

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON OCTOBER 12, 2017

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares of IC Potash Corp. (the “**Company**”) will be held at the offices of Gardiner Roberts LLP, Bay Adelaide Centre, East Tower, 22 Adelaide Street West, Suite 3600, Toronto, Ontario, M5H 4E3 on Thursday, October 12, 2017 at 2:00 p.m. (EST), for the following purposes:

1. to approve the transfer of the Company’s indirectly-held interest in Intercontinental Potash Corp. (USA) and therefore the Company’s interest in the Ochoa property (the “**Settlement Resolution**”);
2. to re-approve the stock option plan of the Company (the “**SOP**), subject to any limitations imposed by applicable regulations, rules, policies, and laws;
3. to ratify and confirm the By-law amendment to permit the Company to issue uncertificated securities;
4. to approve the change of name of the Company from “IC Potash Corp.” to such other name as may be acceptable to the Board of Directors of the Company, Industry Canada and applicable regulatory authorities; and
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying management information circular (the “**Circular**”). The Circular is deemed to form part of this notice of Meeting. Please read the Circular carefully before you vote on the matters being transacted at the Meeting.

YOU HAVE THE RIGHT TO VOTE

Registered shareholders (the “**Registered Shareholders**”) of Common Shares of the Company (the “**Common Shares**”) are entitled to receive notice of and vote at the Meeting, or any postponement or adjournment thereof, if they were a Registered Shareholder at the close of business on September 7, 2017.

YOU ARE ENTITLED TO DISSENT RIGHTS

Registered shareholders (the “**Registered Shareholders**”) of Common Shares of the Company (the “**Common Shares**”) have the right to dissent with respect to the Settlement Resolution, if the Settlement Resolution becomes effective, and to be paid the fair value of their Common Shares

in accordance with the provisions of section 190 of the *Canada Business Corporations Act* (the “**CBCA**”). A Registered Shareholder’s right to dissent is more particularly described in the Circular. The text of section 190 of the CBCA is set forth in Appendix “F” to the accompanying Circular. A dissenting Registered Shareholder must send a written objection to the Settlement Resolution, which written objection must be received by the Company or the Chairman of the Meeting on or before the date of the Meeting.

Failure to strictly comply with the requirements set forth in section 190 of the CBCA may result in the loss of any right to dissent. Persons who are beneficial owners of Common Shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that only the registered holders of Common Shares are entitled to dissent. Accordingly, a beneficial owner of Common Shares desiring to exercise the right to dissent must make arrangements for the Common Shares beneficially owned by such holder to be registered in the holder’s name prior to the time the written objection to the Settlement Resolution is required to be received by the Company or, alternatively, make arrangements for the registered holder of such Common Shares to dissent on behalf of the holder.

VOTING YOUR SHARES

We value your opinion and participation in the Meeting as a shareholder of the Company. It is important that you exercise your vote, either in person at the Meeting, by telephone, internet, using your Smartphone or by completing and returning the enclosed form of proxy.

As provided in the *Canada Business Corporations Act*, shareholders registered on the books of the Company at the close of business on September 7th, 2017 are entitled to notice of the Meeting.

Voting Your Shares in Person

Registered Shareholders: Those Shareholders who own shares in their own name, may simply attend the Meeting to vote their shares in person.

Beneficial Shareholders: Those shareholders who own shares through a brokerage company or intermediary and not registered in their own name may also vote their shares in person, however, they must also complete and send the attached voting instruction form or form of proxy, as applicable to the Company’s Transfer Agent Computershare, by no later than 48 hours prior to the Meeting date, (by Tuesday, October 10, 2017 at 2:00 pm (EST)), inserting their own name as the person to vote their shares in person at the Meeting.

Please date, sign AND print your name in the box found on the form of proxy (see below) and return your form of proxy to the Transfer Agent. You can then attend the Meeting in person to vote your shares.



Appointment of Proxyholder

I/We being holder(s) of IC POTASH CORP. hereby appoint: Mehdi Azodi, CEO, or failing him, Hon. Pierre Pettigrew, Director, or failing him, Kevin Strong, CFO,

OR

Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

Voting Your Shares by Telephone or Internet

Shareholders who are unable to attend the Meeting in person or any adjournment thereof, may vote their shares by telephone, internet or using your Smartphone.



Toll Free Telephone:

1-866-732-VOTE (8683)



Internet:

www.investorvote.com



Smartphone:

Scan the QR code on the form of proxy.



Voting your Shares by Proxy

Shareholders who are unable to attend the Meeting in person or any adjournment thereof, may vote their shares by proxy. Please simply date, sign and return the accompanying form of proxy or voting instruction form, as applicable, for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy or voting instruction form must be mailed or faxed so as to reach or be deposited with the Company's transfer agent, Computershare Trust Company of Canada by fax at 1-866-249-7775 or 416-263-9524 or by mail or hand delivery at the address noted below:

Transfer Agent:

Computershare Trust Company of Canada
9th Floor, 100 University Avenue
Toronto, Ontario M5J 2Y1

not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the time set for the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting, in his or her discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.



DATED at Toronto, Ontario as of the 11th day of September 2017.

BY ORDER OF THE BOARD OF DIRECTORS

A handwritten signature in blue ink, appearing to read 'Mehdi Azodi', is written over a horizontal line.

Mehdi Azodi
Chief Executive Officer