

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1      Name and Address of Company**

American Potash Corp. (AMP - C)  
1100 – 1111 Melville St.  
Vancouver, B.C. Canada  
V6E 3V6

**Item 2      Date of Material Change**

September 21, 2015

**Item 3 News Release**

On September 21, 2015, a news release was issued and filed with regulatory authorities in Canada.

**Item 4      Summary of Material Change**

The Company announced that the petition that Sweetwater River Resources, LLC has filed to the federal Bureau of Land Management (“BLM”) for reinstatement of 12 potash prospecting permits has been denied.

Subsequently, Sweetwater has applied to the BLM for 12 new potash prospecting permits analogous to and encompassing the same area as the original 12 prospecting permits.

Separate to the above, the Company is in process of reviewing the BLM’s decision on its Petition for reinstatement to determine the strength of an appeal of the decision.

**Item 5      Full description of Material Change**

See September 21<sup>th</sup>, 2015 News Release attached as Schedule “A”.

**Item 6      Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7      Omitted Information**

No information has been omitted.

**Item 8            Executive Officer**

The following executive officer of the Company is knowledgeable about the material change and may be contacted regarding the change:

Mike Sieb, President

**Item 9            Date of Report**

September 23, 2015

## NEWS RELEASE

1100 – 1111 Melville St.  
Vancouver, BC, Canada, V6E 3V6  
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### **American Potash Corp. Applies for 12 Potash Prospecting Permits**

**Vancouver, B.C., September 21, 2015.**

**American Potash Corp. (CSE: AMP)** (the “Company” or “American Potash”) announces that the petition for reinstatement to the federal Bureau of Land Management (“BLM”) for reinstatement of 12 potash prospecting permits (“Petition”) by Sweetwater River Resources, LLC (“Sweetwater”) (refer to Company press release dated August 12, 2015) has been denied.

Consequently, Sweetwater has applied to the BLM for 12 new potash prospecting permits analogous to and encompassing the same area as the original 12 prospecting permits. The Company will maintain its right to acquire a 100% interest in the 12 new potash prospecting permits through continuance of the option agreement with Sweetwater (refer to Company press release dated June 3, 2009).

Separate to the above, the Company is in the process of reviewing the BLM’s decision on its petition for reinstatement to determine the strength of an appeal of the decision. If this course of action is pursued by the Company it should not interfere or impact the Company and Sweetwater’s timing on the application of the 12 new prospecting permits.

The Company, through a wholly owned subsidiary, American Potash LLC, a Nevada limited liability corporation, continues to hold 11 State potash leases totalling 2,850 hectares (7,050 acres) in addition to the 12 federal potash Prospecting Permits currently under application. In addition, the Company maintains 11 federal Potash Prospecting Permit applications, all of which constitute the Green River Potash Project.

For additional details regarding the Company and the Green River Potash Project please visit the Company’s website at [www.americanpotashcorp.com](http://www.americanpotashcorp.com).

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

*“Mike Sieb”*  
**Mike Sieb, President**

*“Rudy De Jonge”*  
**Rudy De Jonge, CEO**

*Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.*

*Statements in this press release other than purely historical information, including statements relating to the Company's future plans and objectives or expected results, are "Forward-Looking Statements" within the meaning of Section 21E of the United States Securities Exchange Act of 1934, as amended and Canadian securities laws. Forward Looking Statements are based on numerous assumptions and are subject to all of the risks and uncertainties inherent in the Company's business, including risks inherent in resource exploration and development and even though the Provisions define a regulatory procedure and means for reinstatement of the prospecting permits, the Company can provide no guarantee or assurance as to whether the outcome will transpire as petitioned. As a result, actual results may vary materially from those described in the Forward Looking Statements.*

*Key assumptions upon which the Company's forward-looking statements and information are based include, but not limited to: the price of potash will rise and not fall significantly; the Company's ability to secure new financing to continue its exploration and development activities; there being no significant changes in the ability of the Company to comply with environmental, safety and other regulatory requirements; the Company's ability to obtain regulatory approvals in a timely manner; and the Company's ability to achieve its growth strategy. These assumptions should be considered carefully by readers. Readers are further cautioned that the foregoing list of assumptions is not exhaustive. Although the Company believes that the assumptions on which the forward-looking statements or information are made are reasonable, based on the information available to the Company on the date such statements were made, no assurances can be given as to whether these assumptions will prove to be correct.*