

**FORM 13-502F1  
CLASS 1 REPORTING ISSUERS – PARTICIPATION FEE**

**Reporting Issuer Name:** American Potash Corp.

**End date of last completed fiscal year:** July 31, 2014

**End date of reference fiscal year:** July 31, 2011

**(A reporting issuer's reference fiscal year is the reporting issuer's last fiscal year ending before May 1, 2012, provided that it was a reporting issuer at the end of that fiscal year and, if it became a reporting issuer in that year as a consequence of a prospectus receipt, all or substantially all of its securities were listed or quoted on a marketplace at the end of that fiscal year. In any other case, it is the reporting issuer's last completed fiscal year.)**

Market value of listed or quoted securities:

Total number of securities of a class or series outstanding as at the end of the issuer's reference fiscal year 55,332,898(i)

Simple average of the closing price of that class or series as of the last trading day of each month in the reference fiscal year, computed with reference to clauses 2.7 (1)(a)(ii)(A) and (B) and subsection 2.7(2) of the Rule 0.12(ii)

Market value of class or series (i) X (ii) = 6,639,948(A)

(Repeat the above calculation for each other class or series of securities of the reporting issuer that was listed or quoted on a marketplace in Canada or the United States of America at the end of the reference fiscal year) (B)

Market value of other securities not valued at the end of any trading day in a month:(See paragraph 2.7(1)(b) of the Rule) (C)

(Provide details of how value was determined)

(Repeat for each other class or series of securities to which paragraph 2.7(1)(b) of the Rule applies) (D)

**Capitalization for the reference fiscal year** (Add market value of all classes and series of securities) (A) + (B) + (C) + (D) = 

6,639,948
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**Participation Fee (determined without reference to subsections 2.2(3.1) of the Rule)** \$890(iii)

(From Appendix A of the Rule, select the participation fee beside the capitalization calculated above)

Did the issuer become a reporting issuer in the previous fiscal year as a result of a prospectus receipt? If no, participation fee equals (iii) amount above. No(iii)

If yes, prorate (iii) amount as calculated in subsection 2.2(3.1) of the Rule to determine participation fee. (iv)

**Late Fee**, if applicable (As determined under section 2.5 of the Rule) \_\_\_\_\_

## Rules and Policies

### APPENDIX A CORPORATE FINANCE PARTICIPATION FEES (OTHER THAN CLASS 3A AND CLASS 3B ISSUERS)

<b>Capitalization for the Reference Fiscal Year</b>	<b>Participation Fee (effective April 7, 2014)</b>
under \$10 million	\$890
\$10 million to under \$25 million	\$1,070
\$25 million to under \$50 million	\$2,590
\$50 million to under \$100 million	\$6,390
\$100 million to under \$250 million	\$13,340
\$250 million to under \$500 million	\$29,365
\$500 million to under \$1 billion	\$40,950
\$1 billion to under \$5 billion	\$59,350
\$5 billion to under \$10 billion	\$76,425
\$10 billion to under \$25 billion	\$89,270
\$25 billion and over	\$100,500

*Please note a new Appendix A will come into force on April 6, 2015.*