

NORTH AMERICAN POTASH DEVELOPMENTS INC.

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INFORMATION CIRCULAR

(containing information as at August 29, 2018 unless indicated otherwise)

**For the Annual General and Special Meeting
to be held on Friday, September 28, 2018**

SOLICITATION OF PROXIES

This information circular is furnished in connection with the solicitation of proxies by the management of NORTH AMERICAN POTASH DEVELOPMENTS INC., (the “Company” or “NAP”) for use at the Annual General and Special Meeting (the “Meeting”) of the shareholders (the “Shareholders”) of the Company, to be held on Friday, September 28, 2018 at the time and place and for the purposes set forth in the accompanying notice of meeting and at any adjournment thereof. The enclosed instrument of proxy is solicited by the management of the Company. The solicitation will be primarily by mail, however, proxies may be solicited personally or by telephone by the regular officers and employees of the Company. The cost of solicitation will be borne by the Company.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying form of proxy are directors and/or officers of the Company. **A Shareholder has the right to appoint a person (who need not be a Shareholder) to attend and act on the Shareholder’s behalf at the Meeting other than the persons named in the accompanying form of proxy. To exercise this right, a Shareholder shall strike out the names of the persons named in the accompanying form of proxy and insert the name of the Shareholder’s nominee in the blank space provided, or complete another instrument of proxy.** A proxy will not be valid unless it is duly completed, signed and deposited with the Company’s registrar and transfer agent, Computershare Trust Company of Canada (“**Computershare**”) by hand or mail at 100 University Avenue, 9th floor, Toronto, Ontario, M5J 2Y1, or by fax within North America at 1-866-249-7775 or outside North America at 1-416-263-9524 not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof. A proxy must be signed by the Shareholder or by his attorney in writing, or, if the Shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer.

A Shareholder who has given a proxy may revoke it at any time before it is exercised. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or by his attorney authorized in writing, or, if the Shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer and deposited by hand or mail with Computershare at 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, or by fax within North America at 1-866-249-7775 or outside North America at 1-416-263-9524, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it, at which the proxy is to be used, or to the Chairperson of the Meeting on the day of the Meeting or any adjournment of it. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

These security holder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

VOTING OF SECURITIES AND EXERCISE OF DISCRETION OF PROXIES

On any poll, the persons named in the enclosed instrument of proxy will vote the shares in respect of which they are appointed. Where directions are given by the Shareholder in respect of voting for or against any resolution, the proxyholder will do so in accordance with such direction.

IN THE ABSENCE OF ANY INSTRUCTION IN THE PROXY, IT IS INTENDED THAT SUCH SHARES WILL BE VOTED IN FAVOUR OF THE MOTIONS PROPOSED TO BE MADE AT THE MEETING AS STATED UNDER THE HEADINGS IN THIS INFORMATION CIRCULAR.

The instrument of proxy enclosed, when properly signed, confers discretionary authority with respect to amendments or variations to the matters which may properly be brought before the Meeting. At the time of printing this information circular, the management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to the management should properly come before the Meeting, the proxies hereby solicited will be voted on such matters in accordance with the best judgment of the nominee.

In order to approve a motion proposed at the Meeting, a majority greater than 50% of the votes cast will be required (an “**Ordinary Resolution**”) unless the motion requires a special resolution, in which case a majority of not less than two-thirds of the votes cast will be required. In the event a motion proposed at the Meeting requires disinterested shareholder approval, common shares held by Shareholders of the Company who are also “insiders”, as such term is defined under applicable securities laws, will be excluded from the count of votes cast on such motion.

ADVICE TO BENEFICIAL SHAREHOLDERS

The information set forth in this section is of significant importance to many Shareholders as a substantial number of Shareholders do not hold shares in their own name. Shareholders who do not hold their shares in their own name (referred to in this information circular as “**Beneficial Shareholders**”) should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of shares can be recognized and acted upon at the Meeting.

If shares are listed in an account statement provided to a Shareholder by a broker, then, in almost all cases, those shares will not be registered in the Shareholder’s name on the records of the Company. Such shares will more likely be registered under the name of the Shareholder’s broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name CDS & Co. (the registration name for The Canadian Depositary for Securities, which acts as nominee for many Canadian brokerage firms). The shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, a broker and its agents are prohibited from voting shares for the broker’s clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their shares are communicated to the appropriate person.**

Applicable regulatory rules require intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders’ meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted at the Meeting. The purpose of the form of proxy or voting instruction form provided to a Beneficial Shareholder by its broker, agent or nominee is limited to instructing the registered holder of the shares on how to vote such shares on behalf of the Beneficial Shareholder.

The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications (“**Broadridge**”). Broadridge typically supplies a voting instruction form, mails those forms to Beneficial Shareholders and asks those Beneficial Shareholders to return the forms to Broadridge or follow specific telephone or other voting procedures. Broadridge then tabulates the results of all instructions received by it and provides appropriate instructions respecting the voting of the shares to be represented at the Meeting. **A Beneficial Shareholder receiving a voting instruction form from Broadridge cannot use that form to vote shares directly at the Meeting. Instead, the voting instruction form must be returned to Broadridge or the alternate voting procedures must be completed well in advance of the Meeting in order to ensure such shares are voted.**

There are two kinds of Beneficial Shareholders, those who object to their name being made known to the issuers of securities which they own (“**OBOs**” for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (“**NOBOs**” for Non-Objecting Beneficial Owners). Pursuant to National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) issuers can obtain a list of their NOBOs from intermediaries for distribution of proxy related materials directly to NOBOs. This year, the Company has decided to take advantage of those provisions of NI 54-101 that permit it to directly deliver proxy-related materials to its NOBOs. As a result, NOBOs can expect to receive a scannable Voting Instruction Form (“**VIF**”) from our Transfer Agent, Computershare. These VIFs are to be completed and returned to Computershare in the envelope provided or by facsimile. In addition, Computershare provides both telephone voting and internet voting as described on the VIF itself which contains complete instructions. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with

respect to the shares represented by the VIFs they receive. The Company does not intend to pay for intermediaries to deliver these securityholder materials to OBOs and, as a result, OBOs will not be sent paper copies unless their intermediary assumes the costs.

These securityholder materials are being sent to both registered and non-registered owners of the shares of the Company. If you are a non-registered owner and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. In this event, by choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purpose of voting shares registered in the name of their broker, agent or nominee, a Beneficial Shareholder may attend the Meeting as a proxyholder for a Shareholder and vote their shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their shares as proxyholder for the registered Shareholder should contact their broker, agent or nominee well in advance of the Meeting to determine the steps necessary to permit them to indirectly vote their shares as a proxyholder.

All references to shareholders in this information circular and the accompanying form of proxy are to registered Shareholders unless specifically stated otherwise.

RECORD DATE, VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

A Shareholder of record at the close of business on August 24, 2018 (the “**Record Date**”) who either personally attends the Meeting or who has completed and delivered a proxy in the manner and subject to the provisions described above, shall be entitled to vote or to have such Shareholder’s shares voted at the Meeting.

The Company’s authorized capital consists of an unlimited number of common shares (“**Common Shares**”) without par value. As at the Record Date, the Company has 3,507,503 Common Shares issued and outstanding, each Common Share carrying the right to one vote.

PRINCIPAL HOLDERS OF VOTING SECURITIES

To the best of the knowledge of the directors and executive officers of the Company, no persons or corporations beneficially own, directly or indirectly, or exercise control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company.

STATEMENT OF EXECUTIVE COMPENSATION

DEFINITIONS

For the purpose of this information circular:

“**CEO**” means an individual who acted as chief executive officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“**CFO**” means an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“**Director**” means an individual who acted as a director of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“**equity incentive plan**” means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of IFRS 2 *Share-Based Payments*;

“**incentive plan**” means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

“**incentive plan award**” means compensation awarded, earned, paid, or payable under an incentive plan;

“**NEO**” or “**named executive officer**” means each of the following individuals:

- (a) a CEO;

- (b) a CFO;
- (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”), for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company, nor acting in a similar capacity, at the end of that financial year; and

“**option-based award**” means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features.

COMPENSATION DISCUSSION AND ANALYSIS

The Board of Directors of the Company (the “**Board of Directors**”) does not have a compensation committee as the Board of Directors is responsible for determining all forms of compensation, including long-term incentive compensation in the form of stock options, to be granted to the CEO and the Directors, and for reviewing the CEO’s recommendations respecting compensation of the other officers of the Company. In its review and determination of executive compensation, the Board of Directors strives to ensure such arrangements reflect the responsibilities and risks associated with each position. When determining the compensation of its officers, the Board of Directors considers: (i) recruiting and retaining executives critical to the success of the Company and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and Shareholders; and (iv) rewarding performance, both on an individual basis and with respect to operations in general.

The Board of Directors may set, throughout the year, discretionary bonuses to serve as incentive mechanisms for the meeting of particular corporate goals and objectives, or for the Company’s financial performance. NEOs are also eligible to participate in the Company’s stock option plan (the “**Option Plan**”) and receive grants of stock options (the “**Options**”) thereunder.

The Board of Directors has not conducted a formal evaluation of the implications of the risks associated with the Company’s compensation policies. Risk management is a consideration of the Board of Directors when implementing its compensation policies and the Board of Directors does not believe that the Company’s compensation policies result in unnecessary or inappropriate risk taking including risks that are likely to have a material adverse effect on the Company.

Option-Based Awards

The Option Plan is used to attract, retain and incentivize qualified and experienced personnel. The Option Plan is an important part of the Company’s long-term incentive strategy for its NEOs, as well as for its other Directors, officers, other management, employees and consultants, permitting them to participate in any appreciation of the market value of the Common Shares over a stated period of time. The Option Plan is designed to foster a proprietary interest in stock ownership, and to reinforce a commitment to the Company’s long-term growth, performance and success as well as increases in shareholder value. The Board of Directors reviews the grant of stock options to NEOs from time to time, based on various factors such as the NEOs level of responsibility and role and importance in the Company achieving its corporate goals, objectives and prospects. Previous grants of Options are taken into account when considering new grants of Options to NEOs.

Use of Financial Instruments

The Company does not have a policy that would prohibit a NEO or Director from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or Director. However, management is not aware of any NEO or Director having purchased or purchasing such an instrument.

Summary Compensation Table

Scott Ackerman, Simon Tam and Simon Ma are the NEOs of the Company for the purposes of the following disclosure. Scott Ackerman, Simon Tam and Simon Ma are not employees of the Company. They provide or have provided their services as officers of the Company in their respective consulting capacity.

The compensation for the NEOs and Directors, received directly or indirectly, for the Company's three most recently completed financial years is as set out below:

Table of Compensation Excluding Compensation Securities								
Name and position	Year ⁽¹⁾	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites	Pension value (\$)	Value of all other compensation (\$)	Total compensation (\$)
Scott Ackerman ⁽²⁾ Director, President, CEO, CFO and Secretary	2018	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2017	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2016	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Doug McFaul ⁽³⁾ Director	2018	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2017	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2016	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Brent Ackerman ⁽⁴⁾ Director	2018	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2017	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2016	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Simon Tam ⁽⁵⁾ Former Director, CEO and President	2018	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2017	72,500	Nil	Nil	Nil	Nil	Nil	72,500
	2016	90,000	Nil	Nil	Nil	Nil	Nil	90,000
Simon Ma ⁽⁶⁾ Former CFO	2018	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2017	10,000	Nil	Nil	Nil	Nil	Nil	10,000
	2016	10,000	Nil	Nil	Nil	Nil	Nil	10,000
Kevin Beaulieu ⁽⁷⁾ Former Director	2018	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Craig Walker ⁽⁸⁾ Former Director	2018	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Financial year ended May 31.
- (2) Scott Ackerman joined as a director, President, CEO, CFO and Corporate Secretary of the Company on August 3, 2018. Mr. Ackerman is employed by Emprise Capital Corp. ("ECC") which provides accounting and administrative services to the Company. Mr. Ackerman is compensated for his services to the Company through periodic grants of Options.
- (3) Doug McFaul joined as a director of the Company on August 3, 2018.
- (4) Brent Ackerman joined as a director of the Company on August 3, 2018.
- (5) Simon Tam resigned as a director, CEO and President of the Company on August 3, 2018. Mr. Tam was compensated as an independent contractor for his services through a management company wholly-owned by Mr. Tam.
- (6) Simon Ma resigned as CFO of the Company on August 3, 2018. Mr. Ma was compensated as an independent contractor for his services.
- (7) Kevin Beaulieu resigned as a director of the Company on August 3, 2018.
- (8) Craig Walker resigned as a director of the Company on August 3, 2018.

There are no arrangements under which Directors who were not NEOs were compensated by the Company during the financial years ended May 31, 2018, 2017 and 2016, other than Options that were issued pursuant to the Option Plan.

INCENTIVE PLAN AWARDS

The Company has in effect the Option Plan in order to provide effective incentives to Directors, officers, senior management personnel and employees of the Company and to enable the Company to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per share value created for Shareholders. The Company grants incentive stock options from time to time to its Directors,

officers, consultants and employees in accordance with the policies of the TSX Venture Exchange (the “**Exchange**”) at the discretion of its Board of Directors.

There are no formal plans other than the Option Plan pursuant to which options to purchase securities of the Company were or may be granted to executive officers.

Compensation Securities Table

The following table sets forth particulars of all compensation securities granted or issued to each NEO and Director of the Company in the three most recently completed financial years:

Name and position	Type of compensation security⁽¹⁾	Number of compensation securities, number of underlying securities, and % of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Scott Ackerman ⁽²⁾ Director, President, CEO, CFO and Secretary	Options	Nil	N/A	N/A	N/A	N/A	N/A
Doug McFaul ⁽³⁾ Director	Options	Nil	N/A	N/A	N/A	N/A	N/A
Brent Ackerman ⁽⁴⁾ Director	Options	Nil	N/A	N/A	N/A	N/A	N/A
Simon Tam ⁽⁵⁾ Former Director, CEO and President	Options	Nil	N/A	N/A	N/A	N/A	N/A
Simon Ma ⁽⁶⁾ Former CFO	Options	Nil	N/A	N/A	N/A	N/A	N/A
Kevin Beaulieu ⁽⁷⁾ Former Director	Options	Nil	N/A	N/A	N/A	N/A	N/A
Craig Walker ⁽⁸⁾ Former Director	Options	Nil	N/A	N/A	N/A	N/A	N/A

Notes:

- (1) Each Option entitles the holder to one Common Share upon exercise or release. For additional information see “Re-approval of Rolling Stock Option Plan” below.
- (2) Scott Ackerman held nil Options as at May 31, 2018.
- (3) Doug McFaul held nil Options as at May 31, 2018.
- (4) Brent Ackerman held nil Options as at May 31, 2018.
- (5) Simon Tam held nil Options as at May 31, 2018.
- (6) Simon Ma held nil Options as at May 31, 2018.
- (7) Kevin Beaulieu held nil Options as at May 31, 2018.
- (8) Craig Walker held nil Options as at May 31, 2018.

Exercise of Compensation Securities by Directors and NEOs

During the most recently completed financial year, there were no exercises of compensation securities by Directors or NEOs.

PENSION PLAN BENEFITS

No pension, retirement or deferred compensation plans, including defined contribution plans, have been instituted by the Company and none are proposed at this time.

MATERIAL TERMS OF NEO AGREEMENTS

Termination and Change of Control Benefits

The Company does not have any plans or arrangements in place with any officers that provide for payment following or in connection with any termination, resignation, retirement, or change of control of the Company.

MANAGEMENT CONTRACTS

Except as disclosed herein, the Company is not a party to a management contract with any Directors or executive officers of the Company.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out particulars of the compensation plans under which equity securities of the Company are authorized for issuance as of May 31, 2018.

EQUITY COMPENSATION PLAN INFORMATION

Plan Category	Number of securities to be issued upon exercise of outstanding Options, warrants and rights	Weighted average exercise price of outstanding Options, warrants and rights (\$)	Number of securities remaining available for future issuance under equity compensation plans⁽¹⁾
Equity compensation plans approved by securityholders ⁽²⁾	Nil	N/A	350,750
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
TOTALS:	Nil	N/A	350,750

Notes:

- (1) The foregoing information is presented as at May 31, 2018. As at May 31, 2018, the Company had 3,507,503 Common Shares issued and outstanding.
- (2) Represents the Option Plan of the Company. As at May 31, 2018, the Option Plan reserved Common Shares equal to a maximum of 10% of the issued and outstanding Common Shares for issue pursuant to the Option Plan.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than “routine indebtedness” as defined in applicable securities legislation, since the beginning of the fiscal 2016 of the Company, none of:

- (b) the Directors or executive officers of the Company;
- (c) the proposed nominees for election as a Director of the Company; or
- (d) any associates of the foregoing persons;

is or has been indebted to the Company or any of its subsidiaries or has been indebted to any other entity where that indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, and which was not entirely repaid on or before the date of this information circular.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

No Director or executive officer of the Company, no proposed nominee for Director and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

INTEREST OF INSIDERS AND INFORMED PERSONS IN MATERIAL TRANSACTIONS

For purposes of the following discussion, “**Informed Person**” means (a) a Director or executive officer of the Company; (b) a director or executive officer of a person or company that is itself an Informed Person or a subsidiary of the Company; (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Company, other than the voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as disclosed below or in the Notes to the Company’s financial statements for the financial year ended May 31, 2018, 2017 or 2016, none of:

- (a) the Informed Persons of the Company;
- (b) the proposed nominees for election as a Director; or
- (c) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any subsidiary of the Company.

REQUEST FOR FINANCIAL STATEMENTS

NI 51-102 sets out the procedures for a Shareholder to receive financial statements. If you wish to receive financial statements, you may use the enclosed form or provide instructions in any other written format (the "**Request for Financial Statements**"). Registered Shareholders must also provide written instructions in order to receive the financial statements.

PARTICULARS OF THE MATTERS TO BE VOTED ON

PRESENTATION OF FINANCIAL STATEMENTS

The audited financial statements of the Company for the periods ended May 31, 2018, 2017 and 2016 (the "**Financial Statements**"), together with the auditor's reports thereon (the "**Auditor's Report**"), will be presented to Shareholders at the Meeting. The Financial Statements, Auditor's Report and management's discussion and analysis (the "**MD&A**") for the financial years ended May 31, 2017 and 2016 are available under the Company's profile on SEDAR at www.sedar.com. The Financial Statements, Auditor's Report and **MD&A** for the financial year ended May 31, 2018 will be available under the Company's profile on SEDAR prior to the Meeting. The Notice of Meeting to Shareholders, this information circular, Request for Financial Statements and form of proxy will be available from Computershare at 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, or the Company's head office located at Suite 1600 – 609 Granville Street, Vancouver, British Columbia V7Y 1C3.

Please be advised that dollar amounts in the Financial Statements and this information circular are expressed in Canadian Dollars, unless otherwise indicated.

APPOINTMENT AND REMUNERATION OF AUDITOR

Shareholders will be asked to approve the re-appointment of Davidson & Company, Chartered Professional Accountants ("**Davidson**"), of Suite 1200 – 609 Granville Street, Vancouver, British Columbia, V7Y 1G6, as the auditor of the Company to hold office until the next annual general meeting of the Shareholders at remuneration to be fixed by the Board of Directors. Davidson were initially appointed as auditor of the Company on August 1, 2013.

In the absence of instructions to the contrary, the Common Shares represented by proxy will be voted FOR re-appointing Davidson as the Company's independent auditor for the ensuing year, and FOR authorizing the Board of Directors to fix the auditor's pay.

FIXING THE NUMBER OF DIRECTORS

The Board of Directors presently consists of three (3) Directors and management proposes, and the persons named in the accompanying form of proxy intend to vote in favour of, fixing the number of Directors for the ensuing year at three (3). Shareholders will also be asked to pass the following Ordinary Resolution to approve fixing the number of Directors at three (3):

In the absence of instructions to the contrary, the Common Shares represented by proxy will be voted FOR fixing the number of Directors at three (3) for the ensuing year.

Advance Notice Provisions

In 2013, the Company amended its Articles (defined below) to incorporate an advance notice policy (the "**Advance Notice Policy**") as approved by the Shareholders at the annual general and special meeting held on December 11, 2013. The Advance Notice Policy requires advance notice to the Company in circumstances where nominations of persons for election to the Board of Directors are made by Shareholders other than pursuant to (i) a requisition of a meeting made pursuant to the provisions of the *Business Corporations Act* (British Columbia) or (ii) a shareholder proposal made pursuant to the provisions of the *Business Corporations Act* (British Columbia).

The purpose of the Advance Notice Policy is to foster a variety of interests of the Shareholders and the Company by ensuring that all Shareholders - including those participating in a meeting by proxy rather than in person - receive adequate notice of the nominations to be considered at a meeting and can thereby exercise their voting rights in an informed manner. Among other things, the Advance Notice Policy fixes a deadline by which holders of Common Shares must submit director nominations to the Company prior to any annual or special meeting of Shareholders and sets forth the minimum information that a shareholder must include in the notice to the Company for the notice to be in proper written form. A copy of the Advance Notice Provisions are available under the Company's profile at www.sedar.com.

As of the date of this information circular, the Company has not received notice of a nomination in compliance with the Advance Notice Provisions.

ELECTION OF DIRECTORS

The Company has nominated Scott Ackerman, Doug McFaul and Brent Ackerman (the “**Slate**”) for election. Each Director is elected annually and holds office until the next annual general meeting of Shareholders or until his successor is duly elected, unless their office is earlier vacated in accordance with the articles of the Company (the “**Articles**”).

Shareholders will be asked to pass the following Ordinary Resolution to elect the Slate (the “**Board Reconstitution Resolution**”):

“**BE IT RESOLVED THAT:** the election of Scott Ackerman, Doug McFaul and Brent Ackerman as directors of the Company, to hold office until the next annual general meeting of the shareholders, or until their successors are duly elected or appointed, is hereby approved.”

In the absence of instructions to the contrary, the Common Shares represented by proxy will be voted FOR the Board Reconstitution Resolution.

Management does not contemplate that any of the nominees comprising the Slate will be unable to serve as a Director. However, if that should occur for any reason prior to the Meeting, it is intended that the discretionary authority will be exercised by the proxyholders to vote the Common Shares represented by each proxy, properly executed, **FOR** the election of any other person or persons in place of any nominee or nominees unable to serve, unless authority to do so with respect to the nominee or nominees unable to serve is withheld.

Information Concerning Nominees for the Slate

The following table sets out required information regarding the persons nominated by management for election as a Director, and which comprise the Slate. No proposed Director is to be elected under any arrangement or understanding between the proposed Director and any other person or company, except the Directors and executive officers of the Company acting solely in such capacity.

Name, Province and Country of ordinary residence⁽¹⁾, and positions to be held	Principal occupation and, IF NOT an elected Director, principal occupation during the past five years⁽¹⁾	Date(s) serving as a Director	No. of Common Shares beneficially owned or controlled⁽¹⁾
SCOTT ACKERMAN British Columbia, Canada President, CEO, CFO, Corporate Secretary and Director	President and CEO of Emprise Capital Corp., a company providing management and restructuring services to public companies.	August 2018	Nil
DOUG MCF Faul British Columbia, Canada Director	Provides business development expertise to Emprise Capital Corp. since July, 2014 and holds a variety of senior management positions with various public companies	August 2018	Nil
BRENT ACKERMAN British Columbia, Canada Director	Owner and licensed acupuncturist and Chinese herbalist at Black Sheep Acupuncture & Herbs	August 2018	Nil

Note:

- (1) This information, not being within the knowledge of the Company, has been furnished by the respective nominees. Information provided as at the Record Date.

The Company does not currently have an Executive Committee of its Board of Directors. Pursuant to National Instrument 52-110 – *Audit Committees* (“**NI 52-100**”), the Company is required to have an audit committee of its Board of Directors (the “**Audit Committee**”). As at the date of this Circular, the members of the Audit Committee are Scott Ackerman, Doug McFaul and Brent Ackerman.

Cease Trade Orders, Corporate and Personal Bankruptcies, Penalties and Sanctions

Except as set forth below, to the knowledge of the Company, no proposed Director (including any personal holding company of a proposed Director), is:

1. as at the date of this information circular, or has been, within 10 years before the date of this information circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:
 - a. was the subject of a cease trade order (including a management cease trade order which applies to directors or executive officers), an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days (collectively an “**order**”), that was issued while such person was acting in the capacity as director, chief executive officer or chief financial officer; or
 - b. was subject to an order that was issued after such person ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer.
2. is, as at the date of this information circular, or has been within 10 years before the date of this information circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;
3. has, within the 10 years before the date of this information circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed Director; or
4. has been subject to:
 - a. any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority since March 31, 2000 or before March 31, 2000 the disclosure of which would likely be important to a reasonable security holder in deciding whether to vote for a proposed Director; or
5. any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed Director.

Doug McFaul was a director of egX Group Inc. (“**egX**”). In May 2009, while Mr. McFaul was a director of egX, EgX was subject to a cease trade order of the BCSC and a cease trade order of the ASC (in August 2009) for failure to file the required continuous disclosure documents for the financial year ended December 31, 2008. The cease trade orders remain in effect.

RE-APPROVAL OF ROLLING STOCK OPTION PLAN

At the last annual general meeting, the Shareholders re-approved the Option Plan. Under the policies of the Exchange, a rolling stock option plan must be re-approved on a yearly basis by shareholders. Accordingly, Shareholders will be asked to pass an Ordinary Resolution adopting and re-approving the Company’s Option Plan. The details of the Option Plan are set forth below.

- the Option Plan reserves, for issue pursuant to stock options, a maximum number of common shares equal to 10% of the outstanding Common Shares from time to time, with no mandatory vesting provisions;

- the number of common shares of the Company reserved for issue to any one person in any 12 month period under the Option Plan may not exceed 5% of the outstanding common shares at the time of grant without Disinterested Shareholder Approval (as defined in Policy 4.4 of the Exchange);
- the number of common shares reserved for issue to any Consultant (as defined by the Exchange) in any 12 month period under the Option Plan may not exceed 2% of the outstanding common shares at the time of grant;
- the aggregate number of common shares reserved for issue to any Employee (as defined by the Exchange) conducting Investor Relations Activities (as defined by the Exchange) in any 12 month period under the Option Plan may not exceed 2% of the outstanding common shares at the time of grant;
- the number of common shares issued to any one person within a 12 month period on the exercise of stock options may not exceed 5% of the outstanding common shares at the time of exercise without Disinterested Shareholder Approval;
- the exercise price per common share for a stock option may not be less than the Discounted Market Price (as calculated pursuant to the policies of the Exchange);
- stock options may have a term not exceeding ten years;
- there is no longer any requirement that stock options terminate within specified periods of the optionee ceasing to be a director, officer, employee or consultant of the Company;
- stock options are non-assignable and non-transferable; and
- the Option Plan contains provisions for adjustment in the number of common shares or other property issuable on exercise of stock options in the event of a share consolidation, split, reclassification or other relevant change in the common shares, or an amalgamation, merger or other relevant change in the Company's corporate structure, or any other relevant change in the Company's capitalization.

Pursuant to the Board's authority to govern the implementation and administration of the Option Plan, all previously granted and outstanding stock options shall be governed by the provisions of the Option Plan.

Shareholders will be asked to pass the following Ordinary Resolution to adopt and re-approve the Option Plan (the **"Option Plan Resolution"**).

"BE IT RESOLVED THAT: the Company's Option Plan be and is hereby ratified, confirmed and re-approved with such additional provisions and amendments, provided that such are not inconsistent with the policies of the TSX Venture Exchange, as the directors of the Company may deem necessary or advisable."

In the absence of instructions to the contrary, the Common Shares represented by proxy will be voted FOR the Option Plan Resolution.

APPROVAL OF NEW CONTROL PERSON

The Exchange defines a "Control Person" as any person that holds or is one of a combination of persons that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that Issuer, or that holds more than 20% of the outstanding voting shares of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer. Shareholder approval is required to approve a private placement or such other issuance of securities, including securities issued pursuant to an acquisition, if such transaction will result in a new Control Person.

On August 22, 2018, the Company completed a non-brokered private placement (the **"Offering"**), raising \$600,000 through the issuance of 12,000,000 subscription receipts at a price of \$0.05 per subscription receipt. The proceeds of the Offering are being held in escrow, pending satisfaction of certain escrow release conditions, including completion of a consolidation of the Company's issued and outstanding Common Shares on a 1.75:1 basis, and receipt of shareholder approval to the creation of a Control Person.

Upon satisfaction of the escrow release conditions, each subscription receipt will automatically convert into one unit of the Company for no additional consideration. Each unit will consist of one post-consolidated Common Share and one share purchase warrant, with each share purchase warrant entitling the holder to acquire one additional post-

consolidated Common Share at a price of \$0.07 per share for a period of 12 months from the date the warrants are issued.

The Emprise Special Opportunities Fund (2017) Limited Partnership (the “**Emprise LP**”) has subscribed for 10,000,000 subscription receipts, which will result in Emprise LP owning a control position in the Company on conversion of the subscription receipts. Upon completion of the Offering, Emprise LP will own 10,000,000 common shares of the Company, which will represent 71.4% of the Company’s issued and outstanding shares following the conversion of the subscription receipts.

At the Meeting, Shareholders will be asked to consider and, if deemed appropriate, to pass the following ordinary resolution, with or without variation (the “**Control Person Resolution**”):

“BE IT RESOLVED THAT:

1. subject to regulatory approval and in compliance with the policies of the Exchange, the shareholders of the Company hereby approve Emprise LP, as a new “control person” of the Company, as defined by Exchange policies upon the completion of the Offering; and
2. any director or officer of the Company is authorized to execute and file such documents and take such further action, that may be necessary in connection with the foregoing resolutions.”

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE “FOR” THE CONTROL PERSON RESOLUTION.

Unless otherwise indicated, the persons designated as proxyholders in the enclosed form of Proxy intend to vote the common shares represented by such Proxy, properly executed, FOR the Control Person Resolution.

OTHER MATTERS

As of the date of this information circular, management knows of no other matters to be acted upon at this Meeting. However, should any other matters properly come before the Meeting, the Common Shares represented by the proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the Common Shares represented by the proxy.

AUDIT COMMITTEE DISCLOSURE

The charter of the Company’s Audit Committee and other information required to be disclosed by NI 52-110 is attached to this information circular as Schedule “A”.

CORPORATE GOVERNANCE DISCLOSURE

The information required to be disclosed by National Instrument 58-101 – *Disclosure of Corporate Governance Practices* is attached to this information circular as Schedule “B”.

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR at www.sedar.com. Financial information relating to the Company is provided in the Company’s comparative financial statements and MD&A for the financial years ended May 31, 2017 and 2016, which are available on SEDAR (financial statements and MD&A for the financial year ended May 31, 2018 will be available on SEDAR prior to the Meeting). Shareholders may contact the Company to request copies of financial statements and MD&A at its head office, Suite 1600 – 609 Granville Street, Vancouver, BC V7Y 1C3.

APPROVAL OF THE DIRECTORS

The Board of Directors of the Company have approved the content and the sending of this information circular.

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

SCHEDULE “A”
FORM 52-110F2
AUDIT COMMITTEE DISCLOSURE

ITEM 1: THE AUDIT COMMITTEE’S CHARTER

Purpose

The overall purpose of the Audit Committee (the “Committee”) is to ensure that the Corporation’s management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements and related financial disclosure of the Corporation and to review the Corporation’s compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information.

Composition, Procedures and Organization

1. The Committee shall consist of at least three members of the Board of Directors (the “Board”).
2. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
3. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.
4. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
5. The Committee shall have access to such officers and employees of the Company and to the Company’s external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
6. Meetings of the Committee shall be conducted as follows:
 - (a) The Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee (attended in person or by phone). The external auditors or any member of the Committee may request a meeting of the Committee.
 - (b) The external auditors shall receive notice of and have the right to attend all meetings of the Committee.
 - (c) Management representatives may be invited to attend all meetings except private sessions with the external auditors.
7. The internal auditors and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

Roles and Responsibilities

1. The overall duties and responsibilities of the Committee shall be as follows:
 - (a) to assist the Board in the discharge of its responsibilities relating to the Company’s accounting principles, reporting practices and internal controls and its approval of the Company’s annual and quarterly consolidated financial statements and related financial disclosure;
 - (b) to establish and maintain a direct line of communication with the Company’s internal and external auditors and assess their performance;

- (c) to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and
 - (d) to report regularly to the Board on the fulfilment of its duties and responsibilities.
2. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:
- (a) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;
 - (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
 - (c) review the audit plan of the external auditors prior to the commencement of the audit;
 - (d) to review with the external auditors, upon completion of their audit:
 - i. contents of their report;
 - ii. scope and quality of the audit work performed;
 - iii. adequacy of the Company's financial and auditing personnel;
 - iv. co-operation received from the Company's personnel during the audit;
 - v. internal resources used;
 - vi. significant transactions outside of the normal business of the Company;
 - vii. significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
 - viii. the non-audit services provided by the external auditors.
 - (e) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles; and
 - (f) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.
3. The duties and responsibilities of the Committee as they relate to the internal auditors, if any, are to:
- (a) periodically review the internal audit function with respect to the organization, staffing and effectiveness of the
 - (b) internal audit department;
 - (c) review and approve the internal audit plan; and
 - (d) review significant internal audit findings and recommendations, and management's response thereto.
4. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Company are to:
- (a) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
 - (b) review compliance under the Company's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;
 - (c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and

- (d) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.
5. The Committee is also charged with the responsibility to:
- (a) review the Company's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;
 - (b) review and approve the financial sections of:
 - i. the annual report to shareholders;
 - ii. the annual information form, if required;
 - iii. annual and interim MD&A;
 - iv. prospectuses;
 - v. news releases discussing financial results of the Company; and
 - vi. other public reports of a financial nature requiring approval by the Board, and report to the Board with respect thereto;
 - (c) review regulatory filings and decisions as they relate to the Company's consolidated financial statements;
 - (d) review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
 - (e) review and report on the integrity of the Company's consolidated financial statements;
 - (f) review the minutes of any Committee meeting of subsidiary companies;
 - (g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements;
 - (h) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and
 - (i) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board of Directors following each annual general meeting of shareholders.
6. The Committee shall have the authority:
- (a) to engage independent counsel and other advisors as it determines necessary to carry out its duties;
 - (b) to set and pay the compensation for any advisors employed by the Committee; and
 - (c) to communicate directly with the internal and external auditors.

ITEM 2: COMPOSITION OF THE AUDIT COMMITTEE

The current members of the Committee are Scott Ackerman, Doug McFaul and Brent Ackerman. All members are considered financially literate, as those terms are used in National Instrument 52-110 ("NI 52-110") of the Canadian Securities Administrators.

Pursuant to the provisions relating to independence set out in section 1.4 of NI 52-110, Doug McFaul and Brent Ackerman are considered independent. The Company is relying on an exemption provided in section 6.1 of NI 52-110 from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

ITEM 3: RELEVANT EDUCATION AND EXPERIENCE

The Instrument provides that an individual is “financially literate” if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.

All of the members of the Company’s Committee are financially literate as that term is defined in the Instrument. All members have an understanding of the accounting principles used by the Issuer to prepare its financial statements and have an understanding of its internal controls and procedures for financial reporting.

Scott Ackerman - Mr. Ackerman is the President and CEO of Emprise Capital Corp. (“**Emprise**”) a company providing management, restructuring, accounting and financial services to public companies. Mr. Ackerman has been active in the public markets for more than 25 years, having held senior executive roles in various capacities from Investor Relations to Executive Management. In addition, to this role with Emprise, Mr. Ackerman serves as director and/or officer of a number of publicly traded and private “start-up” venture companies, and has experience in all aspects of corporate restructures, both in the US and Canadian jurisdictions, including Chapter 11 processes in the US and Notice of Intent filings under the Bankruptcy Act in Canada. Mr. Ackerman graduated from the British Columbia Institute of Technology with a diploma in Marketing in 1987.

Doug McFaul - Mr. McFaul brings over 20 years of experience in the financial services and capital markets industries. Mr. McFaul has extensive experience with the operations of public companies, as well as an in-depth understanding of the regulatory requirements, completion of necessary financial statements, raising capital, and shareholder relations. Mr. McFaul has held numerous board and management positions providing direction and leadership toward the achievement of an organization’s philosophy, mission, strategy, and its annual goals and objectives. Mr. McFaul holds a Bachelor of Business Administration specialized in Finance and has completed the Canadian Securities Course.

Brent Ackerman - In addition to being a licensed acupuncturist and Chinese herbalist and the owner of Blacksheep Acupuncture & Herbs, Mr. Brent Ackerman is also an Organizational Development Advisor and formerly served as Japan Country Manager for Aperian Global, and as a Senior Consultant at People Focus Consulting, Japan. Mr. Brent Ackerman holds a Masters of Science in Oriental Medicine and Acupuncture (Berkeley, CA), a Bachelor of Arts from the University of British Columbia and an MBA from Thunderbird School of Management (Phoenix, AZ).

ITEM 4: AUDIT COMMITTEE OVERSIGHT

At no time since the commencement of the Company’s most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor (during the financial year ended May 31, 2018), Davidson & Company, Chartered Professional Accountants, not adopted by the Board.

ITEM 5: RELIANCE ON CERTAIN EXEMPTIONS

NON-AUDIT SERVICES

NI 52-110 requires that the Committee pre-approve all non-audit services to be provided to the Company or its subsidiaries by the Company’s external auditor. In respect of the most recently completed financial year, the Company has relied on the exemption for such pre-approval set out in section 2.4(c) of NI 52-110, namely that the performance of the non-audit services by the external auditor was brought to the attention of the Committee and approved by the Committee prior to the completion of the audit for the most recently completed financial year.

ITEM 6: PRE-APPROVAL POLICIES AND PROCEDURES

Formal policies and procedures for the engagement of non-audit services have yet to formulated and adopted.

ITEM 7: EXTERNAL AUDITOR SERVICE FEES (BY CATEGORY)

The aggregate fees charged to the Company by the external auditor in each of the last four fiscal years are as follows:

	<u>FYE 2018 (est.)</u>	<u>FYE 2017</u>	<u>FYE 2016</u>
Audit fees for the year ended	\$10,000	\$10,000	\$10,000
Audit related fees	Nil	Nil	Nil
Tax fees	TBD	Nil	Nil
All other fees (non-tax)	Nil	Nil	Nil
Total Fees:	\$10,000	\$10,000	\$10,000

(1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

(4) "All Other Fees" includes all other non-audit services.

ITEM 8: EXEMPTION

In respect of the most recently completed financial year, the Company is relying on the exemption set out in section 6.1 of NI 52-110 with respect to compliance with the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

SCHEDULE “B”
NORTH AMERICAN POTASH DEVELOPMENTS INC.
CORPORATE GOVERNANCE

Pursuant to National Instrument 58-101 – *Disclosure of Corporate Governance Practices* the Company is required to and hereby discloses its corporate governance practices as follows.

ITEM 1. BOARD OF DIRECTORS

The Board of Directors of the Company facilitates its exercise of independent supervision over the Company’s management through frequent meetings of the Board.

Scott Ackerman, is the President, CEO, CFO and Corporate Secretary of the Company and is therefore not “independent”.

Doug McFaul, a director of the Company, is “independent” in that he is free from any direct or indirect material relationship with the Company.

Brent Ackerman, a director of the Company, is “independent” in that he is free from any direct or indirect material relationship with the Company.

A material relationship is a relationship which could, in the view of the Company’s board of directors, be reasonably expected to interfere with the exercise of a member’s independent judgment.

ITEM 2. DIRECTORSHIPS

The following current and proposed directors of the Company are currently directors of the following other reporting issuers:

Name of Director	Name of Reporting Issuer
Scott Ackerman	Ripper Oil And Gas Inc.
	ECC Ventures 1 Corp.
	ECC Ventures 2 Corp.
	Quadron Cannatech Corporation
	Sixonine Ventures Corp.
	Volcanic Gold Mines Inc.
	Sebastiani Ventures Corp.
	ECC Diversified Inc. (formerly Dolos Capital Corp.)
	Bravern Ventures Ltd.
Doug McFaul	Ripper Oil And Gas Inc.
	ECC Ventures 1 Corp.
	ECC Ventures 2 Corp.
	Quadron Cannatech Corporation
	ECC Diversified Inc. (formerly Dolos Capital Corp.)
	Pistol Bay Mining Inc.
	Sebastiani Ventures Corp.

Name of Director	Name of Reporting Issuer
Brent Ackerman	Ripper Oil And Gas Inc.
	ECC Ventures 1 Corp.
	ECC Ventures 2 Corp.
	Sebastiani Ventures Corp.
	Sixonine Ventures Corp.

ITEM 3. ORIENTATION AND CONTINUING EDUCATION

The Board of Directors of the Company does not currently have formal procedures or a program for orientation of new board members or for the continuing education of board members.

ITEM 4. ETHICAL BUSINESS CONDUCT

The Board of Directors does not currently take any formal steps to encourage and promote a culture of ethics and business conduct. Board members, however, are expected to maintain the highest standards of integrity and to lead by example.

ITEM 5. NOMINATION OF DIRECTORS

The Board of Directors is not currently taking any steps to identify new candidates for Board of Directors nomination, as the current number of directors and the composition of the Board of Directors is considered adequate for a corporation of the current size and stage of development of the Company.

ITEM 6. COMPENSATION

The Board does not currently have a Compensation Committee. See “Statement of Executive Compensation” for additional information.

ITEM 7. OTHER BOARD COMMITTEES

The Board of Directors has no other committees than the Audit Committee.

ITEM 8. ASSESSMENTS

The Board of Directors as a whole assesses its performance, the performance of Board committees and the contribution of individual directors on an ongoing basis.

The Company allows any member of the Board of Directors to engage an outside advisor at the expense of the Company in appropriate circumstances. The engagement of an outside advisor is subject to the approval by the Board of Directors as a whole.