terms used in this document and for information on a Non-GAAP Financial Measure (working capital). See section "3 – Financial Highlights – Working capital" for further information on the calculation of "working capital".

This Interim MD&A – Quarterly Highlights contains forward-looking information – see section "4 – Other Information and Advisories" for further information.

2. Key Items and Recent Activities

CASH AND WORKING CAPITAL

The following table summarizes the Company's Cash and cash equivalents and Working capital as at September 30, 2017 and December 31, 2016:

($ in thousands)	**September 30, 2017**	December 31, 2016
Cash and cash equivalents	**39,199**	42,896
Working capital(1)	**37,797**	49,634

Note:

(1) Working capital is a Non-GAAP Financial Measure and is calculated as current assets (September 30, 2017 - $41.2 million; December 31, 2016 - $52.4 million) less current liabilities (September 30, 2017 - $3.4 million; December 31, 2016 - $2.8 million).

See section "3 – Financial Highlights – Cash and cash equivalents" and section "3 – Financial Highlights – Working capital" for information regarding the change in cash and cash equivalents and the change in working capital during the nine months ended September 30, 2017.

ARGENTINA

Energicon

On November 10, 2016, the Company accepted an offer from EOA for the sale of all of the issued and outstanding common shares of Energicon – see note 24 of the December 31, 2016 annual consolidated financial statements for further information.

Under the terms of the offer and share purchase and sale agreement, the total cash consideration payable by EOA was US$5.1 million of which US$3.0 million was contingent upon the issuance to Energicon of a hydrocarbon exploitation concession for Vaca Mahuida prior to a prescribed date.

Pursuant to Decree 1481 dated October 9, 2017 and published in the Official Gazette on October 23, 2017, the Governor of the Province of Rio Negro has approved the granting of the Vaca Mahuida Exploitation Concession to Energicon and its joint venture partner. Accordingly, the contingent US$3.0 million is now payable by EOA to the Company in three equal tranches with the final payments due in November 2018. The US$3.0 million is in addition to US$1.4 million receivable from EOA included in other current assets at September 30, 2017.

PERU

Bayovar Property Transfer Agreement Extension

In May 2017, a two-year extension and modification to the Company's commitments pursuant to the Transfer Agreement was approved, which resulted in the following commitments related to the project:

- Complete a revised economic study by March 2018;
- Commence production by May 2019;
- Payments of US$0.48 million to a Peruvian state-owned company (US$0.24 million of which was paid during the second quarter of 2017), half of which has been or will be distributed by the Peruvian state-owned company to the local community;
- Produce a minimum of 70% of the annual sales volume set forth in the applicable economic study; and
- Invest a minimum of US$19.8 million in the project from May 2016 to May 2019, of which the Company has fulfilled approximately US$3.6 million up to May 2017.

GrowMax Resources is focused on working towards reaching these commitments and moving forward on the Bayovar Project using its existing cash and cash equivalents.

SOP Pilot Project Update

Flotation tests conducted at the Saskatchewan Research Council (SRC) using pond samples of Kainite and Carnallite obtained from pilot pond operations at the Company's Bayovar Property confirmed in early 2017 the theoretical viability of producing Sulfate of Potash ("SOP") from these products, as envisioned for the Company's 5,000 tonnes per year SOP pilot project that was summarized in the Company's press release of February 6, 2017 (GrowMax Announces Results of Sulfate of Potash Study).

Preliminary permits have been received and an application has been submitted for a semi-detailed Environmental Impact Assessment (EIASD), approval of which would allow the Company to commence construction of the SOP pilot project. The Company is now in the process of reviewing options to commence detailed engineering designs and tendering of construction contracts. During this process, it was decided to test multiple potential process optimizations on a small scale in order to potentially reduce cost estimates. As a result of choosing to evaluate these potential optimizations, the Company is now targeting commencement of construction of evaporation ponds in 2018. Presently, the Company does not believe that this will impact their ability to deliver this project on time but does see the opportunity for improved economics and performance.

Community Agreement

In recent months, the Company has been working with the local community (the "Community") and the Communal Foundation of San Martin de Sechura (the "Foundation") to reach an agreement that will both aid the Community as well as create support for GrowMax Resources' projects in the Bayovar area.

On April 28, 2017, the Company, the Community and the Foundation executed an agreement that grants Community members free access to surface water, and excludes the use of surface water from the local La Nina lagoon and the existing Yerba Blanca well in the Company's mining activities. In return, the Community and the Foundation agreed to support the Company in carrying out all necessary activities to progress its projects without delay.

In June 2017, a public workshop was commenced to provide project information to local communities regarding the Company's phosphate projects. This workshop is part of the process required for permitting projects in Peru. The workshop was suspended due to a request for a more formal meeting, a "Mesa de Trabajo", by the mayor of the Sechura area. This meeting was successfully held on August 5, 2017 at the office of the Regional Director of Energy and Mines of the Regional Government of Piura with key stakeholders (regulatory, government and community).

CORPORATE

Board of Directors

At the Company's annual and special meeting of shareholders held on June 28, 2017, the number of directors of GrowMax Resources was set at seven and included the re-election of Messrs. Abdel Badwi, Ron Ho, Rakesh Kapur, Carlos Lau and Ross C. McCutcheon, and the appointments of Messrs. Steven Paxton and John Van Brunt as directors of the Company.

Normal Course Issuer Bid

In connection with the Company's previously-announced NCIB, during 2016, the Company purchased 419,000 of its common shares, all of which were cancelled in January 2017. During the nine months ended September 30, 2017, the Company purchased 1,581,000 common shares, all of which were cancelled by September 30, 2017. Since December 2016 and up to the current date, the Company purchased and cancelled 2,000,000 common shares pursuant to the NCIB.

2017 CAPITAL SPENDING GUIDANCE

The Company's original 2017 capital work program and budget of approximately US$10.0 million has been reduced to US$5.0 million, and focuses on:

a. advancing the Bayovar project by further investigations and studies of domestic and regional sales of phosphate rock and by progressing on the social, environmental and permitting requirements; and
b. completing market studies for domestic and regional sales of different potential fertilizers, including direct application phosphate rock ("DAPR") and Single Super Phosphate ("SSP") fertilizer, prior to initiating construction of a fertilizer plant.

In addition, the Company has budgeted to spend approximately US$3.4 million on general and administrative costs for 2017.

Since setting the original 2017 capital work program and budget, and as the Company continues to advance its projects in the Bayovar district, it has become evident that both the potash brine and phosphate projects can be optimized through more advanced engineering work and by working with local contractor groups such that more accurate capital and operating costs can be estimated. As such, the remainder of 2017 is focused on design and cost optimization in order to deliver improved economics for the projects. For the phosphate project, the Company has engaged Mining Plus Peru S.A.C. and Golder to find efficiencies and reduce costs. With respect to the optimization of the Brine Project, the Company is working with several consulting firms, including 1) Golder, to improve the quality of the brine resource, 2) Knight Piesold, to produce geotechnical and flood inundation studies, 3) Ad Infinitum, a South American process engineering firm led by Marcelo Bravo who has more than 15 years of experience designing and operating brine projects, including managing process operations and projects at Sociedad Química y Minera (SQM) in Chile, Salt Lake Potash in Australia, and other brine projects in Argentina, and 4) Wiracocha Mining Services, a mining consulting firm headed by Julio Rodas, a geologist with over 20 years of experience working on mining projects in Peru. This has lowered the Company's 2017 capital work program and delayed the start of construction. It is not anticipated that the ability to deliver the projects on time will be impacted by this decision, but the Company will preserve more cash and expects to have an improved set of projects' economics with which to deliver value moving forward.

3. Financial Highlights

Financial highlights for the third quarter of 2017 are shown below.

Key Figures

	Three months ended September 30		Nine months ended September 30	
($ in thousands)	**2017**	2016	**2017**	2016
General and administrative expenses (excluding stock-based compensation and depreciation)	**930**	1,142	**2,940**	4,071
Foreign exchange loss (gain)	**1,674**	(817)	**3,335**	152
Capital expenditures, net	**709**	2,193	**4,177**	8,734
Net cash used by operating activities	**4,202**	1,206	**7,048**	12,903

Working capital

At September 30, 2017, the Company had a consolidated working capital position of $37.8 million. The decrease in working capital from December 31, 2016 ($49.6 million) to September 30, 2017 ($37.8 million) can be attributed primarily to approximately:

(i) $2.9 million of general and administrative expenses;
(ii) $4.2 million of capital expenditures;
(iii) $3.3 million of losses on U.S. dollar denominated financial instruments as a result of the weakening of the U.S. dollar relative to the Canadian dollar;
(iv) $1.7 million of the payable to the Peruvian Group being reclassified to current liabilities; and
(v) partially offset by $0.3 million of other items.

Working capital is a Non-GAAP Financial Measure and is calculated as current assets (September 30, 2017 - $41.2 million; December 31, 2016 - $52.4 million) less current liabilities (September 30, 2017 - $3.4 million; December 31, 2016 - $2.8 million).

Cash and cash equivalents

Operating activities

During the nine months ended September 30, 2017 and 2016, the Company used $7.0 million and $12.9 million, respectively, for operating activities (which includes changes in non-cash balance sheet operating items). All of the $7.0 million outflow during the nine months ended September 30, 2017 related to continuing operations. Of the $12.9 million outflow during the nine months ended September 30, 2016, $4.4 million related to continuing operations and $8.5 million related to discontinued operations. The majority of the outflow related to continuing operations during the nine months ended September 30, 2017 and 2016 is attributable to general and administrative expenses and foreign exchange losses.

Investing activities

During the nine months ended September 30, 2017, the Company generated $2.9 million from investing activities, all of which related to continuing operations and is attributable to (i) the sale of available-for-sale financial assets (Argentine bonds) and (ii) the collection of part of the proceeds from the sale of Energicon, partially offset by (iii) continued capital spending on activities at the Company's Bayovar Property in Peru.

During the nine months ended September 30, 2016, the Company generated $0.5 million from investing activities related to continuing operations – this inflow is attributable to (i) the net sale of available-for-sale financial assets; (ii) the release of restricted cash and cash equivalents pertaining to past foreign exchange forward contracts; offset by (iii) continued spending on activities at the Company's Bayovar Property in Peru. During the nine months ended September 30, 2016, the Company generated $6.1 million from investing activities related to discontinued operations – this inflow can be attributed to the release of the funds held in escrow from the sale of Petrogas Argentina.

Financing activities

During the nine months ended September 30, 2017, the Company spent $0.3 million on purchases of its own shares pursuant to an NCIB – see note 10(a) of the September 30, 2017 condensed interim consolidated financial statements for further information.

In February 2016 and December 2015, the Company entered into settlement agreements with certain dissenting shareholders, which resulted in a cash payment of $6.7 million during the nine months ended September 30, 2016.

All of the financing cash flows for the nine months ended September 30, 2017 and 2016 related to continuing operations.

Available-for-sale financial assets

During the nine months ended September 30, 2017, the Company disposed of substantially all of its remaining available-for-sale financial assets (Argentine bonds). See section "3. Financial Highlights – Other Income (Expense) – Gain (Loss) on Sale of Available-for-Sale Financial Assets" below for information on losses recorded as a result of disposing of bonds.

Other current assets

During the nine months ended September 30, 2017, the Company collected $1.1 million (US$0.9 million) of the $2.8 million (US$2.1 million) receivable at December 31, 2016 from the sale of Energicon (included in other current assets at December 31, 2016). The remaining receivable from the purchaser ($1.7 million (US$1.4 million) as at September 30, 0217) remains unpaid and is past due. The Company is in discussions to renegotiate the terms of payment with the purchaser and the guarantor.

Exploration and evaluation assets

A breakdown of additions to mining exploration and evaluation assets in Peru during the nine months ended September 30, 2017 and 2016 is as follows:

	Nine months ended September 30	
($ in thousands)	**2017**	2016
Employee salaries and benefits	**886**	334
Engineering, drilling and testing	**515**	2,997
Interest capitalized	**580**	458
Consultants	**378**	59
Concession fees	**923**	274
Corporate social responsibility	**257**	51
Building rent	**152**	52
Acquisition costs(1)	**-**	9,322
Other	**370**	242
Total capitalized mining costs	**4,061**	13,789

Note:

(1) This table is prepared on an accrual basis. For further information regarding the timing of the payments of the acquisition costs, see note 12 of the December 31, 2016 annual consolidated financial statements.

Restricted investments

The Company's restricted investments balance at September 30, 2017 (Cdn$6.2 million) and December 31, 2016 (Cdn$6.7 million) relates to a US$5.0 million performance bond posted for commitments in Peru. The performance bond was initially required to be posted upon execution of the Transfer Agreement for the Bayovar Property in May 2014.

The initial amount of the performance bond is US$5.0 million and is required to be renewed annually during the term of the investment commitment. Once the investment commitment has been satisfied, the Company will substitute this performance bond for another performance bond to secure the production-related payments and the other contractual obligations arising subsequent to the investment commitment.

The performance bond may be foreclosed and the Transfer Agreement may be terminated, should the capital cost investment and/or the minimum production requirements not be met.

Other current liabilities

During the nine months ended September 30, 2017 the Company paid $0.4 million of income tax included in other current liabilities at December 31, 2016.

Payable to Peruvian Group

As at September 30, 2017, $1.7 million of the Payable to Peruvian Group is classified as current, as US$1.5 million is expected to be paid within twelve months of September 30, 2018 (May 2018). As at September 30, 2017, $3.3 million of the Payable to Peruvian Group is classified as non-current, as US$4.0 million is expected to be paid more than twelve months after September 30, 2017.

Deferred tax liability

As at September 30, 2017, the Company has $1.2 million of deferred tax liability related to taxable temporary differences in APPSA that result from foreign exchange fluctuations. APPSA's assets and liabilities are measured, for accounting purposes, in U.S. dollars (APPSA's functional currency), but its taxable profit or loss (and the tax base of its assets and liabilities) is determined in Peruvian Soles.

The decrease in the deferred tax liability from December 31, 2016 to September 30, 2017 is a result of the weakening of the U.S. dollar relative to the Peruvian Sol.

Share capital and Contributed surplus

In October 2016, the Company made the necessary filings and received the necessary approvals to make a NCIB to buy-back some of its Common Shares, at its discretion, commencing on October 24, 2016 and terminating on October 23, 2017. The NCIB allowed the Company to purchase up to 10,796,282 of its Common Shares. During 2016, the Company purchased 419,000 of its Common Shares and purchased an additional 1,581,000 Common Shares during the first quarter of 2017. All 2,000,000 Common Shares purchased were cancelled in 2017.

As a result of the shares cancelled during the nine months ended September 30, 2017, the Company's share capital decreased by $2.1 million and contributed surplus increased by $1.8 million.

Accumulated other comprehensive income (loss)

The change in accumulated other comprehensive income (loss) from December 31, 2016 to September 30, 2017 reflects: (i) changes related to available-for-sale financial assets; (ii) exchange differences arising on intercompany items that are considered to be part of the Company's net investment in foreign operations; and (iii) foreign currency adjustments which result from translating and consolidating the financial statements of the Company's foreign operations into the Canadian dollar presentation currency.

General and Administrative Expenses

One part of general and administrative expenses is stock-based compensation expense, which arises from the vesting of stock options. New stock options were issued in January, April, June and August 2017 – for further information regarding stock options, see note 10(b) of the Company's September 30, 2017 condensed interim consolidated financial statements.

A breakdown of other general and administrative expenses follows:

	Three months ended September 30		**Nine months ended September 30**	
($ in thousands)	**2017**	2016	**2017**	2016
Employee salaries and benefits	**626**	536	**1,818**	2,464
Professional and consulting fees	**146**	398	**509**	999
Other expenses	**158**	208	**613**	608
	930	1,142	**2,940**	4,071

Other Income (Expense)

	Three months ended September 30		**Nine months ended September 30**	
($ in thousands)	**2017**	2016	**2017**	2016
Foreign exchange gain (loss)	**(1,674)**	817	**(3,335)**	(152)
Gain (loss) on sale of available-for-sale financial assets	**-**	(583)	**(1,475)**	(685)
Gain (loss) on fair value through profit or loss financial instruments (1)	**(252)**	(624)	**(1,219)**	(5,877)
Interest income	**157**	177	**274**	655
Finance costs	**-**	(2)	**-**	(31)
Settlement of dissented shares	**-**	-	**-**	(42)
Other	**-**	-	**94**	-
	(1,769)	**(215)**	**(5,661)**	**(6,132)**

(1) For the three months ended September 30, 2017 and 2016, includes $nil and $20,000 of losses, respectively, related to foreign exchange forward contracts. For the nine months ended September 30, 2017 and 2016, includes $nil and $4.4 million of losses, respectively, related to foreign exchange forward contracts.

Foreign Exchange Gain (Loss)

Foreign exchange gain (loss) recognized within Other income (expense) on the consolidated statement of income (loss) reflects the impact of changes in exchange rates on foreign denominated financial instruments. For the three and nine months ended September 30, 2017, the Company recognized $1.7 million and $3.3 million, respectively, of foreign exchange loss. For the three and nine months ended September 30, 2016, the Company recognized $0.8 million of foreign exchange gain and $0.2 million of foreign exchange loss, respectively. The foreign exchange gains (losses) recognized in 2017 and 2016 arose primarily due to U.S. dollar financial instruments and the fluctuation of the U.S. dollar relative to the Canadian dollar.

The volatility of foreign exchange markets has created a significant amount of foreign exchange risk for the Company, given the various transactions in Peruvian Soles, Canadian dollars and U.S. dollars. This affects both the foreign exchange gains (losses) reported in 'Other income (expense)' on the consolidated statement of income (loss) as well as the other comprehensive income/loss reported on the consolidated statement of comprehensive income (loss). The Company entered into Canadian dollar – U.S. dollar foreign exchange forward contracts from time to time during 2016. However, the Company has not entered into any foreign exchange forward contracts to date in 2017.

Gain (Loss) on Sale of Available-for-Sale Financial Assets

During the first quarter of 2017, the Company disposed of substantially all of its remaining investments in U.S. dollar denominated bonds issued by the government of Argentina. As a result of disposing of bonds for proceeds below cost and movements in foreign exchange rates, the Company recognized losses of $1.5 million and $0.7 million, respectively, as 'Other income (expense)' during the nine months ended September 30, 2017 and 2016.

Gain (loss) on fair value through profit or loss financial instruments

The following table summarizes fair value gains/losses recorded on the Company's financial instruments during the three and nine months ended September 30, 2017 and 2016:

	Three months ended September 30		**Nine months ended September 30**	
($ in thousands)	**2017**	2016	**2017**	2016
Fair value losses recorded on Deferred payments	**(252)**	(604)	**(1,219)**	(1,503)
Fair value losses recorded on Foreign exchange forward contracts	**-**	(20)	**-**	(4,374)
Gain (loss) on fair value through profit or loss financial instruments	**(252)**	(624)	**(1,219)**	(5,877)

Discontinued operations

The Company disposed of its remaining oil and gas assets during the year ended December 31, 2016. Accordingly, the Company's oil and gas operations have been classified as discontinued operations.

Other Comprehensive Income (Loss)

The Company reported $1.7 million and $2.1 million of other comprehensive loss, respectively, during the three and nine months ended September 30, 2017. The Company reported $1.1 million of other comprehensive income and $0.9 million of other comprehensive loss, respectively, during the three and nine months ended September 30, 2016.

The reported other comprehensive income/loss reflects: (i) changes related to available-for-sale financial assets; (ii) exchange differences arising on intercompany items that are considered to be part of the Company's net investment in foreign operations; and (iii) foreign currency adjustments which result from translating and consolidating the financial statements of the Company's foreign operations into the Canadian dollar presentation currency.

Related Party Transactions

The Company incurred the following fees and expenses in connection with related parties (excluding compensation of key management personnel):

($ in thousands)	Three months ended September 30 **2017**	2016	Nine months ended September 30 **2017**	2016
Legal fees(1)	**88**	149	**215**	347
Consulting fees(2)	**-**	-	**-**	895
Stock-based compensation expense(3)	**1**	3	**7**	12
	89	152	**222**	1,254

Notes:

(1) The legal fees (which were expensed as other general and administrative expenses within continuing operations) were incurred from the corporate secretary of GrowMax Resources Corp.

(2) The consulting fees were incurred from a private Peruvian company controlled by a close family member of Carlos Lau (a director of the Company). This consulting agreement was terminated in 2016. Included in consulting fees for the three and nine months ended September 30, 2016 is $nil and $0.8 million, respectively, of costs related to the termination of the consulting arrangement with the related party.

(3) The stock-based compensation expense resulted from the vesting of stock options held by the corporate secretary of GrowMax Resources Corp.

GrowMax Agri Corp.

During the third quarter of 2017, GrowMax Agri Corp., issued 62,815,294 of its common shares to GrowMax Resources Corp. to settle $13.3 million (US$10.6 million) of intercompany debt owed by GrowMax Agri Corp. to GrowMax Resources Corp. This resulted in GrowMax Resources Corp.'s ownership interest in GrowMax Agri Corp. increasing from 92% to 95%. It also resulted in an increase in the non-controlling interest balance by $7,000 with a corresponding increase in deficit.

Liquidity

As at September 30, 2017, the Company had $39.2 million of consolidated cash and cash equivalents and had a consolidated working capital position of $37.8 million. Working capital is calculated as current assets (September 30, 2017 - $41.2 million) less current liabilities (September 30, 2017 - $3.4 million). See section "3 – Financial Highlights – Cash and cash equivalents" and section "3 – Financial Highlights – Working capital" for information regarding the change in cash and cash equivalents and the change in working capital during the nine months ended September 30, 2017.

Commitments

Bayovar Property

As a result of acquiring the remaining 30% interest in the Bayovar Property from the Peruvian Group in the first quarter of 2016, APPSA is now responsible for 100% of the commitments relating to the Bayovar Property.

During the second quarter of 2017, a two-year extension and modification to the Company's commitments pursuant to the Transfer Agreement was approved, which resulted in the following commitments related to the project:

- Complete a revised economic study by March 2018;
- Commence production by May 2019;
- Payments of US$0.48 million to a Peruvian state-owned company (US$0.24 million of which was paid during the second quarter of 2017), half of which has been or will be distributed by the Peruvian state-owned company to the local community;
- Produce a minimum of 70% of the annual sales volume set forth in the applicable economic study; and
- Invest a minimum of US$19.8 million in the project from May 2016 to May 2019, of which the Company has fulfilled approximately US$3.6 million up to May 2017.

See note 19 of the September 30, 2017 condensed interim consolidated financial statements for information on the Company's commitments.

Office leases - Peru

The Company has entered into lease contracts for office space and warehouse space in Lima and Piura, Peru. The future minimum lease payments payable under these operating leases are as follows:

Not later than one year	$182,000 (US$146,000)
Later than one year and not later than five	$465,000 (US$373,000)
Total	$647,000 (US$519,000)

Milestones

Potash Brine

During the second quarter of 2017, a two-year extension and modification to the Company's commitments pursuant to the Transfer Agreement was approved.

In order to commence commercial production of SOP, the Company will need to:

1. complete detailed engineering designs and a development plan;
2. progress social, environmental and permitting requirements;
3. construct solar evaporation ponds and a processing plant for the production of SOP; and
4. conclude sales, marketing and transportation agreements.

The Company currently expects to begin construction of the solar evaporation ponds in 2018. Based on the Kainite and Carnallite production results from the solar evaporation ponds, the Company plans to start construction of the SOP processing plant in 2018. The Company is in the process of performing further analysis of local and regional markets for SOP, Sodium Chloride and other products.

Phosphates

In order to advance towards the commercial production of phosphates at the Bayovar Property, the Company will need to complete further investigations and studies of domestic and regional sales of phosphate rock and to progress on social, environmental and permitting requirements. The Company intends to pursue these objectives during the remainder of 2017.

Depending on the outcome of market studies, the Company is considering progressing the concept of a large-scale mine, similar to the design concept outlined in the PEA, by completing a feasibility study in 2018. At the same time, the Company is working toward submission of permit applications and completion of engineering designs in 2017 that could allow for construction and commencement of pilot production from a small-scale pilot mine in 2018.

4. Other Information and Advisories

Disclosure of Outstanding Share Data

As of November 22, 2017, the Company has the following securities outstanding:

Description of Security	Number of Securities Outstanding	Additional Comments
Common Shares	213,925,645	
Stock Options	9,725,001	Exercisable at prices ranging from $0.20 to $1.88 and which expire between December 2017 and August 2022.
Warrants	2,000,000	Exercisable at a price of $0.25 provided that the trading price of the Common Shares is $0.75 or higher for not less than ten (10) consecutive trading days on the TSX Venture Exchange. Expire on November 23, 2018.

Business Risk Factors

For information on risk factors associated with GrowMax Resources' business, see "Business Risk Factors" in the Company's annual MD&A for the year ended December 31, 2016.

Internal Controls and Disclosure Controls over Financial Reporting

Since the Company is a Venture Issuer, it is required to file basic venture certificates, which it has done for the quarter ended September 30, 2017. The Company makes no assessment relating to establishment and maintenance of internal control over financial reporting and disclosure controls and procedures as at September 30, 2017.

Additional Information

Additional information relating to the Company is available on SEDAR at www.sedar.com.

Glossary of Terms

In this Interim MD&A – Quarterly Highlights, the following terms have the meanings ascribed to them, unless the context otherwise requires:

"**APPSA**"	means Americas Potash Peru S.A., a body corporate under the laws of Peru and a wholly owned subsidiary of GrowMax Agri Corp.;
"**Bayovar Property**"	means Bayovar mineral concessions Ramon (Licence Bayovar #5 and #6) and Zapayal (Licence Bayovar #7 and #8) in the Sechura area, Piura province, Peru in which APPSA holds a 100% participating interest;
"**Board of Directors**" or "**Board**"	means the duly elected board of directors of the Company;
"**Common Shares**"	means the common shares in the share capital of the Company;
"**Company**" or "**GrowMax Resources**"	means GrowMax Resources Corp. (formerly Americas Petrogas Inc.), a corporation existing under the laws of Alberta and, unless the context otherwise requires, includes the wholly owned or controlled subsidiaries of the Company;
"**Community**"	means the local community;
"**DAPR"**	means direct application phosphate rock;
"**Energicon**"	means Energicon S.A., a body corporate under the laws of Argentina and a wholly owned subsidiary of GrowMax Resources up to November 2016;
"**EOA**"	means Energy Operations Argentina LLC ("EOA"), a private American company;
"**Foundation**"	means the Communal Foundation of San Martin de Sechura;
"**Golder**"	means Golder Associates Ltd.
"**IASB**"	means the International Accounting Standards Board;
"**IFFCO**"	means Indian Farmers Fertiliser Co-operative, a co-operative under the laws of India and a shareholder of GrowMax Agri Corp. IFFCO is the parent company of Kisan;
"IFRS"	means International Financial Reporting Standards as issued by the IASB;
"**Kisan**"	means Kisan International Trading FZE, a body corporate registered under the Jebel Ali Free Zone Authority, United Arab Emirates, and a shareholder of GrowMax Resources and GrowMax Agri Corp.;
"**MD&A**"	means management's discussion & analysis";
"**NCIB**"	means Normal Course Issuer Bid;
"**Peru**"	means the Republic of Peru;
"**Peruvian Group**"	means the Peruvian party that owned the remaining 30% participating interest in the Bayovar Property prior to January 25, 2016;
"**ProInversion**"	means the Agency for Promotion of Private Investment of the government of Peru;
"**SEDAR**"	means the System for Electronic Document Analysis and Retrieval of the Canadian Securities Administrators;
"SOP"	means Sulfate of Potash;
"SSP"	means Single Super Phosphate;
"Transfer Agreement"	means the transfer agreement executed by the Peruvian state-owned company Activos Mineros S.A.C. and the Executive Director of ProInversion, dated May 16, 2014, granting the Bayovar Property to APPSA;
"**TSX-V**"	means the TSX Venture Exchange; and

“VAT” means Value-added tax.

Forward Looking Information

This Interim MD&A – Quarterly Highlights and certain documents incorporated by reference into this Interim MD&A – Quarterly Highlights contain forward-looking information including, but not limited to, the Company’s goals, plans, strategy and objectives; achieving the Company’s commitments; moving forward on the Bayovar Project; the theoretical viability of producing SOP; the planned SOP pilot project; approval of the application for a semi-detailed Environmental Impact Assessment; construction of the SOP pilot project; engineering designs and tendering of construction contracts for the SOP pilot project; the executed agreement between the Company, the Community and Foundation; the support of the Community and the Foundation towards the Company carrying out activities to progress projects without delay; the Company’s 2017 capital program and budget, including the anticipated costs thereof; budget general and administrative costs; further investigations and studies of domestic and regional sales of phosphate rock and timing thereof; progressing on the social, environmental and permitting requirements and timing thereof; completing market studies for domestic and regional sales of different potential fertilizers; construction of a fertilizer plant; design and cost optimization of the potash brine and phosphate projects; improved economics for the projects; the design of a small starter mine; improving the quality of the brine resources; producing geotechnical and flood inundation studies; the ability to deliver the projects on time; preservation of cash; improved set of projects’ economics; delivery of value moving forward; construction of evaporation ponds and timing thereof; cash receivable from the sale of Energicon; the completion of detailed engineering designs and a development plan for the SOP project; the construction of solar evaporation ponds and a processing plant for the production of SOP and timing thereof; the conclusion of sales, marketing and transportation agreements for the SOP project; construction of and production from pilot ponds/mines and timing thereof; completion of engineering designs for a small-scale pilot mine and production therefrom; progressing and optimizing the concept of a large-scale mine; completion of a feasibility study and timing thereof; submission of permit applications; major milestones required to commence commercial production of carnallite, kainite and/or potash at the Bayovar Property; major milestones required to advance towards the commercial production of phosphates at the Bayovar Property; plans for permitting, engineering and construction and timing thereof; plans for future production and sales and timing thereof; work related to the Company’s potash project at Bayovar; the potential for phosphates, potash, and other minerals in respect of the land in the Sechura Desert; future drilling plans in Peru; the substitution of the performance bond posted for commitments in Peru once the investment commitment has been performed, expectations regarding the Company’s ability to fund all of its commitments/contractual agreements and other discretionary future capital costs; and the availability of additional funding.

Forward-looking information is not based on historical facts but rather is based on management’s expectations regarding the Company’s future growth, results of operations, production, future capital and other expenditures (including the amount, nature and sources of funding thereof), competitive advantages, plans for and results of drilling activity, environmental matters, business prospects and opportunities and expectations with respect to general economic and capital market conditions. Such forward-looking information reflects management’s current beliefs and assumptions and is based on information currently available to GrowMax Resources’ management. Forward-looking information involves significant known and unknown risks and uncertainties. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking information, including but not limited to, risks associated with the natural resources industry (e.g. operational risks in development, exploration and production, delays or changes to plans with respect to exploration or development projects or capital expenditures; the uncertainty of reserve estimates; the uncertainty of geological interpretations; the uncertainty of estimates and projections in relation to production costs and expenses and health, safety and environment risks), the risk of commodity price and foreign exchange rate fluctuations; the uncertainty associated with negotiating and dealing with foreign governments and communities and third parties located in foreign jurisdictions; general market risks; title risks; expropriation risks; risks arising from dependence on key personnel; uninsurable risks; risks arising from the inability to obtain necessary equipment and services; risks arising from reliance on third party contractors; third party credit risk; risks arising from managing the growth of the Company; inflation risks; dilution risks; risks associated with obtaining and retaining qualified personnel and the risk associated with international activity.

There can be no assurance that the Company will obtain licenses, extensions or other approvals when needed, or at all, and that further exploration of the Company’s Peruvian property will lead to commercial discoveries or, if there are commercial discoveries, that the Company will be able to secure the necessary regulatory approvals to commercially exploit such resources as intended. Few mineral properties that are explored are ultimately developed into new mineral resources. Cash flow from operations is dependent on future production levels, commodity prices, foreign exchange rates, and government restrictions. Additional risks and uncertainties associated with the Company’s future plans are described elsewhere in this Interim MD&A – Quarterly Highlights. Although the forward-looking information contained herein is based upon assumptions which management believes to be reasonable, the Company cannot assure investors that actual results will be consistent with this forward-looking information.

The forward-looking statements contained in this Interim MD&A – Quarterly Highlights and in the documents incorporated by reference herein are expressly qualified by this cautionary statement. This forward-looking information is made as of the date hereof and the Company assumes no obligation to update or revise this information to reflect new events or circumstances, except as required by law. Because of the risks, uncertainties and assumptions inherent in forward-looking information, prospective investors in the Company's securities should not place undue reliance on this forward-looking information.

<u>Non-GAAP Financial Measure</u>

The Company uses and reports a measurement in the evaluation of its liquidity and financial position that does not have any standardized meaning prescribed by IFRS, referred to as a "Non-GAAP Financial Measure." It is unlikely for Non-GAAP Financial Measures to be comparable to similar measures presented by other companies.

Working Capital

The Company uses "working capital" to assess liquidity and general financial strength. Working capital is calculated as current assets less current liabilities. Working capital should not be considered an alternative to, or more meaningful than current assets or current liabilities as determined in accordance with IFRS. See section "3 – Financial Highlights – Working capital" for further information on the calculation of this measure.