

December 8, 2014

Canadian Securities Exchange  
220 Bay Street, 9th Floor  
Toronto, Ontario  
M5J 2W4

Dear Sirs/Mesdames:

**Re: American Potash Corp. (the “Company”)**

We have been requested to provide this opinion in connection with the issue by the Company on December 8, 2014 of 7,840,000 units (“Units”) to certain subscribers at a price of \$0.08 per Unit. Each Unit is comprised of one common share of the Company (a “Share”) and one common share purchase warrant (a “Warrant”). Each Warrant will entitle the holder to purchase one common share of the Company (a “Warrant Share”) until December 8, 2017 at an exercise price of \$0.12 per Warrant Share.

For the purposes of the opinions expressed herein, we have examined originals or copies, certified or identified to our satisfaction, of such corporate records of the Company, certificates of public officials, officers of the Company and such other documents and have considered such questions of law and made such other investigations as we have deemed relevant or necessary as a basis for the opinions expressed herein. We have assumed the legal capacity of all individuals, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to authentic original documents of all documents submitted to us as certified, conformed, electronic or photostatic copies or facsimiles thereof, and the completeness, truth and accuracy of all facts set forth in official public records and certificates and other documents supplied by public officials (in written form or by electronic or facsimile transmission).

We are solicitors qualified to carry on the practice of law in the Province of British Columbia only and we express no opinion as to any laws or matters governed by any laws other than the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

Whenever our opinion refers to securities of the Company, whether issued or to be issued, as being “fully paid and non-assessable”, such opinion indicates that the holder of such securities cannot be required to contribute any further amounts to the Company by virtue of its status as holder of such securities, either in order to complete payment for the securities, to satisfy claims of creditors or otherwise. No opinion is expressed as to actual receipt by the Company of the consideration for the issuance of such securities or as to the adequacy of any consideration received.

Based and relying upon and subject to the foregoing, we are of the opinion that at the date hereof:

1. The Shares have been validly issued as fully paid and non-assessable shares of the Company.
2. The Warrants have been created and validly issued and the Warrant Shares issuable upon exercise of the Warrants have been allotted and reserved for issuance and, upon the due exercise of the Warrants in accordance with the terms thereof, the Warrant Shares will be validly issued as fully paid and non-assessable shares of the Company

This opinion is rendered solely to the Canadian Securities Exchange and may not be used or relied upon by any other person, nor quoted from or referred to in any documents without our prior written consent.

Yours truly,

**McCULLOUGH O'CONNOR IRWIN LLP**