

**Form 51-102F3
Material Change Report**

1. Name and Address of Company

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

2. Date of Material Change

January 13, 2012

3. News Release

A news release was issued on January 13, 2012 and disseminated through Canada Stockwatch, and Market News.

4. Summary of Material Change

The Company has granted incentive stock option to certain directors of the Company.

5. Full Description of Material Change

The Company has granted 800,000 incentive stock options to certain directors. These options are exercisable for up to five years at a price of \$0.25per share.

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

Not applicable

7. Omitted Information

Not applicable

8. Executive Officer

Simon Tam, President
(604) 638-7382

9. Date of Report

January 16, 2012