

## **NEWS RELEASE**

### **American Potash Corp. Announces Appointment of a New CFO**

**Vancouver, B.C., February 23, 2015:** American Potash Corp. (the “**Company**”) (**AMP:CSE**) announces the appointment of Anthony Jackson as Chief Financial Officer of the Company.

Mr. Jackson is a principal of BridgeMark Financial Corp., which provides corporate compliance, financial advisory and financial reporting activities to public and private companies. Mr. Jackson also founded Jackson & Company, chartered accountant, assisting private and public companies in a variety of industries with full-service accounting and tax services.

Prior to his time at BridgeMark, Mr. Jackson spent a number of years working at Ernst & Young LLP and obtained his chartered accountant designation before moving on to work as a senior analyst at a boutique investment banking firm. Mr. Jackson holds a bachelor of business administration degree from Simon Fraser University and the professional designation of chartered accountant (CA), whereby he is a member of the Institute of Chartered Accountants of British Columbia and Canadian Institute of Chartered Accountants. Most recently, Mr. Jackson has had extensive experience as a director and chief financial officer of numerous publicly traded corporations.

Mr. Jackson will replace Alec Peck as CFO. The company wishes to thank Mr. Peck for his considerable contributions to the company during his tenure and wishes him well in his future endeavors.

### **Amended Terms to Sweetwater Option Agreement**

To lessen the immediate financial requirements of the Company, the Company has amended the terms of Sweetwater Option Agreement (“**Option**”) and delayed the scheduled cash payments to the Optionors.

In order for the Company to exercise the Option and acquire a 100% interest in certain federal potash prospecting permits in the State of Utah that constitute the Green River Potash Project, the Company must make total payments of USD200,000 and issue and deliver a total 4,000,000 shares of the Company to the Optionors.

Pursuant to the amended Sweetwater Option Agreement, the Company will issue the outstanding 3.6 million shares in the Company within a reasonable period of time from the first anniversary of the February, 07, 2014, receipt of the federal potash prospecting permits (“**Receipt Date**”). The scheduled cash payments will be delivered in a reasonable period of time from the following dates and in the following allocations: USD10,000 on the first anniversary of the Receipt Date, USD15,000 on the eighteen month anniversary of the Receipt Date, USD25,000 on the earlier of the date that is 120 days immediately following the **Drill Date\*** and the two year anniversary of the Receipt Date; and USD150,000 on the earlier of the date that is 120 days immediately following the **Drill Date\*** and the three year anniversary of the Receipt Date.

For the purpose of the Option as amended, the “**Drill Date**”, shall be defined as the day the drill rig, set up on the first hole of the phase 1 drill program, penetrates at least 20 feet below surface under normal drilling operation.



As at the date of this news release, the Company has fulfilled the first anniversary obligations to the Optionors, pursuant to the Sweetwater Option Agreement, by issuing 3.6 million shares in the Company and disbursing USD10,000.

For further details on the Sweetwater Option Agreement, refer to the Company's financial statements available for viewing on SEDAR or the Company's website.

### **About the Company**

American Potash Corp. is dedicated to the acquisition and development of potash mineral deposits in the USA and elsewhere. The Company, through a wholly owned subsidiary, American Potash LLC, a Nevada limited liability corporation, holds certain State potash leases and approval of certain federal potash prospecting permits in the State of Utah that constitute the Green River Potash Project, host to a significant potash exploration Target.

### **On behalf of the Board of Directors**

*"Mike Sieb"*

### **Mike Sieb, President**

*THE CSE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ACCURACY OR ADEQUACY OF THIS RELEASE.*

*This news release includes certain statements that may be deemed "forward-looking statements". The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "would", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. These statements speak only as of the date of this news release. Actual results could differ materially from those currently anticipated due to a number of factors and risks including various risk factors discussed in the Company's disclosure documents which can be found under the Company's profile on [www.sedar.com](http://www.sedar.com).*