



NEWS RELEASE

American Potash Corp. Announces Shares for Debt Transaction and Resignation of Board Member

Vancouver, B.C., December 10, 2014: American Potash Corp. (the “**Company**”) (**AMP:CSE**) is pleased to announce that it has completed shares for debt agreements totalling \$81,001.71 with arm’s length and non-arm’s length creditors through the issuance of 1,012,521 common shares of the Company (“**Debt Shares**”) at a deemed issuance price of \$0.08 per common share. 767,125 of the Debt Shares will be issued to non-arm’s length parties.

The Company will also issue 75,000 common shares of the Company (“**Bonus Shares**”) pursuant to an employment agreement with the Company’s President Mike Sieb. Following the issuance of the Debt Shares and Bonus Shares, the Company will have an estimated 64,260,419 outstanding common shares.

The Company also announces the resignation of Mr. John Proust as a Director of the Company. The Company would like to thank Mr. Proust for his service to the Company and its shareholders during his tenure and wish him the best in his other endeavours.

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.