

FORM 51-102F3
Material Change Report

Item 1. **Reporting Issuer**

North American Potash Developments Inc. (the “Company”)
3467 Commercial Street
Vancouver, BC V5N 4E8

Item 2. **Date of Material Change**

A material change took place on August 22, 2018.

Item 3. **Press Release**

On August 22, 2018, a news release in respect of the material change was disseminated by the Company.

Item 4. **Summary of Material Change**

The Company announced that it has closed its previously announced non-brokered private placement for proceeds of \$600,000 through the issuance of 12,000,000 subscription receipts (the “Subscription Receipts”) of the Company at a price of \$0.05 per Subscription Receipt (the “Offering”).

Item 5. **Full Description of Material Change**

The Company announced that it has closed its previously announced non-brokered private placement for proceeds of \$600,000 through the issuance of 12,000,000 Subscription Receipts of the Company at a price of \$0.05 per Subscription Receipt.

The proceeds of the Offering are being held in escrow, pending shareholder approval to the change of control that will result from the Offering, and consolidation of the Company’s shares on a 1.75:1 basis. Upon shareholder approval to the change of control, and completion of the consolidation, 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. All securities issued in the Offering have a hold period expiring December 24, 2018.

Once released from escrow, proceeds of the Offering will be used to settle certain indebtedness and for working capital purposes.

Pursuant to the terms of the Offering, The Emprise Special Opportunities Fund (2017) Limited Partnership (“Emprise LP2017”) acquired ownership of 10,000,000 Subscription Receipts, which upon the approval of the change of control, will automatically convert into 10,000,000 units comprised of

10,000,000 common shares and 10,000,000 share purchase warrants representing approximately 71.4% of issued and outstanding common shares of the Company (or 20,000,000 common shares representing approximately 83.3% of the issued and outstanding common shares of the Company on a partially diluted basis assuming the exercise of all warrants held by the Emprise LP2017).

The Company has been advised that Emprise LP2017 has acquired these securities for investment purposes and has no present intention to acquire further securities of the Company, although it may in the future acquire or dispose of securities of the Company, through the market, privately or otherwise, as circumstances or market conditions warrant.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

The report is not being filed on a confidential basis.

Item 7. Omitted Information

No information has been omitted.

Item 8. Executive Officer

Scott Ackerman
sackerman@emprisecapital.com

Item 9. Date of Report

DATED at Vancouver, in the Province of British Columbia on August 27, 2018