APPLICATION FOR PERMIT TO DRILL OR RE-ENTER

NAME OF COMPANY OR OPERATOR
Passport Potash, Inc.

Address
3346 W. Guadalupe Rd

City
Apache Junction

State
Arizona

Phone Number
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
ASLD Permit # 08-113257

Well number
X

Elevation (ground)
5337'

Nearest distance from proposed location to property or lease line:
2002 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:
1

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

Name

Address

Well location (give footage from section lines)
2002' FSL; 2798' FWL

Section - Township - Range or Block and Survey
T16N, R23E Sec. 22

Dedication per A.A.C. R12-7-104(A)(3)

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

County
Navajo

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

Proposed depth:
1450'

Rotary or cable tools
Rotary/Core

Organization Report

Filing Fee of $25.00

Remarks

API 02-017-20100

CERTIFICATE: I, the undersigned, under the penalty of perjury, state that I am the: President (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

Mail completed form to:
Oil and Gas Program Administrator
Arizona Geological Survey
416 W. Congress, #105
Tucson, AZ 85701-1316

Permit Number:
144

Approval Date:
4-1-2013

Approved By:

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 communization 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>NW 1/4 Sec 9 Sec 22, T16N, R23E</td>
</tr>
</tbody>
</table>

CERTIFICATION

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

Name
Joshua Bleak

Position
President

Company
Passport Potash, Inc.

Date
3/25/2013

[Signature]

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
3/18/2013

Registered Land Surveyor

Gerald K. Wood

Certificate No.
65 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 Depth</th>
<th>Sacks Cement</th>
<th>Type</th>
</tr>
</thead>
<tbody>
<tr>
<td>6.625&quot; 4.5&quot;</td>
<td>20.1</td>
<td>PWT HWT</td>
<td>1450 TD</td>
<td>50' plug at fresh/salt interval</td>
<td>6-9 bags for surface casing</td>
<td>Driller Supplied</td>
<td></td>
</tr>
</tbody>
</table>