



NEWS RELEASE

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

Vancouver, B.C., December 8, 2014: American Potash Corp. (the “**Company**”) (**AMP:CSE**) is pleased to announce the closing of the non-brokered private placement (“**Private Placement**”) announced on December 3, 2014.

The closing of 7,840,000 units (“**Units**”) for gross proceeds of \$627,200 was completed today. Each Unit, at a price of \$0.08 per Unit, is comprised of one common share of the Company (a “**Share**”) and one Share purchase warrant (a “**Warrant**”). Each Warrant is exercisable into one Share (a “**Warrant Share**”) for a period of 36 months from date of issuance at an exercise price of \$0.12 per Warrant Share. The Shares and Warrant Shares are subject to a four month hold period.

Finders’ fees of \$28,560 were paid, plus 357,000 finders’ warrants issued in connection with the closing of this Private Placement.

The net 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.

Following the closing of this Private Placement, the Company has 63,172,898 common shares issued and outstanding.

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”

Mike Sieb, President

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.