

MAGNA RESOURCES LTD.

1220 - 1066 West Hastings St.
Vancouver, BC V6E 3X1

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 Magna Resources Ltd. (“**Magna**” or the “**Company**”) will be held at Suite 2600 - 1066 West Hastings Street, Vancouver, British Columbia, on Friday, December 20, 2013 at 10:00 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, 2013, together with the auditor’s report thereon;
2. to re-elect directors for the ensuing year;
3. 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;
4. consider and, if deemed appropriate, approve by special resolution, the change of the Company’s name from “Magna Resources Ltd.” to “American Potash Corporation” as more particularly set out in the information circular entitled “Particulars of Matters to be Acted Upon – Name Change”; and
5. to transact such further and other business as may properly be put before the Meeting or any postponement(s) or adjournment(s) thereof.

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

Registered Magna 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, in any case, prior to 10:00 am (Vancouver time) on Friday, December 18, 2013 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 Magna Shares not being voted at the Meeting.

Only Shareholders of record at the close of business on November 15, 2013 will be entitled to vote at the Meeting.

DATED at Vancouver, British Columbia, the 25th day of November, 2013.

ON BEHALF OF THE BOARD

(signed) “Mike Sieb”

Mike Sieb,
President