

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

February 8, 2012

3. News Release

A news release was issued on February 8, 2012 and disseminated through Canada Stockwatch, Market News and Marketwire.

4. Summary of Material Change

Through its subsidiary Potash Green Utah LLC, the Company signs a Memorandum of Understanding with the Bureau of Land Management for approval of the Lisbon Project in Utah.

5. Full Description of Material Change

The Company announces today the signing of a Memorandum of Understanding (MOU) with the United States Bureau of Land Management (BLM) for the purpose of commencing the formal portion of environmental approvals for the Company's Lisbon Valley, Utah operations.

The Lisbon Valley project consists of nine state mineral leases totaling 6,421 acres and applications for potash prospecting permits, totaling 24,640 acres. The project is located in San Juan County, Utah, within the Paradox Basin, a large sedimentary basin containing rocks of Pennsylvanian to Cretaceous age. The salt and potash beds are in the Pennsylvanian Paradox formation that is over 4,000 feet thick, with 29 separate cycles of salt, potash and clastic sediments. The potash beds are located near the top of the evaporate sequence and occur at depths of 3,000 to 4,800 feet in the project area.

The BLM is the federal agency responsible for reviewing and processing the Company's newly designated Known Potash Leasing Area (KPLA). As part of the review, the BLM requires that an Environmental Assessment (EA) be prepared. The EA will be consistent with the requirements of the National Environmental Policy Act (NEPA) and the Council on Environmental Quality (CEQ).

Memorandum of Understanding

The Memorandum of Understanding (MOU) defines the respective responsibilities, conditions, and procedures to be followed by the Company and the BLM during the preparation of the EA. The EA will assess the environmental impacts of the proposed Development Scenario described in the (Federal code NEPA Document). The studies will include mining methods, land usage,

water sources, tailings ponds, processing methods, and reclamation. The BLM will use the EA to make a decision regarding the awarding of permits to construct and run the Sulphate of Potash operations.

Potash Green Utah LLC filed an Expression of Interest (EOI) letter with the BLM on November 16th 2010. This letter encompasses the whole of the lands inside the KPLA designation. The BLM serialized Potash Green Utah's EOI with file # UTU-87625A.

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
Tel: (604) 638-7382

9. Date of Report

February 8, 2012