

ORGANIC POTASH CORPORATION
ANNUAL MEETING OF SHAREHOLDERS
To be held June 29, 2017

NOTICE OF MEETING
AND
MANAGEMENT INFORMATION CIRCULAR

May 25, 2017

ORGANIC POTASH CORPORATION

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual 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 11:00 a.m. (Toronto time)** on Thursday June 29, 2016 (the “**Meeting**”), for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year ended June 30, 2016, together with the report of the auditors thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to reappoint Collins Barrow Toronto LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration; and
4. 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.

The record date for the determination of shareholders entitled to receive notice of and vote at the Meeting is May 25, 2017 (the “**Record Date**”). Only shareholders whose names were entered in the register of shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

A shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting. To be effective, the enclosed proxy must be received by the Corporation’s transfer agent and registrar, **Computershare Trust Company of Canada, 100 University Avenue 8th Floor, Toronto, Ontario M5J 2Y1 (Attention: Proxy Department)**, on or before 11:00 a.m. (Toronto time) on June 27, 2017, 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 chairperson of the Meeting prior to commencement of the Meeting.

DATED at Toronto, Ontario this 25th day of May, 2017.

**BY ORDER OF THE BOARD OF
DIRECTORS OF ORGANIC POTASH
CORPORATION**

(signed) “Heather Welner”

Heather Welner
Chief Executive Officer