

CALGARY, ALBERTA--(Marketwired - Jul 23, 2015) - [Americas Petrogas Inc.](#) ("Americas Petrogas" or the "Company") (TSX VENTURE:BOE) reminds shareholders that they have until 9:00 a.m. (Calgary time) on Monday, July 27, 2015 to vote their shares for the upcoming annual and special meeting of shareholders (the "Meeting") of the Company to be held at the Bow Valley Club, Suite 370, 250 - 6<sup>th</sup> Avenue S.W., Calgary, Alberta, Canada at 9:00 a.m. (Calgary time) on Wednesday, July 29, 2015.

Please refer to the management information circular of the Company dated June 29, 2015 in respect of the Meeting (the "Circular"), which was filed and is available on SEDAR at [www.sedar.com](http://www.sedar.com), for details on how to attend the Meeting or submit a proxy; or contact the Company's proxy solicitation agent, Laurel Hill Advisory Group, at 1-877-452-7184 (North American toll free) or 1-416-304-0211 (International collect), or by email at [assistance@laurelhill.com](mailto:assistance@laurelhill.com).

Among the matters to be considered and voted upon at the Meeting is a special resolution to approve the acquisition by Tecpetrol International S.A. and Tecpetrol Internacional S.L. (Unipersonal) ("Tecpetrol" or the "Purchasers") of the Company's wholly-owned subsidiary, Americas Petrogas Argentina S.A. ("APASA"), for an aggregate cash purchase price of US\$63 million (approximately CDN \$82.1 million or CDN\$0.354 on a per common share basis, based on the closing exchange rate on July 22, 2015 as reported by the Bank of Canada), subject to adjustment under the terms of the agreement of purchase and sale between the Company and the Purchasers. Shareholders are encouraged to vote FOR the Transaction for the following reasons:

- **Leading Independent Third Party Support:** Two leading third party advisory firms, Institutional Shareholder Services Inc. and Glass Lewis & Co., have recommended a vote FOR the Transaction;
- **Significant Premium:** The cash payment to be received by the Company pursuant to the Transaction represents a 46% premium to the closing price and a 75% premium to the 30 day volume weighted average trading price of the Company's common shares on the TSX Venture Exchange ending June 16, 2015 (last trading day prior to the announcement of the Transaction) exclusive of future cash amounts expected to be received from Oil Plus benefits and without ascribing any value to those assets being retained by the Company;
- **Lengthy and Extensive Global Strategic Review Process:** The Transaction is the result of a thorough search for strategic alternatives conducted over the past 22 months with the assistance of Jefferies LLC as strategic alternatives advisor;
- **Independent Fairness Opinion:** The fairness opinion received by Americas Petrogas from Mackie Research Capital Corporation, an independent financial advisor, concluded that the consideration to be received pursuant to the Transaction is fair, from a financial point of view, to the Company;
- **Stronger Balance Sheet:** The Company has limited working capital and has been unable to secure non-dilutive financing. The Transaction is expected to provide Americas Petrogas with the working capital required to evaluate the potential of the Company's retained assets and strengthen its balance sheet; and
- **New Sustainable Business Plan:** The Transaction will allow the Company to implement a new sustainable business plan that allows the Company to re-evaluate the exploration and development of several core properties as well as consider any other investment opportunities in the Americas.

Your vote is important, no matter how many or how few shares you may own. Whether you are able to attend the meeting or not, we urge you to vote FOR the Transaction TODAY!

Shareholders with questions or requiring voting assistance may contact the Company's proxy solicitation agent:

Laurel Hill Advisory Group  
North American Toll Free Number: 1-877-452-7184  
Collect Outside North America: 1-416-304-0211  
Email: [assistance@laurelhill.com](mailto:assistance@laurelhill.com)

#### Forward Looking Information

Certain statements contained in this press release constitute "forward-looking statements" as such term is used in applicable Canadian securities laws. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or are not statements of historical fact should be viewed as "forward-looking statements". There are "forward-looking statements" included in this press release that relate to the benefits of the Transaction, future cash amounts expected to be received from Oil Plus, increases in working capital, strengthening of the Company's balance sheet, implementation of a new sustainable business plan, completion of the Transaction, the meeting date and the closing date of the Transaction. Such 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 such forward-looking statements.

There can be no assurance that such forward-looking statements will prove to be accurate as actual results and future events

could vary or differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements contained in this news release. The forward-looking statements contained herein are expressly qualified by this cautionary statement. In particular, there is no assurance that the conditions set out in the agreement, including receipt of required shareholder and regulatory approvals, will be satisfied. There is no assurance that the Transaction will be completed on the timelines indicated or at all. There is also no assurance that future cash amounts will be received from Oil Plus, that the Company's balance sheet will be strengthened, or that a new business plan will be implemented. Accordingly, because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking information. The foregoing statements expressly qualify any forward-looking information contained herein.

Forward-looking statements are made based on management's beliefs, estimates and opinions on the date the statements are made and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as required by applicable law.

*NEITHER THE TSX VENTURE EXCHANGE NOR ITS REGULATION SERVICES PROVIDER (AS THAT TERM IS DEFINED IN THE POLICIES OF THE TSX VENTURE EXCHANGE) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THE RELEASE.*

#### Contact

[Americas Petrogas Inc.](#)

Barclay Hambrook, P. Eng., MBA  
President and CEO

(403) 685-1888

[inquiries@americaspetrogas.com](mailto:inquiries@americaspetrogas.com)

[www.americaspetrogas.com](http://www.americaspetrogas.com)