

Form 51-102F1
Interim Management Discussion and Analysis
For Anglo Potash Ltd.

For the period ended March 31, 2008

The following management discussion and analysis ("MD&A") dated March 29, 2008 is in respect of the nine month period ended March 31, 2008 and should be read in conjunction with the unaudited Consolidated Financial Statements of Anglo Potash Ltd. ("Anglo" or the "Corporation") for the nine months ended March 31, 2008.

Forward-Looking Information

Certain statements contained in this annual MD&A may contain words such as "could", "should", "expect", "believe", "will" and similar expressions and statements relating to matters that are not historical facts are forward-looking statements. Such forward-looking statements are subject to both known and unknown risks and uncertainties which may cause the actual results, performances or achievements of Anglo to be materially different from any future results, performances or achievements expressed or implied by such forward-looking statements. Such factors include, among other things, the receipt of required regulatory approvals, the availability of sufficient capital, the estimated cost and availability of funding for the continued exploration and development of Anglo's prospects, political and economic conditions, commodity prices and other factors.

Overall Performance

Anglo is a mineral exploration company with its common shares listed and posted for trading on the TSX Venture Exchange Inc. (the "Exchange") as a Tier 2 Issuer. During the nine months ending March 31, 2008 the Corporation continued the exploration and development of its potash project (the "Project") located in Saskatchewan, Canada.

The Project consists of a number of exploration permits (the "Permits") issued by the Government of Saskatchewan and allowing the holder thereof to explore for certain subsurface minerals, including potash. The Permits cover in excess of 1.8 million acres of lands (the "Lands") believed to be prospective for potash. The Project and the Permits are held by the Corporation through a joint venture (the "JV") between Anglo's wholly owned subsidiary Prairie Potash Corp. (as to a 25% working interest) and BHP Billiton Diamonds Inc. ("BHPB") (as to 75% working interest), with BHPB being the operator of the JV. Anglo is "carried" for the first USD \$40 million spent on the Project by the JV or until the Project achieves feasibility, whichever is first to occur. BHPB will also pay to Anglo a further USD \$10 million upon feasibility. BHPB's interest in the Project is subject to reduction in the event certain conditions in the governing agreements are not completed or satisfied.

During the quarter ended March 31, 2008, the JV worked on a 3D seismic survey over the portion of the Lands that are presently of primary interest, as a follow up to the previous year's extensive 1,425 kilometer 2D seismic survey.

Subsequent Events

Subsequent to March 31, 2008, Anglo and BHPB announce on May 12, 2008 that they have entered into a definitive agreement whereby BHPB will offer to acquire all of the issued and outstanding common shares of Anglo at a price of \$8.15 cash per common share. The total equity value of the transaction is approximately \$284 million on a fully-diluted basis. All amounts are in Canadian dollars.

The \$8.15 per share cash consideration represents a 34% premium over the closing price of the common shares on the TSX Venture Exchange on May 9, 2008 and a 36% premium based on the volume weighted average price of the common shares over the 60 trading days prior to May 12, 2008.

Anglo's Board of Directors has unanimously approved the acquisition and recommends that shareholders vote their shares in favour of the transaction, following receipt of a fairness opinion from its financial advisor.

The transaction is to be completed by way of a statutory plan of arrangement and will be subject to the approval of 66 $\frac{2}{3}$ % of the votes cast by Anglo's securityholders and a simple majority of the votes cast by the shareholders (other than BHPB and its related parties) at a special meeting, which is to take place on July 8, 2008. The acquisition will also require court approval. If Anglo's securityholders approve the acquisition and the requisite court approval is obtained, the closing is expected to take place in July 2008. The information circular for the acquisition is expected to be mailed to Anglo Potash's securityholders later this month.

Todd Montgomery, Anglo's President and Chief Executive Officer and a director, and the other directors of Anglo, Brent Walter, Randal Ludwar, Corey Giasson and Joseph Montgomery have entered into a lock-up agreement with BHPB under which they will irrevocably vote approximately 26% of Anglo's outstanding common shares (including shares to be issued upon exercise of outstanding vested options) in favour of the transaction. The directors have agreed to exercise their vested options to vote the underlying shares in favour of the transaction. The lock-up agreement also provides BHPB with an option to acquire for \$8.15 per share an aggregate of 5,300,000 shares of Anglo representing approximately 16.7% of the outstanding shares from the directors of Anglo if the definitive agreement is terminated in certain circumstances. These shares, together with the 1,039,093 previously-owned shares (or approximately 3.2%), represent approximately 19.9% of the outstanding shares of Anglo.

Anglo has agreed not to solicit or initiate any discussion regarding any other business combination or sale of material assets. Anglo has also granted BHPB a right to match any superior proposal and a termination fee of \$10 million payable to BHPB by Anglo if the definitive agreement is terminated as a result of Anglo recommending or approving an acquisition proposal or entering into an agreement with respect to a superior proposal or similar circumstances.

Selected Annual and Quarterly Information

Unless otherwise noted, all currency amounts are stated in Canadian dollars.

The following table summarizes selected financial data for the Corporation for the last two years and the last eight quarters, as applicable. The information set forth below should be read in conjunction with the consolidated audited annual and unaudited quarterly financial statements, prepared in accordance with the Canadian generally accepted accounting principles and related notes.

	9 Months Ended March 31, 2008 (\$)	9 Months Ended March 31, 2007 (\$)
Total Revenues	80,352	372,590
Expenses	713,074	344,719
Net income (loss)	(492,894)	15,437
Net earnings (loss) per share	(0.02)	0.00
Total Assets	8,132,724	10,374,651
Total short and long term liabilities	140,864	1,579,081
Cash dividends declared	Nil	Nil

	2008			2007				2006
	Qtr. 3 Jan 1 – Mar 31	Qtr. 2 Oct 1 – Dec 31	Qtr. 1 Jul 1– Sep 30	Qtr. 4 Apr 1– Jun 30	Qtr. 3 Jan 1 – Mar 31	Qtr. 2 Oct 1 – Dec 31	Qtr. 1 Jul 1– Sep 30	Qtr. 4 Apr 1– Jun 30
Total Revenue	267,669	5,302	(192,619)	(438,735)	38,911	278,524	55,154	2,086,419
Net Income (loss)	114,196	(242,846)	(364,244)	(4,010,082)	(29,236)	57,420	(12,747)	350,232
Net income (loss) per share	0.00	(0.01)	(0.01)	(0.14)	(0.00)	0.00	(0.00)	0.01

Results of Operations

The Corporation does not yet generate revenue from its mineral properties. The Corporation's loss of \$492,894 in the subject period resulted from interest income on investments of \$240,270, less a \$159,918 foreign exchange loss on CND/USD currency fluctuations. Additional losses of \$713,074 resulted from general and administration expenses. Accordingly, the Corporation's loss for the period (before income tax) was \$632,722 and the Corporation's net loss (after income taxes) was \$492,894. Increased general and administration expense ("G&A") was primarily attributable to the Corporation's increased marketing and promotional efforts. The Corporation's potash venture has resulted in new mineral property and exploration expenses and deposits on permit applications.

Liquidity

The Corporation is engaged in the business of mineral exploration and development. Since inception, the efforts of Anglo have been devoted to exploration of natural resources and acquisition of mineral rights. The Corporation has yet to determine whether these properties contain economically recoverable reserves. The recoverability of the amounts shown for mineral properties and deferred costs are dependent on the existence of economically recoverable reserves and future profitable production from the mineral properties. To date, no development projects have been completed and no production commenced. Also, no significant revenues have been earned other than from mineral property dispositions, and the Corporation is considered to be in the development stage.

Capital Resources

As of March 31, 2008 Anglo had paid up capital and other paid in capital totaling \$6,849,798 representing 31,715,925 common shares without par value, a contributed surplus of \$3,878,558 and a deficit of \$2,736,496 resulting in shareholders' equity (or net assets) of \$7,991,860 (March 31, 2007 - \$8,795,570). Anglo's working capital surplus at quarter end

(March 31, 2008) was approximately \$7,169,593. Anglo has certain financial obligations and commitments relating to its exploration permits. It intends to satisfy these obligations using cash on hand.

Additional Disclosure for Venture Issuers Without Significant Revenue

Additional disclosure concerning Anglo's general and administrative expenses and resource property costs is provided in the Corporation's Consolidated Statement of Income and Retained Earnings and the Consolidated Statement of Cash Flows contained in its' Consolidated Financial Statements as at March 31, 2008 and 2007 that is available on SEDAR website accessed through www.sedar.com.

Outstanding Share Data

Anglo's authorized capital consists of an unlimited number of common shares, an unlimited number of non-voting common shares and an unlimited number of preferred shares, issuable in series. As at March 31, 2008 there were 31,715,925 voting common shares issued and outstanding.

As at March 31, 2008 and 2007, the following options and share purchase warrants were outstanding:

Expiry Date	March 31, 2008		March 31, 2007	
	Options/Warrants Outstanding	Exercise Price	Options/Warrants Outstanding	Exercise Price
April 5, 2012	3,100,000	\$1.25	-	-
Total	3,100,000	\$1.25	-	-

Transactions with Related Parties

During the quarter ended March 31, 2008, the Corporation paid management fees totaling \$72,000 (2007 - \$24,000) included in consulting fees to a corporation wholly owned by the President of the Corporation. The total amount owing to the President's corporation of \$8,400 (2007 - \$ Nil) is included in accounts payable and is subject to normal credit terms.

During the quarter ended March 31, 2008, a director provided Anglo with accounting services for which the Corporation paid \$12,103 (2007 - \$2,274). The total amount owing to the director of \$3,849 (2007 - \$2,278) is included in the accounts payable and is subject to normal credit terms.

During the quarter ended March 31, 2008, the Corporation paid legal fees of \$50,013 (2007 - \$22,157) and office sub-lease rental fees of \$28,000 (2007 - \$ Nil) to a law firm in which a director of the Corporation is a partner. The total amount owing to this law firm of \$37,403 (2007 - \$25,418) is included in accounts payable and is subject to normal credit terms.

Management is of the opinion that these transactions are in the normal course of operations and are measured at the exchange amount which is the amount of consideration established and agreed to by the related parties.

Financial Instruments and Other Instruments

Anglo's financial instruments consist of cash, term deposits and accounts payable. Unless otherwise noted, it is management's opinion that Anglo is not exposed to significant interest, currency or credit risks arising from these financial instruments. Anglo currently holds

approximately \$7 million USD in cash or cash equivalents, which amount may fluctuate in value in terms of the Canadian dollar, which is Anglo's reporting currency. The fair value of these financial instruments approximates their carrying value due to their short-term maturity and capacity for prompt liquidation.

Approval

The board of directors of Anglo has approved the disclosure contained in this Interim MD&A. A copy of this MD&A will be provided to anyone who requests it.

Additional Information

Additional information relating to Anglo is on SEDAR at www.sedar.com.