

NORTH AMERICAN POTASH DEVELOPMENTS INC.

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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of the Shareholders of **NORTH AMERICAN POTASH DEVELOPMENTS INC.** (hereinafter called the “**Company**”) will be held on **Friday, September 28, 2018**, at Suite 2200 – 885 West Georgia Street, Vancouver, British Columbia at the hour of 10:30 a.m. (Pacific Daylight Time) for the following purposes:

1. To receive and consider the audited financial statements of the Company for the fiscal years ended May 31, 2017 and 2016, and the Auditor’s Reports thereon.
2. To re-appoint Davidson & Company LLP, Chartered Professional Accountants, as the Company’s auditor for the ensuing year, at remuneration to be fixed by the directors of the Company.
3. To set the number of directors for the ensuing year at three (3).
4. To elect directors of the Company to hold office for the ensuing year.
5. To re-approve the Company’s Stock Option Plan.
6. To approve the creation of a new “Control Person” as defined under the policies of the TSX Venture Exchange which would result from the conversion of 10,000,000 subscription receipts by The Emprise Special Opportunities Fund (2017) LP, as more particularly described in the Company’s Information Circular.
7. To transact such other business as may properly be transacted at the Meeting or at any adjournment thereof.

An information circular, containing details of matters to be considered at the Meeting, accompanies this notice.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder’s shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the information circular. As set out in this notice, the enclosed proxy is solicited by management, but, you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided, the name of the person you wish to represent you at the Meeting

DATED at Vancouver, British Columbia, this 29th day of August, 2018.

By Order of the Board of Directors
NORTH AMERICAN POTASH DEVELOPMENTS INC.

“Scott Ackerman”

Scott Ackerman
President, CEO, CFO, Corporate Secretary and Director