

AMERICAN POTASH CORP.
(Formerly Magna Resources Ltd.)
1100 – 1111 Melville Street
Vancouver, BC V6E 3V6

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 American Potash Corp. (“**American Potash**” or the “**Company**”) will be held at Suite 2600 - 1066 West Hastings Street, Vancouver, British Columbia, on Friday, December 19, 2014 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, 2014, together with the auditor’s report thereon;
2. to set the number of directors at seven;
3. to elect directors to the Company for the ensuing year;
4. 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;
5. to consider and, if deemed appropriate, approve by special resolution the alteration of the Company’s articles to include advance notice provisions as more particularly set out in the section of the information circular accompanying this notice entitled “Particulars of Matters to be Acted Upon – Approval of Amendment to Articles to include Advance Notice Provisions”; and
6. to transact such other business as may properly come before the Meeting and any adjournment 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 American Potash 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, 9th 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 Wednesday, December 17, 2014 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 American Potash Shares not being voted at the Meeting.

Only Shareholders of record at the close of business on November 14, 2014 will be entitled to vote at the Meeting.

DATED at Vancouver, British Columbia, the 21st day of November, 2014.

ON BEHALF OF THE BOARD

(signed) “Mike Sieb”

Mike Sieb,
President