

**AMERICAN POTASH CORP.**

800 – 1199 West Hastings Street  
Vancouver, BC V6E 3T5

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING**

NOTICE IS HEREBY GIVEN that an annual general and special meeting (“**Meeting**”) of the holders of common shares (“**Shares**”) of American Potash Corp. (“**American Potash**” or the “**Company**”) will be held at Suite 800 - 1199 West Hastings Street, Vancouver, British Columbia, V6E 3T5 on Wednesday, December 20, 2017 at 11:00 a.m. (Pacific Standard Time) for the following purposes:

1. to receive the audited consolidated financial statements of the Company for the year ended July 31, 2017, together with the auditor’s report thereon;
2. to set the number of directors at five;
3. to elect directors to the Company for the ensuing year;
4. to appoint Dale Matheson Carr-Hilton Labonte LLP as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor;
5. to consider and, if thought advisable, to pass, with or without amendment, a special resolution to replace the Articles of the Company with a new set of Articles which, among other things, will contain “Advance Notice Provisions”, as more particularly described in the section of the information circular entitled “Particulars of Matters to be Acted Upon – Adoption of New Articles”; and
6. to transact such other business as may properly come before the Meeting and any adjournment thereof.

The Company’s shareholders (“**Shareholders**”) are referred to the information circular for more detailed information regarding the foregoing matters to be considered at the Meeting.

Registered American Potash Shareholders who are unable to attend the Meeting in person are requested to vote (i) by mail or personal delivery by dating, signing and returning the enclosed form of proxy to Computershare Investor Services Inc., Attention Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1; (ii) by fax to 1-866-249-7775 within Canada and the United States or 416-263-9524 from all other countries; or (3) by online voting at [www.investorvote.com](http://www.investorvote.com), in any case, prior to 11:00 am (Vancouver time) on Monday, December 18, 2017 or, if the Meeting is adjourned or postponed, not less than two business days, excluding Saturdays, Sundays and holidays prior to such adjourned or postponed meeting. Non-registered Shareholders receiving these materials through their broker or other intermediary should complete and return the voting instruction form provided to them by their broker or other intermediary in accordance with the instructions provided therein. Failure to do so may result in a holder’s American Potash shares not being voted at the Meeting.

Only Shareholders of record at the close of business on November 15, 2017 will be entitled to vote at the Meeting.

DATED at Vancouver, British Columbia, the 15<sup>th</sup> day of November, 2017.

**ON BEHALF OF THE BOARD**

*(signed) “Rudy de Jonge”*

Rudy de Jonge,  
Chief Executive Officer and President