

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Please complete the following:

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

Trading Symbol: GOP .

Date: September 24, 2012 .

Is this an updating or amending Notice: ☒ Yes ☐ No

If yes provide date(s) of prior Notices: July 9, 2012 and May 18, 2012 .

Issued and Outstanding Securities of Issuer Prior to Issuance: 64,325,252 .

Date of News Release Announcing Private Placement: May 18, 2012, July 9, 2012, September 19, 2012 .

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.10 and \$0.07

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relations -hip to Issuer (2)
Ian Moddison, Limehouse, Ontario	5 convertible debentures	\$50,000	\$0.10	s. 2.3 of NI 45-106	Nil	September 18, 2012	None
Darren Halman, Brooklin, Ontario	1 convertible debenture	\$10,000	\$0.10	s. 2.3 of NI 45-106	Nil	September 18, 2012	None

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relations -hip to Issuer (2)
James Brown, Oakville, Ontario	1 convertible debenture	\$10,000	\$0.10	s. 2.3 of NI 45-106	Nil	September 18, 2012	None
Milton A. Davis, Toronto, Ontario	1 convertible debenture	\$10,000	\$0.10	s. 2.3 of NI 45-106	Nil	September 18, 2012	None
Premium Plus Property Services, Woodbridge, Ontario	2 convertible debentures	\$20,000	\$0.10	s. 2.3 of NI 45-106	Nil	September 18, 2012	None
Darren Nebres, Brooklin, Ontario	1 convertible debenture	\$10,000	\$0.10	s. 2.3 of NI 45-106	Nil	September 18, 2012	None
Heather Welner, Caledon, Ontario	5 convertible debentures	\$50,000	\$0.10	s. 2.3 of NI 45-106	4,962,500 common shares	September 18, 2012	Director and officer
Bryan H. Held, Brampton, Ontario	2 convertible debentures	\$20,000	\$0.10	s. 2.3 of NI 45-106	200,000 common shares and convertible securities for 100,000	September 18, 2012	None
Barbara J. Held, Brampton, Ontario	1 convertible debenture	\$10,000	\$0.10	s. 2.3 of NI 45-106	Nil	September 18, 2012	None

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relations -hip to Issuer (2)
Allen Church, Etobicoke, Ontario	1 convertible debenture	\$10,000	\$0.10	s. 2.3 of NI 45-106	Nil	September 18, 2012	None
Transition Investments Limited, Woodbridge, Ontario	2 convertible debentures	\$20,000	\$0.10	s. 2.3 of NI 45-106	Nil	September 18, 2012	None
Aloe Financial Inc., Toronto, Ontario	1 convertible debenture	\$10,000	\$0.10	s. 2.3 of NI 45-106	Nil	September 18, 2012	None
Richard L. Sher and Annabelle E. Sher, Baltimore, MD	2 convertible debentures	\$20,000	\$0.10	s. 2.3 of NI 45-106	Nil	September 18, 2012	None
Fitzroy Holdings Ltd., Turks and Caicos, British West Indies	5 convertible debentures	\$50,000	\$0.10	s. 2.3 of NI 45-106	Nil	September 18, 2012	None

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

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1. Total amount of funds to be raised: \$1,500,000 .
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. The debenture financing proceeds shall be used to complete the Issuer's K2 prototype plant and for general corporate purposes.
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: Not applicable .
4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities.
5. Description of securities to be issued:
 - (a) Class Secured convertible debentures .
 - (b) Number Up to 150 debentures with a minimum par value of \$10,000 each .
 - (c) Price per security Minimum \$10,000 par value per debenture .
 - (d) Voting rights Not applicable .
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number The debenture will be convertible at the holder's option into units of the Issuer at \$0.10 per unit at any time after six months from the date of advance of the funds and prior to the maturity date of May 31, 2015. Each debenture is convertible at the option of the Issuer if at any time prior to the maturity date, the volume weighted average trading price on the Canadian National Stock Exchange or any stock exchange for any ten consecutive trading days exceeds \$0.25. Upon conversion, each unit is comprised of one common share and one-half of one common share purchase warrant. Each full warrant entitles the holder to subscribe for one common share of the Issuer at an exercise price of \$0.30 per share for a period of three years following the closing date. If during the term of the warrants, the closing price per common share on the Canadian National Stock Exchange or any other stock exchange is not less than \$0.45 for ten consecutive trading days, warrant holders will have 15 days to exercise their warrants, after which time the warrants will expire .
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) Each debenture is convertible at \$0.10 per

unit, each unit comprising of one common share and one-half of one common share purchase warrant. Each full warrant is exercisable at \$0.30.

- (c) Exercise price \$0.10 .
- (d) Expiry date The convertible debenture is convertible into common shares and warrants six months from the date of the advance of funds and prior to the maturity date, May 31, 2015.

7. Provide the following information if debt securities are to be issued:

- (a) Aggregate principal amount convertible debentures in par value multiples of \$10,000 .
- (b) Maturity date May 31, 2015 .
- (c) Interest rate 10% per annum, payable semi-annually .
- (d) Conversion terms The debenture will be convertible at the holder's option into common shares of the Issuer at \$0.10 per share at any time after six months from the date of advance of the funds and prior to the maturity date. In addition, the holder shall receive, for each common share received on conversion, one-half of one common share purchase warrant. Each full warrant entitles the holder to subscribe for one common share of the Issuer at an exercise price of \$0.30 per share for a period of three years following the closing date. If during the term of the warrants, the closing price per common share on the Canadian National Stock Exchange or any other stock exchange is not less than \$0.45 for ten consecutive trading days, warrant holders will have 15 days to exercise their warrants, after which time the warrants will expire .
- (e) Default provisions On the occurrence of an event of default (as defined in the debenture), the holder may, in his, her or its discretion, declare the principal owing under the debenture, together with interest at the rate of 10% on the principal amount then outstanding, to be immediately due and payable to the holder, anything herein to the contrary notwithstanding, and the Issuer shall immediately pay to the Holder such principal and interest of 10% on the principal amount owing under the debenture. In addition, the secured interest becomes and is enforceable against the Issuer upon the occurrence and during the continuance of an event of default.

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):

- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A .
- (b) Cash Not applicable .
- (c) Securities Not applicable .
- (d) Other Not applicable .
- (e) Expiry date of any options, warrants etc. Not applicable .
- (f) Exercise price of any options, warrants etc. Not applicable .
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship _____
Not applicable .
10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).
Not applicable .
11. State whether the private placement will result in a change of control.
Not applicable .
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. Not applicable

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13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by Multilateral Instrument 45-102.

2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: Not applicable

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2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: Not applicable
3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
- (a) Total aggregate consideration in Canadian dollars: N/A
 - (b) Cash: N/A
 - (c) Securities (including options, warrants etc.) and dollar value: N/A
 - (d) Other: N/A
 - (e) Expiry date of options, warrants, etc. if any: N/A
 - (f) Exercise price of options, warrants, etc. if any: N/A
 - (g) Work commitments: N/A
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: N/A
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:
- N/A

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: N/A
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): N/A
- (b) Cash N/A
- (c) Securities N/A
- (d) Other N/A
- (e) Expiry date of any options, warrants etc. N/A
- (f) Exercise price of any options, warrants etc. N/A
9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. N/A
10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. N/A

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 on behalf of the Issuer.
2. As of the date hereof there is not 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 9 Notice of Private Placement is true.

Dated September 24, 2012.

Heather Welner
Name of Director or Senior
Officer

"Heather Welner"
Signature

President and CEO
Official Capacity