



Dec. 08, 2014

**POSTED IN LISTINGS DISCLOSURE HALL**

CSE  
220 Bay Street, 9<sup>th</sup> Floor  
Toronto, ON  
M5J 2W4

Dear Sirs/Mesdames

**Re: American Potash Corp. (the “Company”) – Confirmation of Receipt of Private Placement Proceeds**

The Company has closed a non-brokered private placement of 7,840,000 units (“Units”), announced on December 3, 2014, and in accordance with section 2.7 of CNSX Policy 6 *Distributions*, the Company confirms that it has received gross proceeds of \$627,200. Finders’ fees of \$28,560 were paid and 357,000 finder’s warrants were issued to qualified finders, for net proceeds of \$598,640.

The Company now has 63,172,898 common shares issued and outstanding.

Yours truly,

*“Mike Sieb”*

Mike Sieb,  
President