



FILED BY SEDAR

March 11, 2011

Ontario Securities Commission (Principal Regulator)
British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Financial Services Commission (Securities Division)
Manitoba Securities Commission
New Brunswick Securities Commission
Nova Scotia Securities Commission
Newfoundland and Labrador, Securities Division, Department of
Government Services and Lands
Registrar of Securities, Prince Edward Island

Dear Sirs/Mesdames:

**Re: IC Potash Corp. (the "Corporation")
Final Prospectus dated March 11, 2011 (the "Prospectus")**

We refer to the Prospectus of the Corporation relating to an offering of common shares.

We, as counsel to the Corporation, hereby consent to the use of and reference to our firm opinion under the heading "Eligibility for Investment" and to the reference to our firm name on page 2 of the Prospectus and under the heading "Legal Opinions and Experts".

We confirm that we have read the Prospectus and that we have no reason to believe that there are any misrepresentations in the information contained therein that is derived from our opinion referred to above or that is within our knowledge as a result of the services we performed in connection with such opinion.

This letter is solely for the information of the above-mentioned jurisdictions and is not to be referred to in whole or in part in the Prospectus or any other similar document and is not to be relied upon for any other purpose.

Yours truly,

"CASSELS BROCK & BLACKWELL LLP"