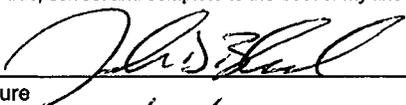


APPLICATION FOR PERMIT TO DRILL OR RE-ENTER

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 88322			
DESCRIPTION OF WELL AND LEASE			
Federal, State or Indian Lease Number, or if fee lease, name of lessor Joint exploration agreement w/ the Hopi		Well number B	Elevation (ground) 5351'
Nearest distance from proposed location to property or lease line: feet		Distance from proposed location to nearest drilling, completed or applied-for well on the same lease: feet	
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) 2093' FNL; 2474' FWL		Section - Township - Range or Block and Survey S23 - T16N - R23E	Dedication per A.A.C. R12-7-104(A)(3) 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	Approximate date work will start November, 2012	
Bond status Amount	Organization Report On file <input checked="" type="checkbox"/> Or attached	Filing Fee of \$25.00 Attached <input checked="" type="checkbox"/>	
Remarks API 02-017-20089			
CERTIFICATE: I, the undersigned, under the penalty of perjury, state that I am the: <u>PRESIDENT</u> of the <u>PASSPORT POTASH</u> (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 <u>11/5/12</u>	
Mail completed form to: Oil and Gas Program Administrator Arizona Geological Survey 416 W. Congress, #100 Tucson, AZ 85701-1315		STATE OF ARIZONA OIL & GAS CONSERVATION COMMISSION Application to Drill or Re-enter File Two Copies	
Permit Number: <u>1132</u>	Approval Date: <u>11-8-2012</u>	Form No. 3	
Approved By: <u>SL Rainey</u>			
NOTICE: Before sending in this form be sure that you have given all information requested. Much unnecessary correspondence will thus be avoided.			

- Operator shall outline on the plat the acreage dedicated to the well in compliance with A.A.C. R12-7-107.
- A registered surveyor shall show on the plat the location of the well and certify this information in the space provided.
- ALL DISTANCES SHOWN ON THE PLAT MUST BE FROM THE OUTER BOUNDARIES OF THE SECTION.
- Is the operator the only owner in the dedicated acreage outlined on the plat below? YES ___ NO X
- If the answer to question four is no, have the interests of all owners been consolidated by communitization agreement or otherwise? YES ___ NO X If answer is yes, give type of consolidation _____
- If the answer to question four is no, list all the owners and their respective interests below:

Owner: Hopi Tribe	Land Description <u>Sec. T16N, T23E</u>
<p style="text-align: center;">CERTIFICATION</p> <p>I hereby certify that the information above is true and complete to the best of my knowledge and belief.</p>	
<p>Name: <u>Joshua D. Bleak</u></p> <p>Position: <u>President</u></p> <p>Company: <u>Passport Potash, Inc.</u></p> <p>Date: <u>11/5/2012</u></p>	
<p style="text-align: center;"><i>[Signature]</i></p> <p>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.</p>	
<p>Date Surveyed: <u>11/4/2012</u></p> <p>Registered Land Surveyor: <u>Gerald K. Wood</u> Certificate No. <u>LS 22290</u></p>	

PROPOSED CASING PROGRAM

Size of Casing	Weight	Grade & Type	Top	Bottom	Cementing Depths	Sacks Cement	Type
6.625" 4.5'	20.1 11.8 lbs/ft	PWT HWT		1450' TD	50' plug at fresh/salt interval	6-9 bags for surface casing	Driller supplied