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 28, 2012

3. News Release

A news release was issued on February 27, 2012 and disseminated through Canada Stockwatch, Market News and Marketwire.

4. Summary of Material Change

The Company acquires potassium sulfate/alunite property in Santa Cruz, Arizona

5. Full Description of Material Change

The Company announces that it has entered into an agreement with Sulfate Resources LLC. ("Sulfate") to acquire a 70% interest, and up to an additional 6% interest, in certain mineral rights located at the northern end of the Patagonia Mountains, Santa Cruz County, Arizona. This property is known as the Patagonia Alunite Property (the "Property"). The Property consists of 222 lode mineral claims in alunite deposits which carry substantial potassium sulfate values, and applications for potash prospecting permits covering a total of 5,680 acres. These mineral concessions are located in the western portion of the Red Mountain range in Arizona, and are located about 50 miles south-southeast of Tucson.

The Property was the subject an extensive program to identify potassium sulfate and alumina resources by Earth Sciences Inc ("Earth Sciences") in the 1970's. Earth Sciences drilled 100 exploration drill holes averaging 133 feet in depth, and conducted extensive bedrock sampling and metallurgical testing. Based on their data, Earth Sciences estimated some 303 million tons of mineralized material that averaged 30% alunite (91 million tons alunite), or 11.1% alumina (33 million tons Al_2O_3). The mineralize material is estimated to also contain 18 million tons of potassium sulfate (K_2SO_4). These historical estimates are not being treated by the Company as current mineral resources or mineral reserves as defined in NI 43-101, as a qualified person has not done sufficient work to classify these historical estimates as current mineral resources or mineral reserves, The Company notes this historical data as being subject to possible future validation and verification.

Undrilled parts of the Patagonia property include Red Mountain, Kunde Mountain and Saddle Mountain. These areas are geologically favorable for identifying further mineralization. Metallurgical test work and preliminary feasibility studies by Earth Sciences indicated that the

potassium sulfate plus alunite deposit can be mined using the open cut method. Possible mill sites were not evaluated by Earth Sciences. Infrastructure for mining is excellent: Arizona is host to a favorable climate, has good highway access, has access to railroads, has electrical power and has a nearby mining-related labor force.

The Company plans to target the economic potential of producing potassium sulfate and alumina from the Property.

About Potassium Sulfate and Alumina

Alunite is a volcanic rock that was mined in the 15th Century for alumina. Alunite contains 20% potassium sulfate (K_2SO_4) and 37% alumina (Al_2O_3). In the 1970's Earth Sciences identified large alunite deposits in Utah and Arizona and conducted extensive drilling, mineral resource, and metallurgical studies. Earth Sciences had planned to produce primarily alumina, but also potassium sulfate, from their Utah and Arizona deposits. The markets for alumina and potassium sulfate collapsed, and the properties have been idle since. Currently Potash Ridge Corporation (www.potashridge.com) is advancing the Earth Sciences' Utah alunite deposits. The Company is targeting to acquire and advance the Earth Sciences Patagonia Alunite Property.

Potassium Sulfate (SOP) is high grade potash product and sells at a 50% premium over standard muriate of potash (MOP) products. The market for SOP is currently robust and expected to increase 3% per annum. SOP is a preferred fertilizer for farming in saline and dry soils.

Alumina (Al_2O_3) is primarily used to manufacture aluminum metal, and has many secondary uses such as for abrasives, as fillers, in catalysts, and for gas filtration.

Acquisition Terms

The consideration for the acquisition of 70% interest in the Property are cash payments totaling CDN$1,000,000, incurring exploration expenditure of CDN$500,000 on the property in the first year and the issuance of 4,000,000 common shares from the Company's treasury. The vendor retains a 2% production royalty interest, up to 1% of which may be purchased by the Company for CDN$1,000,000.

Cash payment schedule:

1) CDN$25,000 upon the execution of the Agreement;
2) CDN$25,000 upon satisfactory completion of the due diligence;
3) CDN$450,000 within 5 business days of written approval from the TSX Venture Exchange; and
4) CDN$500,000 within 30 days after the issuance of a Arizona Potash prospecting permit in respect of the Property by the Bureau of Land Management and receipt of the permit by the Company.

Exploration expenditures:

1) CDN$500,000 on or before the first anniversary of Exchange Approval.

Share payment schedule:

1) 2,000,000 shares within 5 business days of Exchange Approval; and
2) 2,000,000 shares within 30 days after the issuance of a Arizona Potash prospecting permit in respect of the Property by the Bureau of Land Management and receipt of the permit by the Company.

NA Potash can earn up to an additional 6% legal and beneficial interest in the Property, for an aggregate of 76% interest, by incurring an additional aggregate CDN$3,000,000 in work on the Property on or prior to the third anniversary of Exchange Approval. Upon each CDN$1,000,000 in work incurred by the Company after exercise of the Option, the Company shall be deemed to have acquired an additional 2% interest.

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 28, 2012