

**ORGANIC POTASH CORPORATION
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that an annual and special meeting of the shareholders of Organic Potash Corporation (the “**Corporation**”) will be held at the offices of the Corporation at **Suite 22, 10 Wilkinson Road, Brampton, Ontario, at 11:30 a.m. (Toronto time)** on Tuesday, December 18, 2012 (the “**Meeting**”), for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year ended June 30, 2012, together with the report of the auditors thereon;
2. to elect the directors of the Corporation;
3. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution re-appointing Collins Barrow Toronto LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors to fix the remuneration of the auditors, as more particularly set out in the accompanying management information circular;
4. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution ratifying and confirming the adoption of the Corporation’s stock option plan, including the reservation for issuance under the new stock option plan at any time of a maximum of 10% of the issued and outstanding shares of the Corporation; and
5. to transact such further and other business as may properly come before the Meeting or any adjournment thereof.

Details of the foregoing matters are contained in the accompanying management information circular of the Corporation.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its executed form of proxy with the Corporation’s transfer agent and registrar, **Valiant Trust Company (“Valiant”), Suite 710, 130 King St. W, Box 34, Toronto, ON, M5X 1A9 (Attention: Proxy Department), on or before 11:30 a.m. (Toronto time) on December 16, 2012**, or at least 48 hours, excluding Saturdays, Sundays and holidays, before any adjournment or postponement of the Meeting at which the proxy is to be used, or by delivering it to the Chair of the Meeting before the time of voting on the day of the Meeting or any adjournment thereof.

DATED: November 13, 2012.

**BY ORDER OF THE BOARD OF
DIRECTORS**

(signed) “Heather Welner”

Chief Executive Officer