

Pan American Fertilizer Corp. Announces Acquisition of Demetra Minerals and Corporate Restructuring

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Vancouver, March 02, 2015 - [Pan American Fertilizer Corp.](#) (NEX: PFE.H, Frankfurt: 6GF) (the "Company" or "Pan American") is pleased to announce that it has signed a non-binding Letter of Intent ("LOI") to acquire Demetra Minerals ("Demetra"), a Vancouver-based, privately held junior fertilizer company developing agricultural gypsum products for the Cono Sur markets of Argentina, Paraguay, Bolivia and Brazil.

Prior to completion of the transaction, Pan American shareholders will be asked to roll back shares on a 2:1 basis while Demetra shareholders will cancel up to 7,250,000 shares resulting in Pan American and Demetra shareholders owning 43% and 57% of the Company respectively at the time of signing this LOI. Demetra intends to raise interim funds prior to closing that would alter these ratios

In the proposed transaction a new 7 member board of directors will be composed of three nominees from each of Pan American and Demetra plus a mutually agreed 7th independent director. Mr. Gregg Jensen of Demetra will be appointed President & CEO, Mr. Sebastian Cattaneo as Chief Operating Officer and Mr. Jeremy Wright as Chief Financial Officer. Dr. Robert Rennie will remain as the Company's Chairman. Baron Group of Vancouver will have oversight over all financial reporting for the Company and assist the Company's management as required.

Pan American and Demetra will consolidate all assets and debts.

Pan American is negotiating with its key debtholders to reduce debts owed to the company. The remaining debt is anticipated to be repaid to debtholders over the next few years on the basis of a royalty earn out calculated as 6% of sales revenues after the first \$2 million of revenue have been realized.

All incentive-based preferred shares, stock options and warrants of both Pan American and Demetra will be cancelled but the Board will retain the right to issue new incentive-based compensation instruments consistent with the intent to reward success.

The transaction is anticipated to be completed within approximately two months subject to any required regulatory and shareholder approvals and completion of the Company's 2013 audit.

Once completed, the Company will change its name to Demetra Agricultural Nutrients Inc. The company's securities are currently subject to a cease trade order by the British Columbia and Alberta Securities Commissions and any transaction is subject to revocation of the cease trade order. Since the end of November, 2014, the Company has not had sufficient working capital to operate as an ongoing entity.

Management Changes

Mr. Randy Wright, will retire as President & CEO and as director upon closing of the transaction.

Dr. Robert Rennie, Executive Chairman, and Mr. Jason Birmingham, Chairman of the Audit Committee of Pan

American will guide the transaction on behalf of Pan American until its completion.

Pan American Fertilizer Corporation

Update on 2013 Audit Filing and Re-listing

Pan American and Demetra will work together to complete the 2013 Audit by the end of April, 2015 and the 2014 audit shortly thereafter.

Due Diligence

Pan American and Demetra intend to conduct a joint audit of Pan Americans assets in Argentina as part of the due diligence process because Pan American has not been operating at its Manto Blanco mine site since the end of November, 2014.

About Pan American Fertilizer Corp.

Pan American is a Canadian company dedicated to providing fertilizer to growing agricultural markets specifically in the Cono Sur of South America. The company is focused on the extraction of a specific type of fertilizer called calcium sulphate (also referred to as "Agricultural Gypsum") in Argentina. To ensure long term development and increase shareholder value, Pan American plans to significantly expand its current operational objectives while building its asset base by acquiring additional calcium sulphate properties and other fertilizer related assets and by expanding its markets to countries of the Cono Sur which neighbor Argentina, such as Paraguay, Uruguay, Chile and Brazil.

On behalf of the Board of Directors of Pan American Fertilizer Corp.

Randy Wright
President and CEO

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