



Conventional
Potash from
Open Pit project
in the **Heart** of **Brazil's**
Agriculture Region



TSX.V: NPK
www.verdepotash.com

Disclaimer

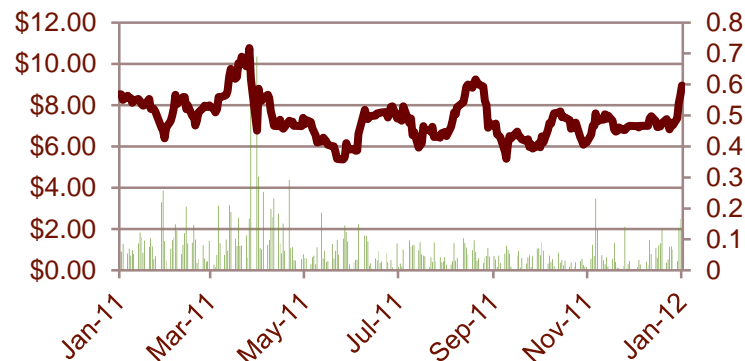
This presentation contains certain “forward looking statements”, which include but is not limited to, statements with respect to the future financial or operating performance of Verde Potash Plc (the “Company”), its subsidiaries and its projects, statements regarding use of proceeds, exploration prospects, identification of mineral reserves, costs of and capital for exploration projects, exploration expenditures, timing of future exploration and permitting, requirements for additional capital, government regulations of mining operations, environmental risks, reclamation expenses, title disputes or claims, and limitations of insurance coverage, statements with respect to the results of the PEA, anticipated production levels and timing of commencement of production, long term KCl prices, production life, and costs and completion of a feasibility study. Forward looking statements can generally be identified by the use of words such as “plans”, “expects”, or “does not expect” or “is expected”, “anticipates” or “does not anticipate”, or “believes”, “intends”, “forecasts”, “budget”, “scheduled”, “estimates” or variations of such words or phrases or state that certain actions, event, or results “may”, “could”, “would”, “might”, or “will be taken”, “occur” or “be achieved”. Forward looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by said statements. There can be no assurances that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in said statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Total resources include all categories unless otherwise stated. All currency are in Canadian \$ unless otherwise stated.

Capital Structure & Share Price

Shares Issued	32,417,085
Options	3,104,750
Warrants	72,368
Fully Diluted (Feb 9, 2012)	35,594,203
52 week: Hi/Lo	C\$10.95/C\$4.87
Market Cap (at \$6.89)	C\$223 million
Average Volume (3 mo.)	68,103
Cash Position (Sept 30, 2011)	~C\$6 million
Debt	0

Share Price



Analyst Coverage

AltaCorp Capital	John Chu
Fraser Mackenzie	Peter Prattas
GMP Securities	Anoop Prihar
Kaiser Research	John Kaiser
Mackie Research	Jaret Anderson
National Bank	Robert Winslow
Ocean Equities	Adam Lucas
Octagon Capital	Max Vichniakov

Investment Opportunity

Brazil focused Potash company

- Founded and led by strong and successful Brazilian team
- Listed on the Toronto Venture Exchange (NPK : TSX-V)

Conventional Potash (“KCl”)

SRK’s Preliminary Economic Assessment (“PEA”) Feb 2012

- 3.0Mt KCl production NPV @10% : \$2.3B
- 0.6Mt KCl production (“Phase 1”) CAPEX : \$654M
- IRR : 23.7%
- Successful continuous pilot plant operation validates KCl production flow sheet and cost estimates
- Demonstration Plant at FLSmidth

Investment Highlights

- World’s lowest delivered cost for the Brazilian Cerrado
- Expansion growth via expected cash flow
- High grade potash at surface in Minas Gerais State (US\$70B agribusiness GDP)
- ~ 60% of Brazil’s fertilizer consumption takes place in Minas Gerais and nearby states
- Government support: tax advantages granted and potential financing

KCl Production Development

2008	Q4/2010	Q1/2011	Q2/2011	Q3/2011	Q4/2011
<p>2008 Verde initiates KCl production studies for its potash rock</p>	<p>Dec 2010 Verde files first patent for the production of conventional potash product from Verde's potash rock</p>	<p>Q1/2011 Verde successfully completes scale up and optimization process</p> <p>University of Cambridge concludes further bench test</p>	<p>Q2/2011 Hazen's commercial laboratory began continued scale up work completing more than 200 tests</p> <p>Verde advances on reagent optimization</p>	<p>Q3/2011 FLSmidth engaged to test heat consumption</p> <p>GEA engaged to test and optimize leaching/evaporation/crystallization</p> <p>Hatch reviewed the results</p>	<p>Q4/2011 Verde successfully completed 30- and 20-hour continuous tests</p> <p>Process Efficiency proved in large continuous scale</p>

KCl Engineering Consortium



Next Steps

Verde has commissioned SRK Consulting to complete a Definitive Feasibility Study – Q4 2012

Simple Production Process

Open Pit Mine
Operation



Rotary Kiln



Evaporation/
Crystallization Plant



KCl Product



KCl Production Preliminary Economic Assessment

Production Rate	0.6Mtpy Phase 1	3Mtpy Phases 1, 2 and 3
IRR	23.7%	23.7%
NPV (10%)	N/A	US\$2.3B
Operational Cost	US\$263/t	US\$291/t
Total CapEx	US\$654M	US\$2.4B ¹

¹ inclusive of the initial \$654M

- 100% equity
- Production of 0.6 mtpy of KCl, start up 2015
- Production of 3.0 mtpy of KCl, to be achieved in 2024 assuming expansions taking place from cashflows
- A total 30 year planned production life
- A 25% Contingency applied to the Capex
- Life of Mine sustaining capital is US\$ 738.4 million
- The PEA assumes an average Vancouver FOB KCl price of US\$526 per tonne and US\$453 from 2015-20 (CRU Market Research 2012)

Verde's Advantage

	Verde's K Rock	Carnallite	Sylvinite
Depth	0m – At Surface Open Pit Mining	500 - 1000m Solution Mining	1000 – 1500m Conventional underground
Grade	8-10% K ₂ O	10-14% K ₂ O	20-25% K ₂ O
Time	2 years	4-7 years	5-10 years
Capital Cost	\$654 million	\$1-2 billion	\$2-3 billion
Operating Cost	Energy Cost Low mining costs	Fluid and Boreholes Solution Separation	Conventional Mining Flotation Separation

Enough Potash from Surface for Decades

2.7Bt @ 8.8% Potash at Surface

Mineral Resources	Tonnage (Mt)	Avg. Grade
Total Indicated (7.5% K ₂ O cut off grade)	74.04	9.22%
Total Inferred (7.5% K ₂ O cut off grade)	2,682.28	8.88%

- Potash Mineralization from surface down to 85m
- 437 drill holes from 2008 until 2011
- 25,080 metres drilled



Location, Location, Location

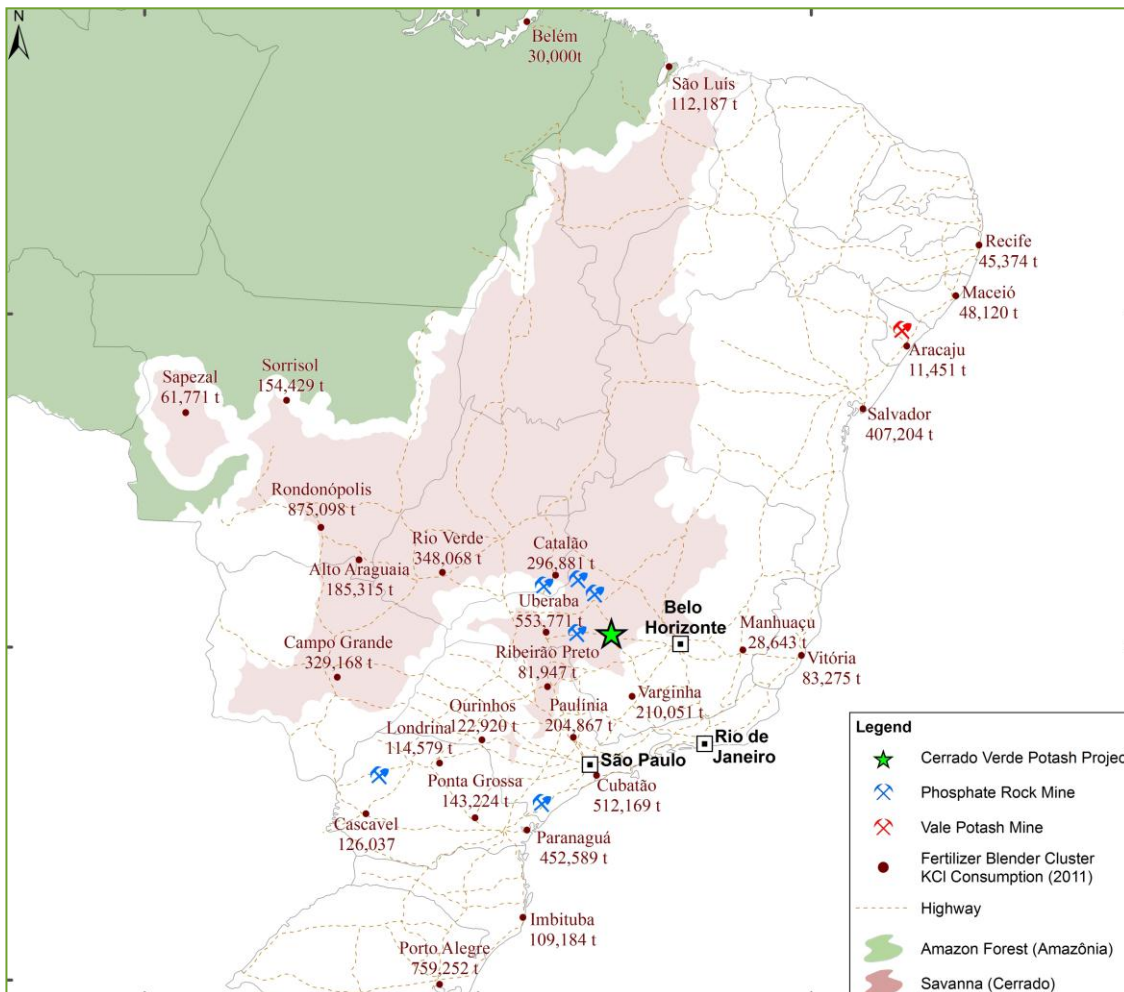
Potash Consumption per Fertilizer Blender District 2011

- ~ 60% of Brazil's fertilizer consumption takes place in Minas Gerais and nearby states

Source: ANDA

- KCl consumption expected to grow 5.3% per year in Brazil

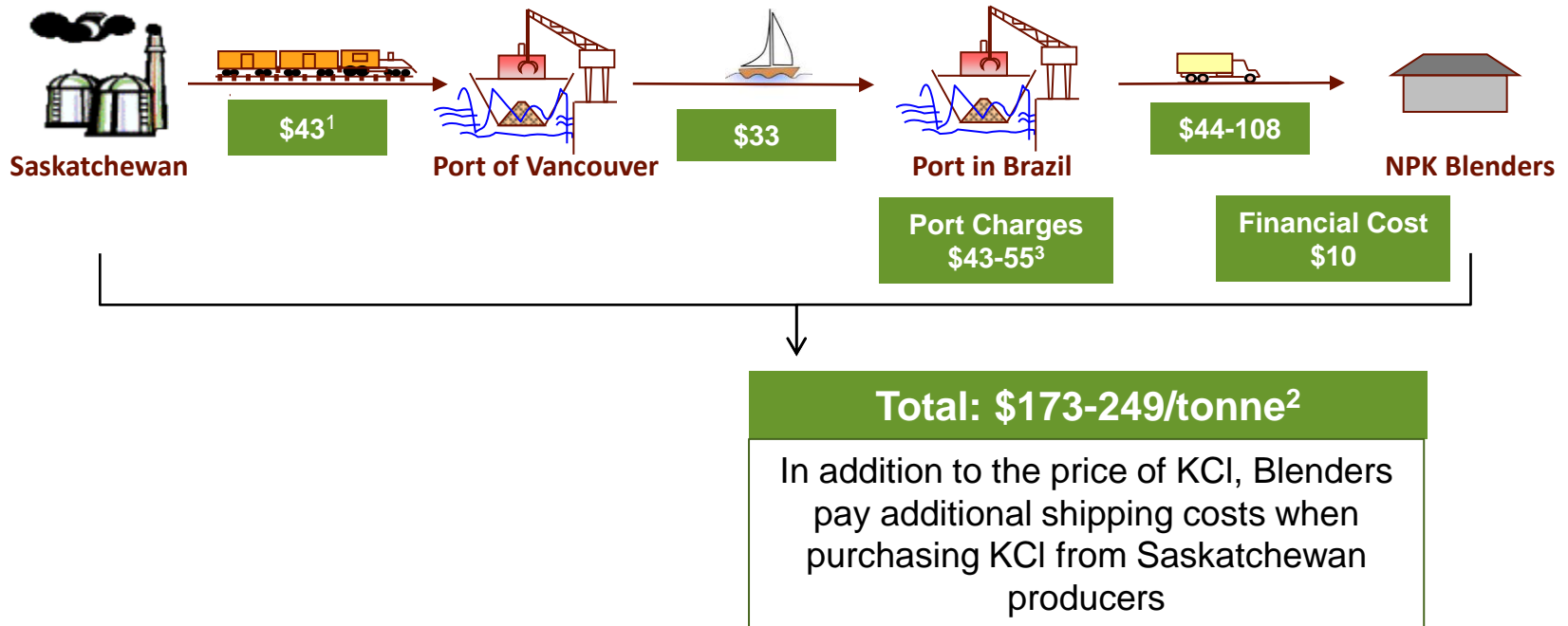
Source: CRU, 2012



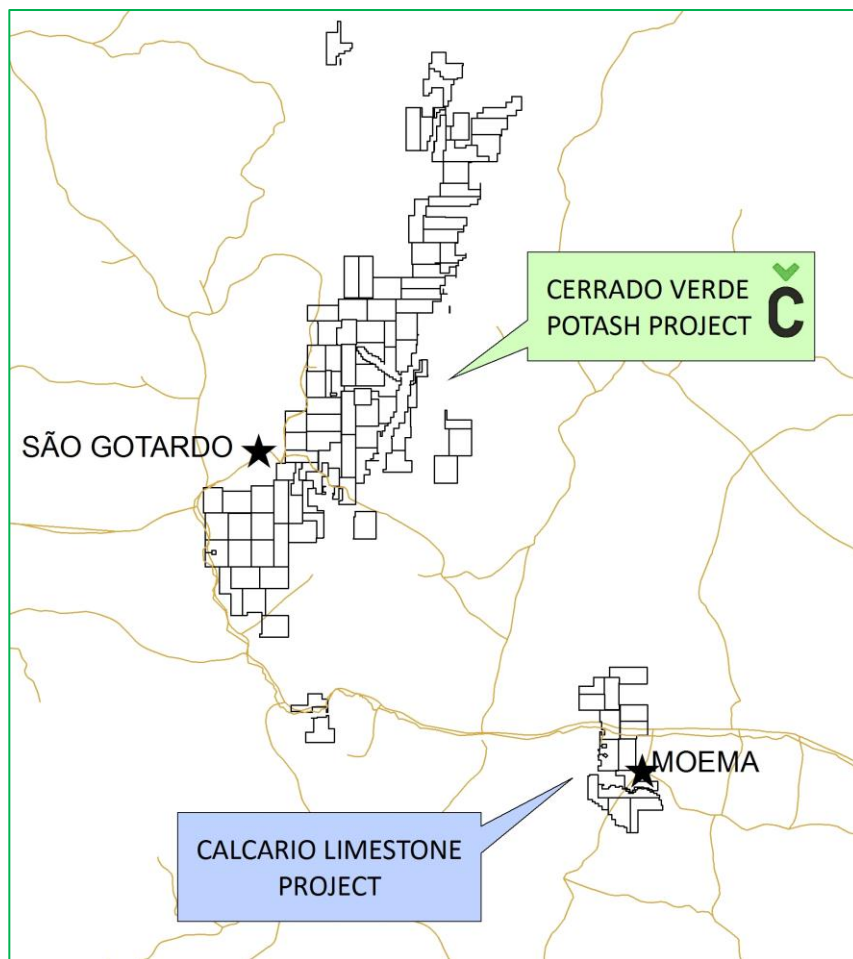
Transporting KCl to Brazilian Blenders

- Blenders in Brazil incur significant transportation costs in importing KCl from foreign producers

Shipping from Saskatchewan to Blenders in Brazil (\$/tonne)



High Quality Limestone for KCl Production



Resource Category	Tonnage (Mt)	Avg. Grade (CaO)
Indicated	89	54.71%
Inferred	180	54.65%



Limestone drill core

Management & Directors

Management

Cristiano Veloso Founder, President, CEO

- 12 years experience; Brazilian entrepreneur ex Banco do Brasil S/A, CEMIG; LL.B, LL.M International Business Law

Pedro Ladeira Chief Operating Officer

- 17 years experience; ex Operations Director, Process and Production Manager for Holcim Brazil

Jed Richardson VP Corporate Development

- 10 years experience; ex Mining Analyst with Sprott/Cormark and RBC Capital Markets, Mining engineer with Alcan Aluminium

Ysao Munemassa Exploration Director

- 41 years experience; ex BP Minerals, VALE, Union Carbide, INCO, Teck Cominco, Newmont Gold

Derek Fray Metallurgical Consultant

- 45 years experience; University of Cambridge Professor & Director of Research

Rodolfo Silva Pilot Plant Manager

- 17 years experience; past experience includes work with Usiminas S/A, Magnesita Refratários S/A, Vilma Alimentos and AMBEV.

Eduardo Spolidorio Marketing Manager

- 14 years experience; past experience includes work with Honeywell, Bunge, Mosaic and Heringer.

Independent Directors

Peter Gundy Chairman

- Former Chairman of Neo Materials Technologies Inc.; VP of Brascan Inc; Executive VP, Finance of Potash Corporation of Saskatchewan Limited

Getulio Lamartine de Paula Fonseca

- Former General Director National Department of Power & Water Supply; Executive-Secretary Industry & Commerce Ministry

Henrique Brandão Cavalcanti

- Former Brazil's Minister of the Environment (1994), Deputy Minister of Mines Energy (1967-69), Deputy Minister of Interior (1969-74).

Renato Gomes

- Director of the ABCI Institute (Brazilian International Trade Scholars) Lawyer and member of Brazilian and Portuguese Bar Associations

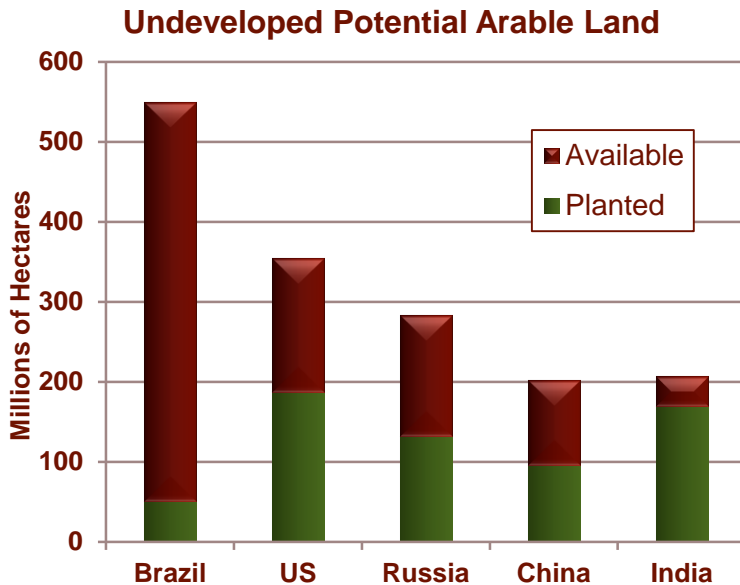
Richard Garnett

- PhD. in Economic Geology (Royal School of Mines, UK), MBA (Cranfield University, UK); Mining Engineer. Has held senior positions with Rio Tinto, Anglo American, Hudson Bay Mining and Diamond Fields Resources

Brazil's Agribusiness: Feeding the World

- Brazil has almost 20% of world's undeveloped potential arable land

- The great agricultural frontier is Brazil's Cerrado, or Savannah away from the Amazon forest



Source: Food and Agriculture Organization, UN

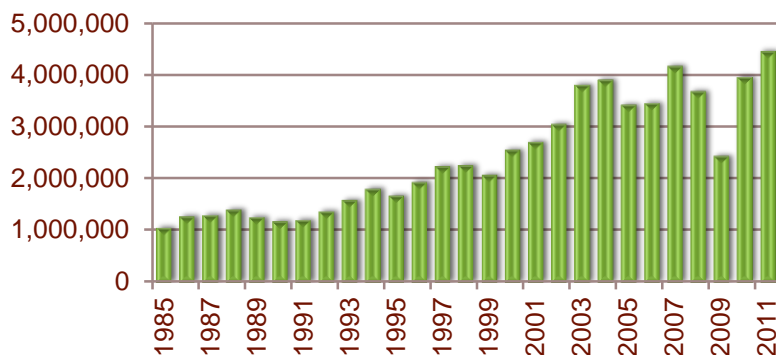


- Brazil has world's largest renewable fresh water reserve

- Climate allows for multiple crops during the year

Brazil's Potash Consumption

Brazil's Annual K₂O Consumption

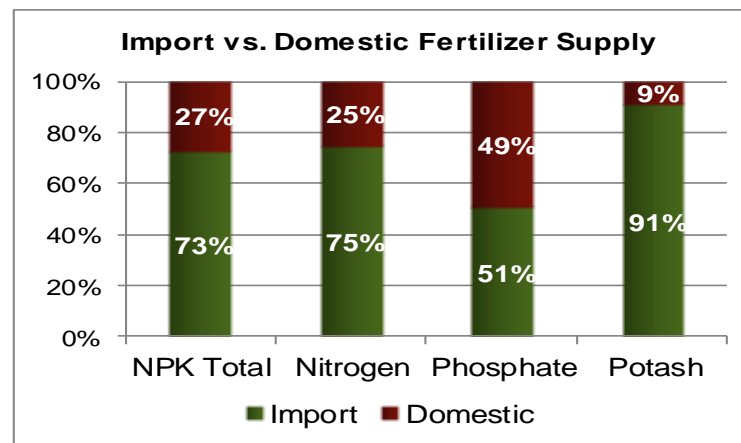


Source: FAO, UN

Potash Usage in Brazil

- Brazil is a leading producer of KCl-intensive crops (soybeans, corn, coffee, sugarcane, tobacco, cotton, and eucalyptus)
- Brazil is also the second largest sugarcane biofuel producer
- Demand for cleaner fuels will boost planting of grain crops, sugarcane and palm oil seeds, requiring more KCl

(Source: Natural Resources Canada, www.nrcan.gc.ca)



Dependency on Imported Potash

- Potash ranks in the top fifteen of Brazilian imports by dollar value (2008 #6, 2009 #7, 2010 #15, 2011 #10 (until June))
- Brazilian government targets 2020 to be fertilizer-independent
- Brazil's potash consumption is estimated to reach 12.6 million tonnes of KCl in 2020

(Source: Ministry of Development Industry and Foreign Trade (MDIC))

(Source: FERTECON report (FERTECON, 2009, /15/))

(Source: CRU, 2012)

TSXv : NPK

Brazilian Government Commitment

Memorandum of Understanding (“MOU”) Signed with State of Minas Gerais

(see April 7, 2011 release)

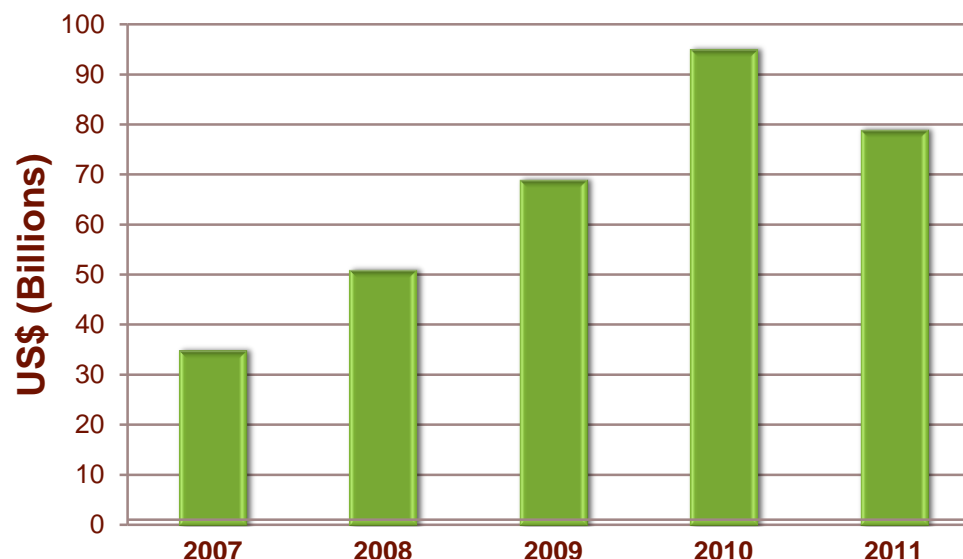
- Potential financing for working capital and fixed investment support; funds administered by the Development Bank of Minas Gerais (BDMG)
- Secretary of Finance’s approval of special tax treatment defined as:
 - Suspension of “ICMS” tax payable on:
 - a) imports of foreign goods;
 - b) imports of foreign raw materials;
 - c) purchases of domestic raw materials
 - Effective tax load of 4% payable on sales of fertilizer products



Minas Gerais State Governor, Antonio Augusto, and Cristiano Veloso, Verde Potash’s CEO

Brazilian Development Bank

BNDES Gross Lending



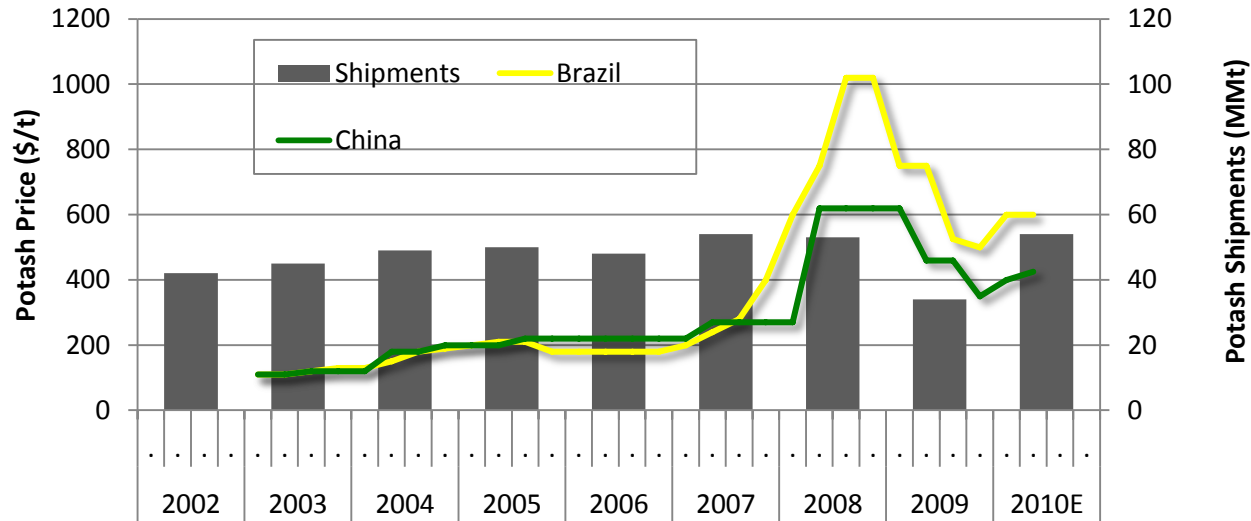
- The BNDES expects total investment in Brazil to reach \$929 billion in the 2011-2014 period, an average annual growth rate of about 10% (outpacing economic growth).
- Brazil's GDP is expected to have grown by about 3% in 2011, and private-sector economists point to an expansion of around 3.3% in 2012.

Key Milestones

	Milestones	2012				2013	2014
		Q1	Q2	Q3	Q4		
Cerrado Verde Potash	KCI Preliminary Economic Assessment	■					
	TK Registration	■					
	Feasibility Study	■					
	Construction					■	
	Commissioning						■
Other	Apatita Phosphate Resource Calculation	■					

Appendix

Why It Hasn't Been Done Before?



Potash price was too low

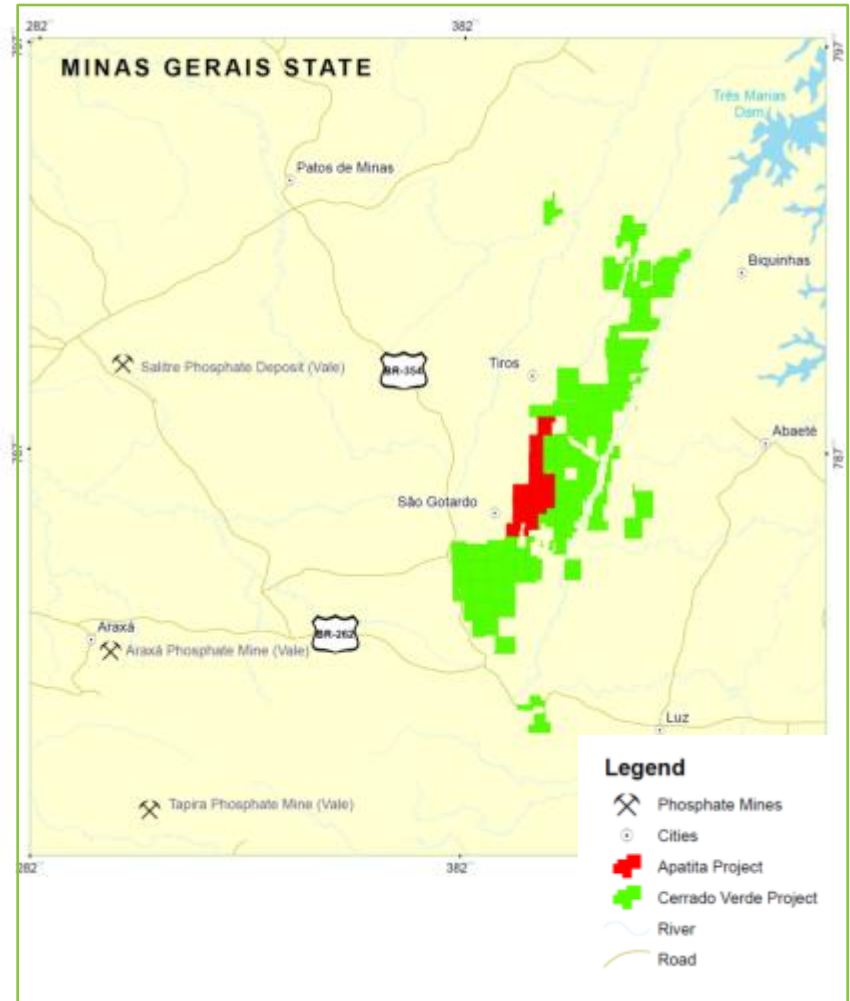
- When Verdete was first tested KCl was only \$70/t
- In 2007 KCl price was still \$200/t reaching \$1100/t during 2008
- Now \$480/t FOB, \$510/t CFR at port

Existing Production Gov't Built

- Large conventional mines are privatized government assets
- No new large mines since 1980's
- Now it would cost billions with long lead times to production

Apatita Phosphate Project

- 30km of mineralized phosphate with widths between 1km and 5km (see November 8, 2010 release)
- Average grade of 7.13% P₂O₅ from 435 surface grab samples
- Initial drilling program provided encouraging results at two prospect regions:
 - Alto da Serra zone 18m @ 3.00% P₂O₅
 - Nau de Guerra zones 7m @ 3.88% P₂O₅
16m @ 3.00% P₂O₅
- First concentration test result: 29.8% P₂O₅ with significant potential for improvement



Phosphate in Brazil

Company	Project	Status	Type	Resource ¹ (Mt)	Reserve ² (Mt)	Avg Grade P ₂ O ₅ (%)	P ₂ O ₅ Concentr. ³	Production Capacity ⁴ (ktpy)
Fosfertil/Vale	Tapira	Operating	Carbonatite		1,309.2	7.69	35.5	2,030
Copebras/Anglo	Ouvidor	Operating	Carbonatite		256.7	7.63	38.0	1,300
Vale	Araxa	Operating	Carbonatite		88.7	11.12	35/33	910
Fosfertil/Vale	Catalao	Operating	Carbonatite		223.6	8.96	36/34	1,209
Vale	Cajati	Operating	Carbonatite		85.1	5.45	36.0	528
Fosfertil/Vale	Patos	Operating	Metasediments		304.6	12.36	24.0	150
Fosfertil/Vale	Salitre	Implementati on	Carbonatite	852.0		10.74	-	1,600 forecast
Vale	Anitapolis	Implementati on	Carbonatite	54.0		9.01	-	300 forecast
MBAC ⁵	Itafos	Operating	Metasediments		44.0	5.39	28/30	50

Notes

¹ Resource and Grades: Salitre-DNPM 1975/Anitapolis., DOU 1980 (DOU = Official Diary of Brazil)

² Reserve and Grades: DNPM 2006 Mineral Annuary

³ Concentration/Production: ANDA Annuary 2008

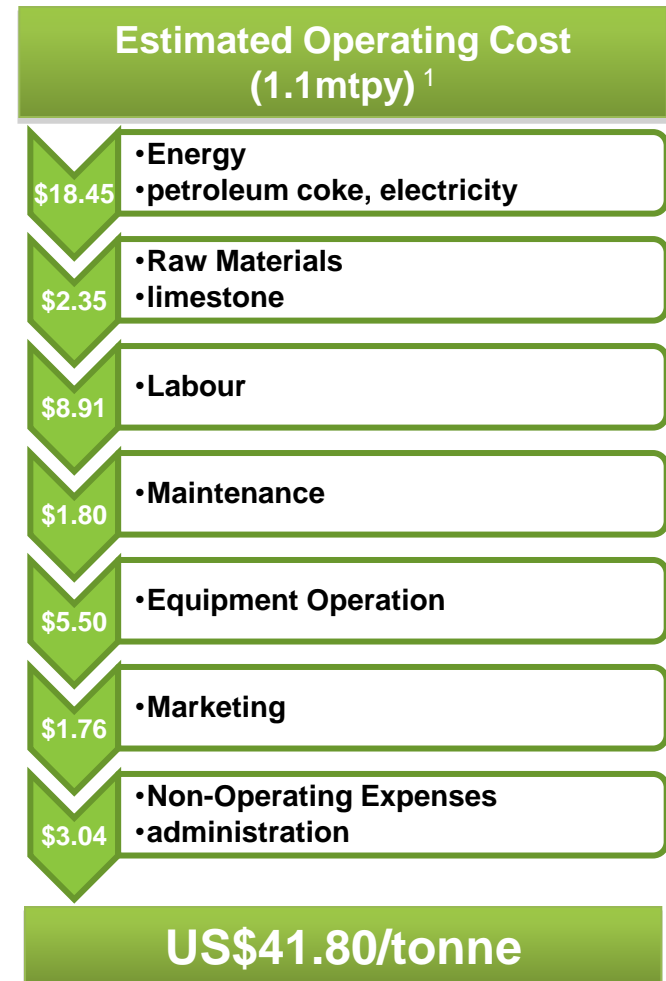
⁴ Major Phosphate Rock Producer by Bete, Inc. for Cargill Fertilizer, inc 1998. Values updated to 2010 including exchange variation and inflation

⁵ BMO – MBAC report figures April 2010 and Website info September 2010

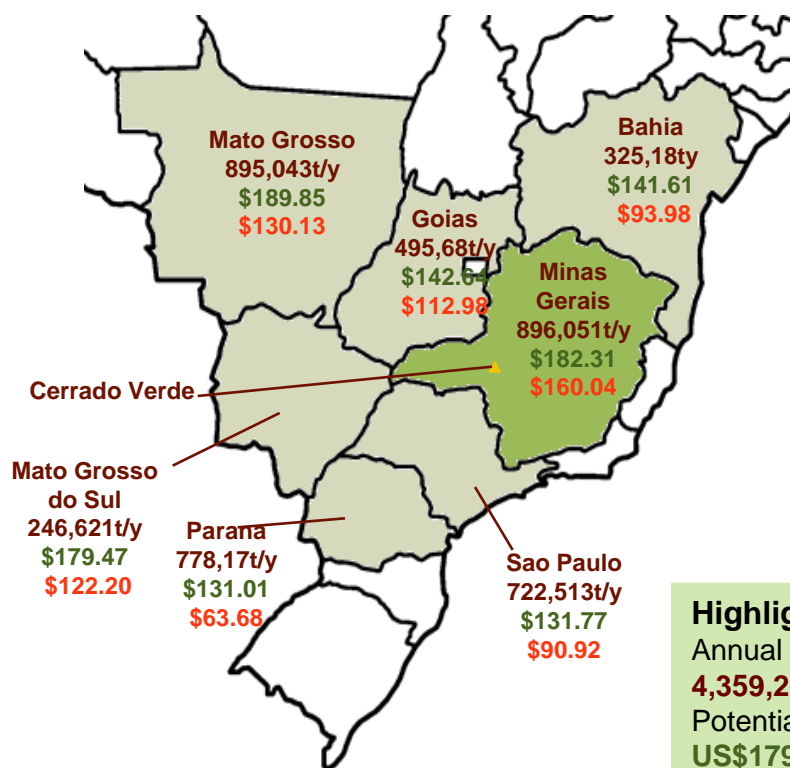
ThermoPotash: Process and Operating Costs

ThermoPotash Production Process

- 1. Mining**
 - Potassium rich rock comes from open pit and the limestone comes from suppliers in the surrounding area or Verde's quarry
- 2. Grinding**
 - Potassium rock and limestone are ground by upright rod mill
- 3. Mixing**
 - The ground rock and limestone are mixed and 4% moisture is added
- 4. Pelletization and Drying**
 - Material is rolled into pellets by disc pelletizers, and dried by exhaust gas from the rotary kiln
- 5. Rotary Kiln and Quenching**
 - After drying, pellets go into the rotary kiln to be heated to 1250oC and rapidly cooled
- 6. Packaging** of ready ThermoPotash product



ThermoPotash: Marketing Study



Marketing Study

- Agroconsult conducted an independent market study to understand potential sale price and market size of ThermoPotash
- Prices derived exclusively on how blenders can optimize NPK formulas using ThermoPotash and keep raw material costs equal

Highlighted Market

Annual Market Potential:

4,359,267 tonnes

Potential Sale Price:

US\$179.47/t¹

Delivery-adjusted Price:

US\$122.20/t¹

NOTE

¹ Weighted-average of the highlighted market

ThermoPotash: PEA

Production Rate (Brazil market share of Potash "K ₂ O")	1.1Mtpy ¹ (2%)	2.2Mtpy ¹ (4%)
NPV (10%)	US\$445.5m	US\$844.1m
NPV (12%)	US\$331.6m	US\$642.0m
IRR	32.7%	40.0%
Operational Cost	US\$41.80/t	US\$36.36/t
CapEx	US\$155.3m	US\$218.4m
Contingency	US\$23.3m	US\$32.8m
Pre-construction	<u>US\$18.2m</u>	<u>US\$18.2m</u>
Total CapEx	US\$196.8m	US\$269.4m
Payback	2.38 years	1.87 years

NI 43-101 Preliminary Economic Assessment Completed

•PEA completed by SRK Consulting (U.S.), Inc. studied open pit mining and pyrometallurgy process to create the ThermoPotash fertilizer; KCl reference price used was \$515 vs. today's KCl price of \$654

ThermoPotash: Pricing Estimates

Optimized Formulation vs. Standard Formulation in 4-20-20 Fertilizer¹

	Standard - w/o TK					Optimized Formulation - w/ TK				
	Weight (kg)	Price (US\$)	N	P	K	Weight (kg)	Price (US\$)	N	P	K
Am. Sulphate (US\$258.52/t)	74.2	19.18	1.48%	0.00%	0.00%	5.6	1.45	0.11%	0.00%	0.00%
SSP (US\$253.07/t)	352.8	89.28	0.00%	7.06%	0.00%	0	0.00	0.00%	0.00%	0.00%
MAP (US\$514.06/t)	239.7	123.22	2.52%	12.94%	0.00%	370.4	190.41	3.89%	20.00%	0.00%
KCl (US\$515.55/t)	333.3	171.83	0.00%	0.00%	20.00%	288.6	148.79	0.00%	0.00%	17.32%
ThermoPotash (\$182.31/t)	0	0	0.00%	0.00%	0.00%	335.5	61.16	0.00%	0.00%	2.68%
Total Weight	1000	403.53	4.00%	20.00%	20.00%	1000	401.81	4.00%	20.00%	20.00%

NOTE

¹ Agroconsult (see press release dated October 26, 2010)

ThermoPotash: Agronomic Results

Nutrient Availability Tests

(See August 11, 2010 release)

- Tests showed that ThermoPotash (TK) provided statistically equivalent nutrients to plants as KCl

Slow and Controlled Release

(See October 15, 2010 release)

- Resin tests confirmed slow release properties of ThermoPotash (best suited for Brazilian soils)

Product Efficacy Tests

(See May 16, 2011 release)

- Tests showed ThermoPotash results were 17% better than KCl

Limestone Replacement Tests

(See October 14, 2010 release)

- Every tonne of ThermoPotash used reduces limestone required by 490 kg

Potassium Leaching Tests

(See December 16, 2010 release)

- TK suffers minimal nutrient loss as a result of leaching, whereas KCl loses 26% under the same conditions

ThermoPotash: Partnerships



ArcelorMittal to Fund Agronomic Trials (See Sept. 22, 2009 release)

- Agreement represents a first step in developing corporate demand for ThermoPotash. ArcelorMittal has 170,000ha of cultivated eucalyptus forests for charcoal production



Agrifirma to Undertake Agronomic Trials (See Nov. 24 & Dec. 9, 2009 release)

- Agreement secures real world field trials of ThermoPotash for use in corn and soy plantation, also as part of process for conversion of Cerrado scrubland for commercial cultivation. Agrifirma is a Jersey-based land fund with 42,000ha of farmland in Brazil



Sekita to Fund Agronomic Trials (See March 22, 2010 release)

- Agreement establishes a relationship with one of the largest Brazilian vegetable producers. ThermoPotash to be tested in real world conditions for use with various vegetables. Its farms are located less than 10km from the Cerrado Verde Project



Included in Sugarcane Fertilizer Taskforce (See August 4, 2009 release)

- ROCKAPL ('Rock' Arranjo Produtivo Local) is a collaborative effort between government and private enterprise focused on developing fertilizer alternatives for sugarcane destined for ethanol production



Universidade Federal de Uberlândia

University of Uberlândia Undertakes Agronomic Trials (See December 9, 2009 release)

- Agreement with Dr. Gaspar Korndörfer, Professor of Agriculture at the Universidade Federal de Uberlândia, secures initial agronomic studies used for the planning of Amazon's metallurgical test work and laboratory scale tests on the application of ThermoPotash



UNIVERSIDADE FEDERAL DE LAVRAS

University of Lavras Agreement (See August 31, 2010 release)

- Agreement with the University of Lavras to complete a full slate of tests to register the ThermoPotash product as a fertilizer in Brazil



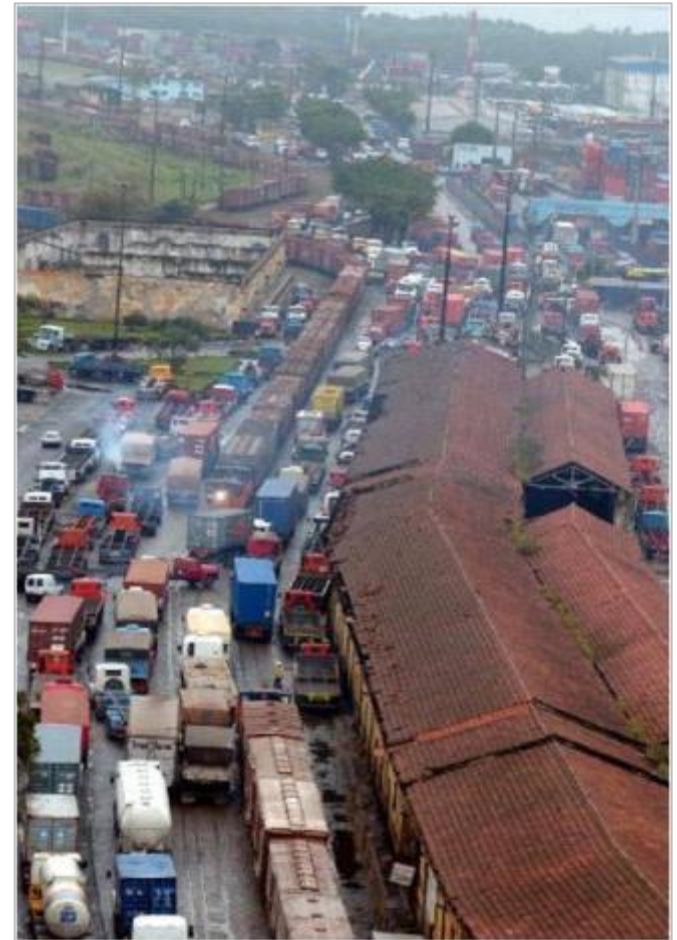
ThermoPotash : Benefits

Benefits to farmers

- Provides potash in a slow release form
- Provides substantial doses of other macronutrients
- Reduces limestone use for pH correction
- No change to final fertilizer application quantities or techniques

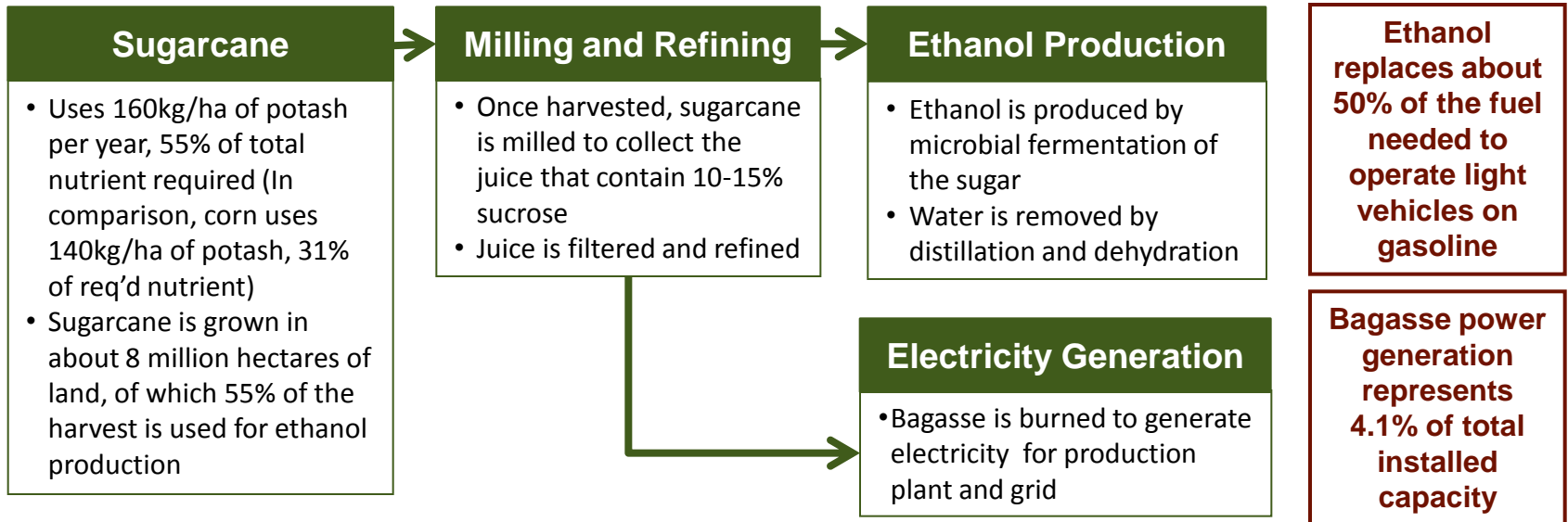
Benefits to fertilizer blenders

- Overseas imports price is set 2 months before it arrives at facility, plus possible port delays
- 60% of fertilizer consumption occurs in 4 month window
- Transport distance creates unusable powder from granules
- Potential to replace 581,236 tonnes of imported KCl in the region



Port of Santos

Potash is essential for energy in Brazil



Ethanol Production Cost
Sugarcane (Brazil): \$0.83
Corn (US): \$1.14

Ratio energy input to manufacture to energy output of ethanol
Sugarcane (Brazil): 1:9.3
Corn (US): 1:1.4



Potash Rock vs. Oil Sands

	Oil Sands	Potash Rock
Commodity	Crude oil	Potash
Potential Resource	170 billion barrels of oil equivalent	2.68 billion tonnes
Cause for development	<ul style="list-style-type: none"> • Dependence on oil imports in the 1970s • Rising price of oil making the projects economic 	<ul style="list-style-type: none"> • Dependence on potash imports in Brazil with growing agriculture industry
Life Stage	45 companies developing 82 projects; 25 projects in operation	Verde: feasibility study in development
Key Companies	Major International Oil Companies Suncor, Nexen, Cenovus, Husky	Verde Potash
Sector Value	C\$120 billion	C\$275 million

Oil sands

- Oil sands now an accepted source of crude oil shows the potential our new source of potash
- Oil sands deposits were developed because of increasing dependence on oil imports; Brazil's dependence on potash imports can be reduced by this development
- In 30 years, oil sands emerged from a niche technology to a mainstream source of oil, supplying 6.6% of U.S. oil consumption. Our potash rock may follow suit, providing an answer for growing global potash need in the future

TSX-V:NPK
www.verdepotash.com

