

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1      Name and Address of Company**

American Potash Corp. (AMP: CSE; APCOF:OTCQX)  
Formerly Magna Resources Ltd.  
Suite 1100 – 1111 Melville Street  
Vancouver, BC, V6E 3V6

**Item 2      Date of Material Change**

August 12, 2014

**Item 3      News Release**

A news release was issued and was filed with the CSE and on SEDAR on August 12, 2014.

**Item 4      Summary of Material Change**

On August 12, 2014, Magna Resources Ltd. changed its name to American Potash Corp. On August 19, 2014, American Potash Corp. common shares began trading on the CSE under the symbol 'AMP' and on the OTCQX under the symbol 'APCOF'.

**Item 5      Full description of Material Change**

Refer to the news releases attached hereto as Schedule "A" and Schedule "B".

**Item 6      Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7      Omitted Information**

No information has been omitted.

**Item 8      Executive Officer**

The following executive officer of the Company is knowledgeable about the material change and may be contacted regarding the change:

Mike Sieb, President  
604.558.4955

**Item 9      Date of Report**

August 20, 2014

## **SCHEDULE A**

**NEWS RELEASE (August 12, 2014)**

**Magna Resources Ltd. Announces Name Change to American Potash Corp.**



**AMERICAN  
POTASH  
CORP.**

**AMP:CSE \* APCOF:OTCQX**

1100 – 1111 Melville St.  
Vancouver, BC, Canada, V6E 3V6  
Tel: 604-558-4955  
Fax: 604-484-7143  
bbellian@americanpotashcorp.com  
www.americanpotashcorp.com

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## NEWS RELEASE

### **Magna Resources Ltd. Announces Name Change to American Potash Corp.**

**Vancouver, B.C., August 12, 2014:** American Potash Corp. (**AMP:CSE; MGRZF:OTCQX**) (the "**Company**") is pleased to announce that the Company has formally completed a name change from Magna Resources Ltd. to American Potash Corp. The change in name is intended to better reflect the Company's focus and commitment to advancing the Company's considerable Green River Potash project (the "**Project**") in the renowned Paradox Basin, Utah (for a detailed summary on the Project, refer to the Company's news release dated May 26, 2014).

The common shares of the Company will normally commence trading under the new name on the Canadian Stock Exchange ("**CSE**") with the new trading symbol **AMP** at the opening of trading within three trading days of this posting. Until such point in time that the CSE issues a CSE Bulletin to CSE Dealers advising of the name change and effective date of trading under the new name and symbol, the Company will continue to trade under the existing trading symbol MNA.

There is no consolidation or change in the share capital of the Company. Shareholders are not required to exchange their existing share certificates for new certificates bearing the new company name and Company shares held electronically in Direct Registration System ("**DRS**") will be booked automatically.

The Company is awaiting notification from the U.S. Over-the-Counter market's highest tier, OTCQX® International ("**OTCQX**") for the assignment of a new trading symbol. Upon confirmation from the OTCQX, the Company will issue a subsequent news release revealing the new OTCQX trading symbol.

The name change was approved by the shareholders at the Company's Annual and Special Meeting held on December 20, 2013.

The Company's new CUSIP number is 029065109 and its new ISIN number is CA0290651094.

For additional details on the Company and Project refer to the Company's website [www.americanpotashcorp.com](http://www.americanpotashcorp.com).

#### **About the Company**

American Potash Corp. is dedicated to the acquisition and development of potash mineral deposits in the USA and elsewhere. The Company, through a wholly owned subsidiary, American Potash Corporation LLC, a Nevada limited liability corporation, holds certain State potash leases and approval of certain federal potash prospecting permits in the State of Utah that constitute the Green River Potash Project, host to a significant potash Exploration Target.



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**On behalf of the Board of Directors**

*"Mike Sieb"*

**Mike Sieb, President**

*"Rudy de Jonge"*

**Rudy de Jonge, CEO**

*Neither the OTCQX nor the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.*

*Statements in this press release other than purely historical information, including statements relating to the Company's future plans and objectives or expected results, are "Forward-Looking Statements" within the meaning of Section 21E of the United States Securities Exchange Act of 1934, as amended and Canadian securities laws. Forward Looking Statements are based on numerous assumptions and are subject to all of the risks and uncertainties inherent in the Company's business, including risks inherent in resource exploration and development. As a result, actual results may vary materially from those described in the Forward Looking Statements.*

*Key assumptions upon which the Company's forward-looking statements and information are based include: the price of potash will rise and not fall significantly; the Company's ability to secure new financing to continue its exploration and development activities; there being no significant changes in the ability of the Company to comply with environmental, safety and other regulatory requirements; the Company's ability to obtain regulatory approvals in a timely manner; and the Company's ability to achieve its growth strategy. These assumptions should be considered carefully by readers. Readers are further cautioned that the foregoing list of assumptions is not exhaustive. Although the Company believes that the assumptions on which the forward-looking statements or information are made are reasonable, based on the information available to the Company on the date such statements were made, no assurances can be given as to whether these assumptions will prove to be correct.*

**SCHEDULE B**

**NEWS RELEASE (August 20, 2014)**

**American Potash Corp. Announces New Trading Symbols**



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## NEWS RELEASE

### **American Potash Corp. Announces New Trading Symbols**

**Vancouver, B.C., August 20, 2014:** American Potash Corp. (**AMP:CSE; APCOF:OTCQX**) (the "**Company**") is pleased to announce that in association with the formally completed name change from Magna Resources Ltd. to American Potash Corp. announced on August 12, 2014, the Company has been assigned the following new trading symbols: **AMP** on the Canadian Stock Exchange ("**CSE**") and **APCOF** on the U.S. Over-the-Counter market's highest tier, OTCQX® International ("**OTCQX**").

The common shares of the Company have commenced trading under the new symbols on both exchanges.

There was no consolidation or alteration in the share capital of the Company related to the Company's name change. Shareholders are not required to exchange their existing share certificates for new certificates bearing the new company name and Company shares held electronically in Direct Registration System ("**DRS**") will be booked automatically.

The name change was approved by the shareholders at the Company's Annual and Special Meeting held on December 20, 2013.

The Company's new CUSIP number is 029065109 and its new ISIN number is CA0290651094.

For additional details on the Company and Project refer to the Company's website [www.americanpotashcorp.com](http://www.americanpotashcorp.com).

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#### **On behalf of the Board of Directors**

*"Mike Sieb"*  
**Mike Sieb, President**

*"Rudy de Jonge"*  
**Rudy de Jonge, CEO**

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*Key assumptions upon which the Company's forward-looking statements and information are based include: the price of potash will rise and not fall significantly; the Company's ability to secure new financing to continue its exploration and development activities; there being no significant changes in the ability of the Company to comply with environmental, safety and other regulatory requirements; the Company's ability to obtain regulatory approvals in a timely manner; and the Company's ability to achieve its growth strategy. These assumptions should be considered carefully by readers. Readers are further cautioned that the foregoing list of assumptions is not exhaustive. Although the Company believes that the assumptions on which the forward-looking statements or information are made are reasonable, based on the information available to the Company on the date such statements were made, no assurances can be given as to whether these assumptions will prove to be correct.*