



8th Floor, 100 University Avenue
 Toronto, Ontario M5J 2Y1
 www.computershare.com

Security Class

Holder Account Number

 Fold

Form of Proxy - Special Meeting to be held on October 12, 2017

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

 Fold

Proxies submitted must be received by 2:00 PM (Eastern Time) on October 10, 2017.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site:
www.investorvote.com
- **Smartphone?**
 Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your **CONTROL NUMBER** listed below.

CONTROL NUMBER



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.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Special Meeting of shareholders of IC Potash Corp. to be held at the offices of Gardiner Roberts, Bay Adelaide Centre, East Tower, 22 Adelaide Street West, Suite 3600, Toronto, ON, M5H 4E3, on October 12, 2017 at 2:00 PM (Eastern Time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

For **Against**

1. The Settlement

A special resolution authorizing Intercontinental Potash Corp., a company owned and operated by the Corporation, to transfer 100% of the issued and outstanding common shares of Intercontinental Potash Corp. (USA) ("ICP(USA)") which it currently owns, back to ICP(USA) all on the terms and subject to the conditions contained in the Definitive Agreement dated as of September 11, 2017 among the Corporation, Intercontinental Potash Corp, ICP(USA) and Pangaea Two Acquisition Holdings XI, LLC, Pangaea Two Acquisition Holdings XIB, LLC and Cartesian Capital Group, LLC.

Fold

For **Against**

2. Re-Approve Stock Option Plan

To approve a resolution re-approving the stock option plan of the Company, subject to any limitations imposed by applicable regulations, rules, policies, and laws and to authorize the board to make such updates and amendments as may be required by law or to comply with the policies and procedures of the Company from time to time.

For **Against**

3. By-Law Amendment

To ratify and approve a resolution approving the amendment of by-law no. 1 to permit uncertificated shares.

For **Against**

4. Name Change

To approve a special resolution approving the amendment of articles of incorporation of the Company to change the name of the Company from "IC Potash Corp." to such other name as the Board of Directors, in its sole discretion, deems appropriate.

For **Against**

5. Transact Other Business

At the nominee's discretion to vote upon any amendments or variations to matters specified in the notice of the Meeting or upon any other matters as may properly come before the Meeting or any adjournment or adjournments thereof.

Fold

Authorized Signature(s) - This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.

Signature(s)

Date

DD / MM / YY



TECQ

258410

AR0

