

FORM 6

CERTIFICATE OF COMPLIANCE

TO: CANADIAN NATIONAL STOCK EXCHANGE ("CNSX")

Pan American Fertilizer Corp. (the "Issuer") hereby certifies to CNSX
[Name of CNSX Issuer]

that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNSX Requirements (as defined in CNSX Policy 1).

Date: January 31, 2013

Signed: "Herrick Lau"
(Signature)

Herrick Lau
(Print Name)

Chief Financial Officer
(Print Office)