

Symbol: POT
Listed: TSX, NYSE

SASKATOON, Oct. 4, 2015 /CNW/ - Potash Corporation of Saskatchewan Inc. (PotashCorp) announced that it has withdrawn its proposal to negotiate a transaction with K+S Aktiengesellschaft (K+S) (SDF: GR).

The private proposal of 41 per share on May 31, 2015 sought to bring together complementary assets that would have enhanced financial resources and allowed the combined company and its stakeholders to benefit from greater diversification across geographies and products. It reflected a 59 percent premium to the volume weighted average of K+S' share price during the prior 12 months and included comprehensive, credible commitments to K+S' employees, unions and communities.

"Our proposal reflected full and fair value, and was predicated on a collaborative process with access to customary due diligence," said Jochen Tilk, PotashCorp President and CEO. "Since that time, challenging macroeconomic conditions have contributed to a significant decline of global commodity and equity markets, with potash peer stocks down almost 40 percent*. In light of these market conditions and a lack of engagement by K+S management, we have concluded that continued pursuit of a combination is no longer in the best interests of our shareholders."

PotashCorp will continue to focus on its disciplined growth strategy. With a strong balance sheet, top-tier assets and a track record of operational excellence, PotashCorp believes it is well positioned to capture future opportunities.

* Based on average of peer group including [The Mosaic Company](#), Israel Chemicals Ltd. and [Intrepid Potash Inc.](#); excludes PJSC Uralkali given expected delisting from exchanges.

PotashCorp is the world's largest integrated fertilizer and related industrial and feed products company by capacity and plays an integral role in global food production. PotashCorp is the world's largest producer, by capacity, of potash and one of the largest producers of nitrogen and phosphate. These three essential nutrients are required to help farmers grow healthier, more abundant crops. With the global population rising and diets improving in developing countries, these nutrients offer a responsible and practical solution to meeting the long-term demand for food. While agriculture is its primary market, the company also produces products for animal feed and industrial uses. PotashCorp's common shares are listed on the Toronto Stock Exchange and the New York Stock Exchange.

Website: www.potashcorp.com

This release contains "forward-looking statements" (within the meaning of the US Private Securities Litigation Reform Act of 1995) or "forward-looking information" (within the meaning of appropriate Canadian securities legislation) that relate to future events or our future performance. These statements can be identified by expressions of belief, expectation or intention, as well as those statements that are not historical fact. These statements often contain words such as "should," "could," "expect," "may," "anticipate," "believe," "intend," "estimates," "plans" and similar expressions. These statements are based on certain factors and assumptions as set forth in this document, including with respect to: foreign exchange rates, expected growth, results of operations, performance, business prospects and opportunities and effective tax rates. While PotashCorp considers these factors and assumptions to be reasonable based on information currently available, they may prove to be incorrect. Forward-looking statements are subject to risks and uncertainties that are difficult to predict. The results or events set forth in forward-looking statements may differ materially from actual results or events. Several factors could cause actual results or events to differ materially from those expressed in forward-looking statements including, but not limited to, the following: variations from PotashCorp's assumptions with respect to foreign exchange rates, expected growth, results of operations, performance, business prospects and opportunities, and effective tax rates; risks and uncertainties associated with the existing or future investments or strategic transactions; fluctuations in supply and demand in the fertilizer, sulfur, transportation and petrochemical markets; changes in competitive pressures, including pricing pressures; costs and availability of transportation and distribution of raw materials and products, including railcars and ocean freight; risks and uncertainties related to operating and workforce changes made in response to industry and the markets conditions; risks and uncertainties related to international operations and assets; failure to prevent or respond to a major safety incident; adverse or uncertain economic conditions and changes in credit and financial markets; the results of sales contract negotiations within major markets; economic and political uncertainty around the world; risks associated with natural gas and other hedging activities; changes in capital markets; unexpected or adverse weather conditions; catastrophic events or malicious acts, including terrorism; changes in currency and exchange rates; imprecision in reserve estimates; adverse developments in new and pending legal proceedings or government investigations; prospects to reinvest capital in strategic opportunities and acquisitions; our ownership of non-controlling equity interests in other companies; the impact of further technological innovation; increases in the price or reduced availability of the raw materials that we use; security risks related to our information technology systems; strikes or other forms of work stoppage or slowdowns; timing and impact of capital expenditures; rates of return on, and the risks associated with, investments and capital expenditures; changes in, and the effects of, government policies and regulations; complications that may arise in mining process, including water inflows; PotashCorp's ability to attract, retain, develop and engage skilled employees; risks related to reputational loss; earnings; and the decisions of taxing authorities, which could affect effective tax rates. These risks and uncertainties are discussed in more detail under the headings "Risk Factors" and "Management's Discussion and Analysis of Results and Operations and Financial Condition" in PotashCorp's Annual Report on Form 10-K for the fiscal year ended December 31, 2014 and in other documents and reports subsequently filed by us with the US Securities and Exchange Commission and the Canadian provincial securities commissions. Forward-looking statements are given only as of the date

hereof and we disclaim any obligation to update or revise any forward-looking statements in this release, whether as a result of new information, future events or otherwise, except as required by law.

SOURCE Potash Corporation of Saskatchewan Inc.

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