

## FORM 7

### **MONTHLY PROGRESS REPORT**

Name of CNSX Issuer: **Organic Potash Corporation** (the "Issuer").

Trading Symbol: **OPC**

Number of Outstanding Listed Securities: **70,491,919**

Date: **February 5, 2015**

This Monthly Progress Report must be posted before the opening of trading on the fifth trading day of each month. This report is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the CNSX Policies. If material information became known and was reported during the preceding month to which this report relates, this report should refer to the material information, the news release date and the posting date on the CNSX.ca website.

This report is intended to keep investors and the market informed of the Issuer's ongoing business and management activities that occurred during the preceding month. Do not discuss goals or future plans unless they have crystallized to the point that they are "material information" as defined in the CNSX Policies. The discussion in this report must be factual, balanced and non-promotional.

#### **General Instructions**

- (a) Prepare this Monthly Progress Report using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the items must be in narrative form. State when the answer to any item is negative or not applicable to the Issuer. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

#### **Report on Business**

1. **Provide a general overview and discussion of the development of the Issuer's business and operations over the previous month. Where the Issuer was inactive disclose this fact.**

- Continuously in discussion with major food companies
  - The Company has signed a potassium carbonate sales agreement which allows for sales of up to 15MT per month. Upon the Company completing its current financing and finalizing changes to the plant, the Company will remain focused on optimizing sales quantities under the

agreement.

- The Company has received a letter of intent from a large cocoa producer and food distributor expressing interest in purchasing from the Company quantities in excess of 25MT per month upon the Company completing required certifications to sell to the food industry.
- The Company is also in discussions with other potential customers, including one who consumes approximately 720MT of potassium carbonate on a monthly basis.
- The Company has completed a number of small sales to local soap and cosmetic companies, where it has the potential for market penetration.
- Progressing on obtaining certifications and enhancing facility as required to meet regulations to allow for sales of product into the food industry.
- The Company has been in discussion with international engineering firms with regards to upgrading to a new location and larger scale plant which it plans to implement pending financing

**2. Provide a general overview and discussion of the activities of management.**

Management has continued to work on its business plan to produce and sell potassium carbonate through the patented process it has licensed allowing it to convert cocoa husks to potassium carbonate.

**3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.**

This item is not applicable to the Issuer for the current month.

**4. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.**

This item is not applicable to the Issuer for the current month.

**5. Describe any new business relationships entered into between the Issuer, the Issuer's affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.**

This item is not applicable to the Issuer for the current month.

- 6. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties or cancellation of any financing arrangements that have been previously announced.**

This item is not applicable to the Issuer for the current month.

- 7. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.**

This item is not applicable to the Issuer for the current month.

- 8. Describe the acquisition of new customers or loss of customers.**

This item is not applicable to the Issuer for the current month.

- 9. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.**

This item is not applicable to the Issuer for the current month.

- 10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.**

This item is not applicable to the Issuer for the current month.

- 11. Report on any labour disputes and resolutions of those disputes if applicable.**

This item is not applicable to the Issuer for the current month.

- 12. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.**

This item is not applicable to the Issuer for the current month.

**13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.**

This item is not applicable to the Issuer for the current month.

**14. Provide details of any securities issued and options or warrants granted.**

On June 26, 2014, the Company announced that it has executed term sheets for advances totalling USD \$2,100,000 via the issuance of convertible debentures. The debentures will The terms of the Debentures are five year first priority debentures bearing 5% interest annually. The funds will be advanced in four draws, twenty days apart. No interest will be calculated or payable until six months after the date of the last advance and the Company has the option to convert the interest payments to common shares. All conversions for the Debentures are at USD 0.06 cents per share. OPC shall create a new voting Class "A" Special share, non-participating, non-dividend bearing, cancellable on default, redemption or conversion of the Debentures in whole or in part. The Debenture holders shall be granted the new Class "A" Shares equal to the funds advanced divided by USD 0.06 cents per share. The Debenture holders will be granted two Board positions and one position on the audit committee.

The Company has received signed subscription agreements from the investors, and the debenture holders have agreed to take a second security position to the new investors and created the required new class of shares. The financing remains contingent on receipt of the cash proceeds.

Security	Number Issued	Details of Issuance	Use of Proceeds <sup>(1)</sup>

*(1) State aggregate proceeds and intended allocation of proceeds.*

**15. Provide details of any loans to or by Related Persons.**

This item is not applicable to the Issuer for the current month.

**16. Provide details of any changes in directors, officers or committee members.**

This item is not applicable to the Issuer for the current month.

**17. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.**

The Company is consistently monitoring the prices of Potash and Potassium Carbonate and any trends which affect the pricing.

## Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there were is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNSX 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 CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated

**February 5, 2015**

**Heather Welner**

Name of Director or Senior  
Officer

**"Heather Welner"**

Signature

**President & Director**

Official Capacity

<b>Issuer Details</b> Name of Issuer  Organic Potash Corporation	For Month End  January 31, 2015	Date of Report YY/MM/D  2015/02/05
Issuer Address 10 Wilkinson Road, Unit 22		
City/Province/Postal Code Brampton, ON, L6T 5B1	Issuer Fax No. (905)452-8135	Issuer Telephone No. (905)452-8060
Contact Name  Heather Welner	Contact Position President & Director	Contact Telephone No.  (905)452-8060
Contact Email Address heather.welner@organicpotash.com	Web Site Address www.organicpotash.com/	