IC POTASH CORP.



8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

Security Class

Holder Account Number

Form of Proxy - Annual General Meeting to be held on June 28, 2016

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

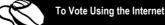
- 1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
- If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting
 on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this
 proxy.
- 3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
- 4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
- 5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
- 6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
- 7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
- 8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

Proxies submitted must be received by 3:30 PM (Eastern Time) on June 24, 2016.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!

To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.
 - 1-866-732-VOTE (8683) Toll Free



- Go to the following web site: www.investorvote.com
- Smartphone? Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER

IWe being holder(s) of IC Potash Corp Chairman of the Board, or failing him, Ker failing him, Mehdi Azodi, Interim Chief Ex	n Kramer,	Chief Finar	eorge Poling, icial Officer, or	OR	Print the name of t appointing if this p other than the Cha Meeting.	ersoi	1 is sóme	are one					
as my/our proxyholder with full power of s given, as the proxyholder sees fit) and all Brock & Blackwell LLP, 2100 Scotia Plaza VOTING RECOMMENDATIONS ARE IN	other mat a, 40 King	ters that ma Street Wes	ay properly come be st, Toronto, Ontario,	efore the A M5H 3C2	Annual General Meeti 2, on June 28, 2016 a	na of	sharehold	ers of IC Pot	tash Corp to	be held at the o	ffices of Ca	assels	
											For	Against	
1. Number of Directors To set the number of Directors at 5.													
2. Election of Directors	For	Withhold	I		For	V	Vithhold				For	Withhold	Fold
01. John Stubbs			02. Pierre Pettiç	grew		[03. Ernest	Angelo				
04. Knute Lee			05. Mehdi Azod	li		[
											For	Withhold	
3. Appointment of Auditors Appointment of Davidson & Company LLP as Auditors of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.													

Authorized Signature(s) - This section must be completed for your nstructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.

Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by accel mail

mail.

Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by

Signature(s)

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/mailinglist.



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Date

DD / MM / YY