

# Pan American Fertilizer and Golden Fame Resources Complete Business Combination

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VANCOUVER, BRITISH COLUMBIA, August 2, 2013 - [Pan American Fertilizer Corp.](#) ("PAF") and [Golden Fame Resources Corp.](#) have completed their business combination by way of a court approved plan of arrangement (the "Plan of Arrangement"). As a condition to the Plan of Arrangement, [Golden Fame Resources Corp.](#) consolidated its share capital (see below) and changed its name to [Pan American Fertilizer Corp.](#) ("New Pan American"), and it is anticipated that trading on the TSX Venture Exchange of New Pan American under the trading symbol PFE will commence effective August 7, 2013.

## Transaction Summary

Under the terms of the Plan of Arrangement, the former PAF securityholders are entitled to receive 0.3936 common shares, preferred shares and dilutive securities of New Pan American for each common share, preferred share and dilutive security of PAF held at 12:01 a.m. on August 2, 2013. As a result, New Pan American issued 18,497,975 post-consolidated common shares to the former common shareholders of PAF, 1,910,121 preferred shares to the former preferred shareholders of PAF, and also issued dilutive securities entitling the holders to acquire a total of approximately 3,308,245 post-consolidated common shares of New Pan American. The dilutive securities include stock options for the purchase of 956,842 post-consolidated common shares at prices ranging from \$1.02 to \$1.27 per share.

## Preferred Shares

As mentioned above, New Pan American has issued 1,910,121 preferred shares to the former preferred shareholders of PAF. The preferred shares are convertible into the same number of common shares of New Pan American subject to the satisfaction of five conditions over a period of eight years. Three of the conditions relate to the achievement of specified amounts of revenue and two of the conditions relate to the filing of technical reports establishing the existence on the Estela Cecilia property of specified amounts of calcium sulphate dehydrate categorized as "proven mineral reserves" as defined in National Instrument 43-101.

## Consolidation and Name Change

In conjunction with the completion of the Plan of Arrangement, [Golden Fame Resources Corp.](#) has changed its name to [Pan American Fertilizer Corp.](#) and has completed a consolidation of the Golden Fame shares, and securities convertible into Golden Fame Shares, on the basis of one new common share for every four old common shares.

## Board of Directors and Officers

With the completion of the Plan of Arrangement, the following individuals are New Pan American's directors and officers:

### Randolph (Randy) Wright - Chief Executive Officer and Director (Chairman)

Mr. Wright has over 25 years of senior management experience within construction and civil works. Prior to founding Acclaro Corporation, a multi-discipline, multi-industry engineering consulting company, in 2009, Mr. Wright founded and ran Columbia Power and Columbia Gas Turbine Systems, which installed and operated power generation projects in Western Canada and South America and repaired equipment for the oil and gas industry. He was a director of Reef Resources Ltd. (TSXV: REE), a company focussed on the exploration, development and production of oil, natural gas liquids and natural gas in Canada.

### Jason Birmingham - Director

Mr. Birmingham has 20 years of industry experience as founder/principal, senior officer, director or financier of numerous private and public company startups, engaged in exploration/exploitation of uranium, precious & base metals, oil & gas, hospitality and, most recently, green energy. During this time, Mr. Birmingham has been involved with aspects of management, finance, board and committee activities and project generation, negotiation and acquisition. Mr. Birmingham is also a director of Cassius Ventures Ltd., Datinvest International Ltd., Cerro Mining Corp., Clean Seed Capital Group Ltd., and Fitch Street Capital Corp.

#### **Lawrence A. Dick - P.Geo, Ph.D, Director**

Dr. Dick is a professional geologist with over 35 years' experience in base and precious metals exploration worldwide. He spent over 20 years exploring for copper and gold throughout South America and was involved in major finds at Collahuasi (Chile); Can Can (Chile); Golden Bear (B.C.); and the San Jose silver deposit in Mexico. Dr. Dick co-founded General Minerals Corporation (now Sprott Resource Corporation) and was then co-founder and President of [Evolving Gold Corp.](#). He currently serves as Chief Geologist and Manager of the Resource Group for Baron Global Financial Canada Ltd., a Hong Kong-based merchant bank dedicated to the identification, acquisition, exploration, and marketing of mining projects worldwide. Dr. Dick also serves on a number of boards, including [Confederation Minerals Ltd.](#), Magna Resources Ltd., [Jayden Resources Inc.](#), [GoldStrike Resources Ltd.](#), and [United Silver Corp.](#)

#### **Brian De Beck - Director**

Brian De Beck was involved with the Retail Wholesale Union as a provincial representative for several years, and acted as the chairman of the Union's Pension Plan Board of Trustees from 1998 until his retirement in 2011. Mr. De Beck received a Bachelor of Arts degree from the University of British Columbia in 1969.

#### **Ben Wendland - Director**

Mr. Wendland has been the President of Protec Management Ltd. Since July 1996. He established the consulting company to provide a wide spectrum of services in the high-tech industry for small business and commercial developments. Mr. Wendland has also been the Chief Executive Officer of Hodder Tugboat Company Ltd. Since December 2001. Mr. Wendland acquired this forestry-based company with a partner and was involved in the restructuring of the company. Mr. Wendland has over 26 years of business experience in a variety of industries.

He was the former Executive Vice-President of SFG Technologies Inc., a software development company, and the former President of Compucollege School of Business, a private career training college. Mr. Wendland earned a B.Sc. from the University of Saskatchewan in 1974 and obtained a Professional Teaching Certificate in 1975.

#### **Scott Walters - President**

Mr. Walters has over 18 years of international experience creating, building, and selling successful businesses in the financial and resource sectors. He has spent the majority of his career investing in and financing the natural resource space with a focus on gold, silver, uranium, and agri-minerals. He is well versed in all types of investment banking transactions. Mr. Walters has extensive experience managing people and projects in the resource sector.

#### **Herrick Lau - Chief Financial Officer**

Mr. Lau has over 15 years of experience in corporate finance and public company management. He is currently Managing Director of Baron Global Financial Canada Ltd. Mr. Lau previously held similar positions in Global Maxfin Capital Inc. and Graydon Elliott Capital Corp. He is currently also the CFO of [Jayden Resources Inc.](#) (formerly Pinnacle Mines Ltd.), the CFO and director of Vida Ventures Ltd. And [Novo Resources Corp.](#), and a director of Kariana Resources Inc., Gener8 Media Corp., and Cerro Mining Corp. Mr. Lau obtained his masters degree in Economics from Simon Fraser University, and he is also a charter holder of the Chartered Financial Analyst designation.

#### **Sukhprit Sajan - Vice-President, Finance**

Over the course of his career, Mr. Sajan has been retained in a variety of roles, undertaking a broad range of

fiduciary and financial responsibilities including cash management and treasury functions, implementation of financial systems and controls, enhancement of policies and procedures, financial and management reporting, and team development. Mr Sajan obtained his Bachelors of Commerce degree from the University of British Columbia and obtained his Certified General Accountant (CGA) designation in January of 2006.

### **Finder's Fee**

In connection with the acquisition of PAF, New Pan American has paid USC Commodity Ltd. a finder's fee of \$143,500 through the issuance of 1,195,833 post-consolidated common shares at a deemed price of \$0.12 per share.

### **About Pan American Fertilizer Corp.**

Pan American is engaged in the business of developing projects in Argentina to supply high quality agricultural gypsum (di-hydrated calcium sulfate) in Latin America. It has secured specific mining rights in the Estela Cecilia Property in Santiago del Estero, Argentina, for 20 years with the right to enter into an extension for an additional 20 years.

On Behalf of the Board of Directors of Pan American Fertilizer

"Jason Birmingham"  
Jason Birmingham, Director

### **FOR MORE INFORMATION, PLEASE CONTACT:**

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*Forward-looking information: Some statements in this news release contain forward-looking information (within the meaning of Canadian securities legislation), including without limitation, the statement as to the date on which the commencement of trading of New Pan American on the TSX Venture Exchange is expected to occur. Such statements address future events and conditions and, as such, involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the statements.*

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