

FORM 6

CERTIFICATE OF COMPLIANCE

TO: CANADIAN NATIONAL STOCK EXCHANGE (“CSE”)

AMERICAN POTASH CORP. (the “Issuer”) hereby certifies to CSE

that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CSE Requirements (as defined in CSE Policy 1).

Date: December 8, 2014

Signed: “*Mike Sieb*”

Mike Sieb
(Print Name)

President
(Print Office)