APPLICATION FOR PERMIT TO DRILL OR RE-ENTER

APPLICATION TO DRILL ☑ RE-ENTER OLD WELL ☐

NAME OF COMPANY OR OPERATOR
Passport Potash, Inc.

Address City State Phone Number
3346 W. Guadalupe Rd. Apache Junction Arizona 480-288-6530

Drilling Contractor K & M Drilling

Address
2432 Private Drive, Camp Verde, Arizona 86322

DESCRIPTION OF WELL AND LEASE

Federal, State or Indian Lease Number, or if fee lease, name of lessor
Fitzgerald Trust

Well number FT #8 Elevation (ground) 5450'

Nearest distance from proposed location to property or lease line:
0 feet Distance from proposed location to nearest drilling, completed or applied-for well on the same lease:

Number of acres in lease 640

Number of wells on lease, including this well, completed in or drilling to this reservoir: 0

If lease purchased with one or more wells drilled, from whom purchased:

Name Address

Well location (give footage from section lines)
2754.2 FNL, 5438.4' FEL

Section - Township - Range or Block and Survey
S10- T16N - R23E

Dedication per A.A.C. R12-7-104(A)(9)
N/A

Field and reservoir (if wildcat, so state)
Wildcat - Stratigraphic - Potash

County Navajo

Distance in miles and direction from nearest town or post office
Approx. 15 miles SE of Holbrook, AZ

Proposed depth: 1450

Rotary or cable tools Rotary / Core

Organization Report On file X Or attached

Filing Fee of $25.00 Attached X

Remarks

API 02-017-20080

CERTIFICATE: I, the undersigned, under the penalty of perjury, state that I am the: President of the Passport Potash, Inc. (company), and that I am authorized by said company to make this report; and that this report was prepared under my supervision and direction and that the facts stated therein are true, correct and complete to the best of my knowledge.

Signature Date

Permit Number: 1108

Approval Date: 6-4-2012

Approved By: SC Raatz

NOTICE: Before sending in this form be sure that you have given all information requested. Much unnecessary correspondence will thus be avoided.

STATE OF ARIZONA
OIL & GAS CONSERVATION COMMISSION
Application to Drill or Re-enter
File Two Copies

Form No. 3

(Complete Reverse Side)
1. Operator shall outline on the plat the acreage dedicated to the well in compliance with A.A.C. R12-7-107.

2. A registered surveyor shall show on the plat the location of the well and certify this information in the space provided.

3. ALL DISTANCES SHOWN ON THE PLAT MUST BE FROM THE OUTER BOUNDARIES OF THE SECTION.

4. Is the operator the only owner in the dedicated acreage outlined on the plat below?  YES  X  NO ___

5. If the answer to question four is no, have the interests of all owners been consolidated by communication agreement or otherwise?  YES ___ NO ___ If answer is yes, give type of consolidation ___

6. If the answer to question four is no, list all the owners and their respective interests below:

<table>
<thead>
<tr>
<th>Owner</th>
<th>Passport Potash, Inc.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Land Description</td>
<td>W4 Sec.10, T16N, R23E</td>
</tr>
</tbody>
</table>

CERTIFICATION

I hereby certify that the information above is true and complete to the best of my knowledge and belief.

Name: Joshua Black
Position: President
Company: Passport Potash, Inc.
Date: 5/21/2013

I hereby certify that the well location shown on the plat was plotted from field notes of actual surveys made by me or under my supervision, and that the same is true and correct to the best of my knowledge and belief.

Date Surveyed: 5/16/2012
Registered Land Surveyor: Gerald K. Wood
Certificate No: LS 22290

PROPOSED CASING PROGRAM

<table>
<thead>
<tr>
<th>Size of Casing</th>
<th>Weight</th>
<th>Grade &amp; Type</th>
<th>Top</th>
<th>Bottom</th>
<th>Cementing Details</th>
<th>Sacks Cement</th>
<th>Type</th>
</tr>
</thead>
<tbody>
<tr>
<td>6.625&quot;</td>
<td>20.1</td>
<td>PWT</td>
<td></td>
<td></td>
<td>50' plug at fresh/salt interval</td>
<td>6-9 bags for surface casing</td>
<td>Driller supplied</td>
</tr>
<tr>
<td>4.5'</td>
<td>11.8</td>
<td>HWT</td>
<td></td>
<td>1450' TD</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>