

GENSOURCE POTASH CORPORATION
NOTICE OF THE ANNUAL AND SPECIAL MEETING
OF HOLDERS OF COMMON SHARES
TO BE HELD ON JUNE 1, 2018

To the Holders of Common Shares:

Notice is hereby given that an annual and special meeting (the “**Meeting**”) of the holders of common shares (the “**Common Shares**”) of GENSOURCE POTASH CORPORATION (the “**Company**”) will be held at Suite 202 2nd Floor, The Tower at Midtown, 201-1st Avenue South, Saskatoon, Saskatchewan, S7K 1J5 at 9:00 a.m. (Saskatoon time) on Friday, June 1, 2018, for the following purposes:

- (1) to receive the audited financial statements of the Company, together with the report of the auditor thereon, for the year ended December 31, 2017;
- (2) to elect the directors of the Company for the ensuing year;
- (3) to appoint the auditor of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
- (4) to consider, and if deemed advisable, pass a resolution re-approving the Company’s rolling stock option plan; and
- (5) to transact such further and other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying management information circular and the schedules thereto.

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is April 13, 2018 (the “**Record Date**”). Shareholders of the Company whose names have been entered in the register of shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

A shareholder may attend the Meeting in person or may be represented by proxy. Registered shareholders are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof even if you do plan to attend the Meeting in person. To be effective, the enclosed proxy must reach or be deposited with the Company c/o TSX Trust Company, Attn: Proxy Department, 301-100 Adelaide Street West, Toronto, Ontario, M5H 4H1, (the “Registrar”), or by facsimile at 1-(416)-595-9593 not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time set for the Meeting or any adjournment thereof. Alternatively, as described further in the accompanying form of proxy, proxies may be voted using the Internet at www.voteproxyonline.com. The Chairman of the Meeting may waive the proxy cut-off without notice.

The instrument appointing a proxy shall be in writing and shall be executed by the shareholder or his or her attorney authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized.

The persons named in the enclosed form of proxy are directors and/or officers of the Company. Each shareholder has the right to appoint a proxyholder other than such persons, who need not be a shareholder, to attend and to act for such shareholder and on behalf of such shareholder at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the shareholder’s appointee should be legibly printed in the blank space provided.

In the event of a strike, lockout or other work stoppage involving postal employees, all documents required to be delivered by a shareholder should be delivered by facsimile to the Registrar at **1-(416)-595-9593** or using the internet at **www.voteproxyonline.com**..

Dated at Saskatoon, Saskatchewan this 13th day of April 2018.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) Michael J. Ferguson

Michael J. Ferguson
Chairman of the Board of Directors