



NEWS RELEASE

**American Potash Corp. (formerly Magna Resources Ltd.)
Announces Non-Brokered Private Placement**

Vancouver, B.C., December 3, 2014: American Potash Corp. (the “**Company**”)(AMP:CSE) is pleased to announce a non-brokered private placement (the “**Private Placement**”) for up to 7,840,000 Units (“**Units**”) at a price of \$0.08 per Unit to raise gross proceeds of up to \$627,200. Each Unit is comprised of one common share of the Issuer (a “**Share**”) and one common share purchase warrant of the Issuer (a “**Warrant**”). Each Warrant will be exercisable into one Share of the Company (a “**Warrant Share**”) for a period of 36 months from the date of issuance at an exercise price of \$0.12 per Warrant Share.

Shares issued pursuant to this Private Placement are subject to a four-month hold period from the closing date in accordance with applicable securities laws and, if required the policies of the Exchange.

A finder’s fee equal to a cash commission of 7% will be paid, plus finder’s warrants equal to 7% of the number of Units sold will be issued (“**Finder’s Warrants**”) to qualified finders. The Finder’s Warrants will be exercisable under the same terms as the Warrants.

The proceeds of this Private Placement are for the Company’s general working capital as well as preparatory work for the Phase 1 drill program at the Company’s Green River Potash Project in the renowned Paradox Basin, Utah.

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 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.

On behalf of the Board of Directors

“Mike Sieb”

“Rudy de Jonge”

Mike Sieb, President

Rudy de Jonge, CEO

THE CSE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ACCURACY OR ADEQUACY OF THIS RELEASE.

This news release includes certain statements that may be deemed “forward-looking statements”. The use of any of the words “anticipate”, “continue”, “estimate”, “expect”, “may”, “will”, “would”, “project”, “should”, “believe” and similar expressions are intended to identify forward-looking statements. Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. These statements speak only as of the date of this news release. Actual results could differ materially from those currently anticipated due to a number of factors and risks including various risk factors discussed in the Company’s disclosure documents which can be found under the Company’s profile on www.sedar.com.