

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

June 20, 2012

3. News Release

A news release was issued on June 20, 2012 and disseminated through Canada Stockwatch and Market News.

4. Summary of Material Change

The Company received an answer and counterclaim from Passport Potash Inc.

5. Full Description of Material Change

The Company and other parties to a March 28, 2011 Option Agreement (the "Option Agreement") received an answer and counterclaim from Passport Potash Inc. (TSX VENTURE: PPI) (OTCQX: PPRTF) ("Passport"), in the pending civil action in Salt Lake County, Utah. In its answer, Passport denies liability on the claims asserted against it by NA Potash and the other plaintiffs. In its counterclaim, Passport asserts claims against the plaintiffs for breach of contract and breach of the implied covenant of good faith and fair dealing, and seeks specific performance on the Option Agreement or damages of US\$40 million. NA Potash and the other plaintiffs in the lawsuit deny liability on the counterclaim and will vigorously prosecute their claims and defenses.

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

June 22, 2012