

Thomas L. Vandergrift, P.E.  
Principal  
1536 Cole Blvd, Suite 220  
Lakewood, CO 80401 USA

**FILED BY SEDAR**

March 7, 2014

Ontario Securities Commission (Principal Regulator)  
British Columbia Securities Commission  
Alberta Securities Commission  
Saskatchewan Financial and Consumer Affairs Authority  
Manitoba Securities Commission  
New Brunswick Securities Commission  
Nova Scotia Securities Commission  
Newfoundland and Labrador, Securities Division, Department of  
Government Services and Lands  
Prince Edward Island Securities Office  
Department of Justice, Government of the Northwest Territories

Dear Sirs/Mesdames:

**RE: IC Potash Corp. (the "Corporation")  
Consent of Qualified Person**

This letter is being filed as the consent of **Thomas L. Vandergrift, P.E.** to the public filing of the technical report titled **National Instrument 43-101 Technical Report, Ochoa Project Feasibility Study, Lea County, New Mexico, USA** and dated March 7, 2014 (the "**Technical Report**") by the Corporation.

I also consent to the use and filing of any extracts from or a summary of the Technical Report in the news release of the Corporation dated January 23, 2014 (the "**Release**") with respect to the results of a feasibility study on the Corporation's Ochoa sulphate of potash project.

I hereby confirm that I have read the Release and that it fairly and accurately represents the information in the sections of the technical report for which I am responsible.

Sincerely,

/s/ Thomas L. Vandergrift (Signature)  
**Thomas L. Vandergrift, P.E. (Colorado)**

*SEAL*