

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

American Potash Corp.
1100 – 1111 Melville St.
Vancouver, British Columbia
Canada, V6E 3V6

Item 2 Date of Material Change

January 25, 2016

Item 3 News Release

The news release was disseminated on January 22, 2016 through Stockwatch.

Item 4 Summary of Material Change

The Company announced a consolidation of its issued and outstanding share capital on the basis of one (1) post-consolidation share for each five (5) pre-consolidation common shares (the “Consolidation”). No fractional shares will be issued under the Consolidation and any fraction will be rounded to the nearest whole number

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see attached news release dated January 22, 2016.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

For further information, contact:

Anthony Jackson
Chief Financial Officer
604 283-1722

Item 9 Date of Report

January 29, 2016

NEWS RELEASE

American Potash Corp. Announces Effective Date of Share Consolidation

Vancouver, B.C., January 22, 2016. **American Potash Corp. (CSE: AMP)** (the “Company” or “American Potash”) announces a consolidation of its issued and outstanding share capital on the basis of one (1) post-consolidation share for each five (5) pre-consolidation common shares (the “Consolidation”). No fractional shares will be issued under the Consolidation and any fraction will be rounded to the nearest whole number.

As a result, the outstanding common shares of the Company will be reduced to approximately 13,630,408. In connection with the Consolidation, the name of the Company will not change and the Company’s trading symbol will remain as “AMP”.

The Consolidation was approved by the shareholders of the Company at its annual general and special meeting of shareholders which was held on December 29, 2015.

The shares will begin trading on a consolidated basis and with a new CUSIP number January 25, 2016.

Please note that all open orders will be cancelled at the end of business on January 22, 2016. Dealers are reminded to re-enter their orders taking into account the share consolidation.

Trading on a Consolidated Basis: January 25, 2016

Record Date: January 27, 2016

NEW CUSIP: 029065208

NEW ISIN: CA0290652084

About the Company

American Potash Corp. is dedicated to the acquisition and development of potash mineral deposits in the USA and elsewhere.

On behalf of the Board of Directors

“Rudy De Jonge”

Rudy De Jonge, CEO

Neither the OTCQX nor 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. As a result, actual results may vary materially from those described in the Forward Looking Statements.



**AMERICAN
POTASH
CORP.**

AMP: CSE

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Key assumptions upon which the Company's forward-looking statements and information are based include: 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.