

AMERICAN POTASH CORP.
(the “Company”)
DIRECTORS’ CONSENT RESOLUTIONS

We, the undersigned, being all of the Company’s directors, hereby consent to and adopt in writing the following resolutions dated as of December 12th, 2017.

NAME CHANGE

WHEREAS

- The Company seeks to change its name to “New Tech Lithium Corp.” (the “**Name Change**”);
- In connection with the Name Change, the Company seeks to adopt a new share certificate, in the form attached hereto as Schedule “A” (the “New Certificate”);
- The Company is required to prepare and file a Form 12 (“Form 12”) with Canadian Securities Exchange (the “Exchange”);
- The Company is required to prepare and file a Notice of Alteration (the “Notice of Alteration”) with the Registrar of Companies of British Columbia (the “Registrar”) to effect the Name Change; and
- The Board has determined that it is in the best interest of the Company to approve the Name Change and the New Certificate;

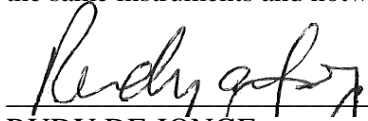
BE IT RESOLVED THAT

- The Name Change and the New Certificate be and is hereby authorized and approved, subject to approval of the Exchange;
- Any one director of the Company be and is hereby authorized to sign the Form 12 and the Company be and is hereby authorized to file the Form 12 with the Exchange;
- Any one director of the Company be and is hereby authorized to sign the Notice of Alteration and the Company be and is hereby authorized to file the Notice of Alteration with the Registrar;
- Any one director or officer of the Company be and is hereby authorized to and directed, as the “Authorized Signatory” of the Company, to:
 - (a) execute and deliver for and on behalf of the Company, under the common seal of the Company or otherwise, all agreements, directions, certificates, acknowledgements, instructions, receipts, instruments and other documents of any kind whatsoever in such form and with such amendments or variations as the Authorized Signatory deems necessary, appropriate or expedient in the circumstances, and
 - (b) do or cause to be done all such other acts or things for or on behalf of the Company as may be, in the Authorized Signatory’s sole discretion, necessary, appropriate or expedient in the circumstances,

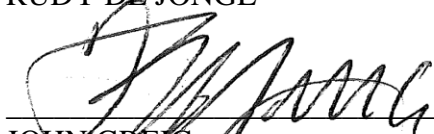
- for the purpose of giving effect to these resolutions and the completion of the matters contemplated herein, and the execution and delivery by the Authorized Signatory of any agreement, direction, certificate, acknowledgement, instruction, receipt, instrument or other document of any kind whatsoever in the name of or on behalf of the Company in connection with any transaction or matter contemplated by these resolutions shall be binding on the Company and shall be conclusively presumed to be the act of the Company; and
- This instrument may be signed in counterparts and such counterparts together shall constitute one and the same instrument. A facsimile transmission or other means of electronic communication capable of producing a printed copy hereof signed by any person named below will be sufficient to establish the signature of that person and to constitute the consent in writing of that person to the foregoing resolutions and, notwithstanding the date of execution, shall be deemed to be executed as of the date first set forth above.

EXECUTION IN COUNTERPART

IT IS RESOLVED THAT these resolutions may be signed by the directors in as many counterparts as may be necessary, each of which so signed shall be deemed to be an original (and each signed copy sent by electronic facsimile transmission shall be deemed to be an original), and such counterparts together shall constitute one and the same instruments and notwithstanding the date of execution shall be deemed to bear the date set forth above.



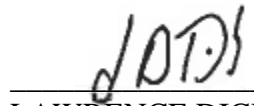
RUDY DE JONGE




JOHN GREIG



KENNETH HOLMES



LAWRENCE DICK



KENT AUSBURN