

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

American Potash Corp. (AMP - C)  
1100 – 1111 Melville St.  
Vancouver, B.C. Canada  
V6E 3V6

**Item 2 Date of Material Change**

August 12, 2015

**Item 3 News Release**

On August 12, 2015, a news release was issued and filed with regulatory authorities in Canada.

**Item 4 Summary of Material Change**

The Company announced that Sweetwater River Resources, LLC has filed a petition to the federal Bureau of Land Management (“BLM”) for reinstatement of 12 potash prospecting permits.

The Company will shepherd the petition through the process.

The 12 Permits that were issued are subject to a term of two years, effective date of March 01, 2014

**Item 5 Full description of Material Change**

See August 12<sup>th</sup>, 2015 News Release attached as Schedule “A”.

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7 Omitted Information**

No information has been omitted.

**Item 8 Executive Officer**

The following executive officer of the Company is knowledgeable about the material change and may be contacted regarding the change:

Mike Sieb, President  
604-558-4955

**Item 9**

**Date of Report**

August 13, 2015

## **SCHEDULE "A"**

### **NEWS RELEASE**

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#### **American Potash Corp. Announces Filing for Reinstatement of Permits**

**Vancouver, B.C., August 12, 2015.** **American Potash Corp. (CSE: AMP)** (the "Company" or "American Potash") announces that Sweetwater River Resources, LLC ("Sweetwater") has filed a petition to the federal Bureau of Land Management ("BLM") for reinstatement of 12 potash prospecting permits ("Petition").

The Company has the right to acquire a 100% interest in the 12 prospecting permits through an option agreement with Sweetwater (refer to Company press release dated June 3, 2009). The 12 permits were issued to Sweetwater for a term of two years with an effective date of March 01, 2014 (refer to Company press release dated Feb. 18, 2014), however due to an inadvertent oversight, rental was not paid by the permit anniversary date.

The Mineral Leasing Act provides for the reinstatement of prospecting permits pursuant to 30 U.S.C. § 285, which incorporates by reference the procedures applicable to oil and gas leases ("Provisions"). The Provisions allow for the reinstatement of the permits, if the failure to pay the rental was inadvertent, if payment is provided for the required amount of back rental owed and subject to BLM approval.

The Petition requests that BLM extend the term of the reinstated prospecting permit for the time necessary to ensure that the Company has the opportunity to enjoy the full two year term of the permit as though the termination had never occurred.

The Company will endeavour to shepherd the petition through the process as expeditiously as possible.

The Company looks forward to the positive conclusion of the reinstatement application process, where after the Company can continue to fulfill its obligations under the terms of the prospecting permits and complete the Exploration Plan<sup>1</sup>.

The Company will provide updates on a timely basis, as it is informed, in relation to the reinstatement of the potash prospecting permits.

The Company, through a wholly owned subsidiary, American Potash LLC, a Nevada limited liability corporation, continues to hold 11 State potash leases totalling 2,850 hectares (7,050 acres) separate to the 12 federal potash Prospecting Permits currently under application for reinstatement. In addition, the Company maintains 11 federal Potash Prospecting Permit applications, all of which constitute the Green River Potash Project.

For additional details regarding the Company and the Green River Potash Project please visit the Company's website at [www.americanpotashcorp.com](http://www.americanpotashcorp.com).

**On behalf of the Board of Directors**

*"Mike Sieb"*  
**Mike Sieb, President**

*"Rudy De Jonge"*  
**Rudy De Jonge, CEO**

*Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.*

*Statements in this press release other than purely historical information, including statements relating to the Company's future plans and objectives or expected results, are "Forward-Looking Statements" within the meaning of Section 21E of the United States Securities Exchange Act of 1934, as amended and Canadian securities laws. Forward Looking Statements are based on numerous assumptions and are subject to all of the risks and uncertainties inherent in the Company's business, including risks inherent in resource exploration and development and even though the Provisions define a regulatory procedure and means for reinstatement of the prospecting permits, the Company can provide no guarantee or assurance as to whether the outcome will transpire as petitioned. As a result, actual results may vary materially from those described in the Forward Looking Statements.*

*Key assumptions upon which the Company's forward-looking statements and information are based include, but not limited to: the price of potash will rise and not fall significantly; the Company's ability to secure new financing to continue its exploration and development activities; there being no significant changes in the ability of the Company to comply with environmental, safety and other regulatory requirements; the Company's ability to obtain regulatory approvals in a timely manner; and the Company's ability to achieve its growth strategy. These assumptions should be considered carefully by readers. Readers are further cautioned that the foregoing list of assumptions is not exhaustive. Although the Company believes that the assumptions on which the forward-looking statements or information are made are reasonable, based on the information available to the Company on the date such statements were made, no assurances can be given as to whether these assumptions will prove to be correct.*