



**AMERICAN
POTASH
CORP.**

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November 25, 2014

RE: Meeting of the shareholders of American Potash Corp. to be held on December 19th, 2014 (the “Meeting”)

I Mike Sieb, President of American Potash Corp. hereby certify that:

- (a) arrangements have been made to have proxy related materials for the Meeting sent in compliance with National Instrument 54-101 (the “Instrument”), to all beneficial owners at least 21 days before the date fixed for the Meeting;
- (b) arrangements have been made to carry out all of the requirements of the Instrument in addition to those described in subparagraph (a) and
- (c) [Issuer name] is relying on section 2.20 of the Instrument to abridge the time prescribed in subsection 2.5(1) of the Instrument.

Mike Sieb
President
American Potash Corp.