

OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

February 4, 2025



PAN AMERICAN ENERGY CORP.
("Pan Am" or the "Company")

PART 1. SUMMARY OF OFFERING

What are we offering?

Securities Offered: Up to 4,350,000 common shares of the Company (the "**Common Shares**").

Description of Securities Offered: Holders of Common Shares are entitled to: (i) receive notice of and to attend all meetings of shareholders of the Company, and to have one vote for each Common Share held at such time, except in each case for meetings at which only holders of another specified class of shares of the Company are entitled to vote; (ii) subject to the prior rights, if any, of other classes of shares of the Company, receive dividends, if any, as and when declared by the Company's board of directors; and (iii) subject to the prior rights, if any, of other classes of shares of the Company, to participate equally in any distribution of net assets upon dissolution. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

Offering Price: \$0.18 per Common Share.

Offering Amount: There is no minimum amount. The maximum number of Common Shares offered will be 4,350,000 Common Shares, for total gross proceeds of up to \$783,000 (the "**Offering**").

Concurrent with the Offering, the Company intends to complete a private placement offering of up to 4,850,000 Common Share purchase warrants (the "**Warrants**") at a price of \$0.05 per Warrant, for gross proceeds of up to \$242,500 (the "**Warrant Offering**"). Each Warrant will entitle the holder thereof to purchase one Common Share (a "**Warrant Share**") at a price of \$0.18 per Warrant Share for a period of 24 months after the closing date of the Offering (as defined below).

The Warrants are not being offered pursuant to this offering document, but are instead being offered pursuant to other exemptions from the prospectus requirements of applicable securities laws provided by National Instrument 45-106 – Prospectus Exemptions.

- Closing Date:** The Offering is expected to close on or about February 28, 2025, or on any other date or dates as the Company may determine, and, in any event, on or before a date not later than 45 days after the date of the filing of this Offering Document. The Offering may close in one or more tranches.
- Exchange:** The Common Shares are listed and posted for trading on the Canadian Securities Exchange (the “**CSE**”) under the symbol “PNRG”, on the OTCQB Market (the “**OTC**”) under the symbol “PAANF” and on the Frankfurt Stock Exchange (the “**FSE**”) under the symbol “SS60”.
- Last Closing Price:** On February 3, 2025, the last trading day completed prior to the date of this Offering Document, the closing price of the Common Shares on the CSE was \$0.42, on the OTC was US\$0.2518 and on the FSE was €0.1374.

All references in this Offering Document to “dollars”, “C\$” or “\$” are to Canadian dollars, unless otherwise stated.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

The Company is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 - *Prospectus Exemptions*. In connection with the Offering, the Company represents the following is true:

- the Company has active operations and its principal asset is not cash, cash equivalents or its listing on the CSE.
- the Company has filed all periodic and timely disclosure documents that it is required to have filed.
- the total dollar amount of this offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this Offering Document, will not exceed \$5,000,000.
- The Company will not close this offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.
- The Company will not allocate the available funds from this offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Offering Document contains “forward-looking information” within the meaning of applicable Canadian securities legislation (“**forward-looking statements**”). In some cases, forward-looking statements can be identified by words or phrases such as “may”, “might”, “will”, “expect”, “anticipate”, “estimate”, “intend”, “plan”, “indicate”, “seek”, “believe”, “predict”, “assume”, “budget”, “strategy”, “scheduled”, “forecast”, “target” or “likely”, or the negative forms of these terms, or other similar expressions (or variations of such words or phrases) or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. In particular, forward-looking statements in this Offering Document include, but are not limited to, statements with respect to: future financial or operating performance of the Company, including the Company’s anticipated uses of its available funds; the Company’s operating plans and strategies; proposed exploration activities at the Big Mack Property (as defined below), the cost of any such activities, the potential of such activities to establish estimated mineral resources or mineral reserves at the Company’s properties and the timing and results of any future mineral reserve or mineral resource estimates undertaken at the Company’s properties; the potential exercise of the option granted to the Company with respect to the Big Mack Property; the Company’s plans regarding the Big Mack Property; the anticipated timing, results, benefits, costs and parameters of other exploration and development plans; the future viability of the Big Mack Property; the prospect of developing a mine at, or producing minerals from, the Big Mack Property; the potential acquisition of additional mineral properties or property concessions; the Company’s ability to obtain and maintain licenses, permits and regulatory approvals required to implement the Company’s proposed activities; the future impact of, and future delays and disruptions caused by, the novel coronavirus, contagious diseases or other global pandemics or epidemics; the Company’s requirements for additional capital, the adequacy of the Company’s financial resources (and its ability to continue as a going concern) and the Company’s ability to raise additional capital and/or pursue additional strategic options, including the potential impact on the Company’s business, financial condition and results of operations of doing so or not; the intended use of proceeds from previously completed financings; and capital allocation plans. All statements other than statements of historical fact included in this Offering Document, including, without limitation, statements regarding the future plans and objectives of the Company, predictions, expectations, beliefs, projections, assumptions or future events are forward-looking statements.

These forward-looking statements are not historical facts and are not guarantees of future performance and involve assumptions, estimates and risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements. Forward-looking statements are based on the assumptions, beliefs, expectations and opinions of management on the date the statements are made concerning anticipated financial performance, business prospects, strategies, regulatory developments, development plans, exploration and development activities, commitments and future opportunities, many of which are difficult to predict and beyond our control. In connection with the forward-looking statements contained in this Offering Document we have made certain assumptions about, among other things, the Company’s business operations, including that no significant event will occur outside the Company’s normal course of business operations; the demand for and future prices of metals and other commodities; the future impact of pandemics, endemics and epidemics; that the Company spends its available funds as currently anticipated; the Company’s financial resources and its ability to raise any necessary additional capital on reasonable terms; general business and economic conditions; the Company’s ability to procure equipment and operating supplies in sufficient quantities and on a timely basis; the actual geology of the Big Mack Property aligning with the description in the technical report for the Big Mack Property; the accuracy of budgeted exploration costs and expenditures; future currency exchange rates and interest rates; operating conditions being favourable such that the Company is able to operate in a safe, efficient and effective manner; the Company’s ability to attract and retain skilled personnel and directors; political and regulatory stability; competitive conditions; market (including labour, financial and capital market) conditions in Canada and the United States of America; the timely receipt of governmental, regulatory and third-party approvals, licenses and permits on favourable terms; obtaining required renewals for existing approvals, licenses and permits on favourable terms and in a timely manner; stability in the requirements placed on the Company under applicable laws; sustained labour stability; the availability of certain consumables and services; labour and materials costs; results, costs and timing of future exploration and drilling programs; and our

relationship with local groups. Although management considers those assumptions to be reasonable on the date of this Offering Document based on information currently available to us, these assumptions are subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies and other factors that could cause actual performance, achievements, actions, events, results or conditions to be materially different from those projected in the forward-looking statements. The Company cautions that the foregoing list of assumptions is not exhaustive. Other events or circumstances could cause action results to differ materially from those estimated or projected and expressed in, or implied by, the forward-looking statements contained in this Offering Document.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, actions, events, conditions, performance or achievements to be materially different from those expressed or implied by the forward-looking statements, including, without limitation, those related to: continuing as a going concern; the use of the Company's available funds being at the discretion of management; exploration, development and operating risks; dependence on one mineral property; the early stage status of the Company's mineral property and the nature of exploration; fluctuations in commodity prices; the growth of the lithium market; the dependence of the Company on its key personnel; conflicts of interest; the conflict in Ukraine and related geopolitical risks; information technology, including cyber security risks; minority interests, earn-in agreements, joint venture operations and similar arrangements; relationships with local communities and aboriginal groups; social and environmental activism; environmental laws, regulations and permitting requirements and environmental hazards; the application for and receipt of required permits and approvals; potential acquisitions and their integration with the Company's business; compliance with laws; the Company's requirements for additional capital; factors inherent in the exploration and development of mineral properties that are outside of the Company's control; title to mineral properties; adverse general economic conditions; access to and the availability of adequate infrastructure; limits of insurance coverage and the occurrence of uninsurable risks; competitive conditions in the mineral exploration and mining businesses; human error; the influence of third party stakeholders; the growth of the Company; compliance with the *Canadian Extractive Sector Transparency Measures Act* (Canada); litigation or other proceedings; expansion into other geographical areas; outbreaks of contagious diseases; investment in the Common Shares; the potential for dilution to holders of Common Shares; the volatility of the market price for the securities of mining companies and the market price for the Common Shares; the Company's policy regarding the payment of dividends; the Company's inability to maintain the listing of the Common Shares on a stock exchange; and the Company's compliance with evolving corporate governance and public disclosure regulations.

The factors identified above are not intended to represent a complete list of the risks and factors that could affect any of the forward-looking statements. Some of the important risks and factors that could affect forward-looking statements are discussed in the section entitled "*Risk Factors*" in the Company's annual information form dated December 14, 2022 and filed on the Company's SEDAR+ profile at www.sedarplus.ca. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results, actions, events, conditions, performance or achievements not to be as anticipated, estimated or intended. Forward-looking statements are not a guarantee of future performance. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

The forward looking-statements contained herein are made as of the date of this Offering Document and, accordingly, are subject to change after such date. The Company disclaims any intent or obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of assumptions or factors, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.

SCIENTIFIC AND TECHNICAL INFORMATION

The scientific and technical information disclosed herein has been reviewed and approved by Jared Suchan, Ph.D., P. Geo, who is an independent consultant to the Company and a "Qualified Person" as

defined by National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.

PART 2. SUMMARY DESCRIPTION OF BUSINESS

What is our business?

The Company is a junior mineral exploration company engaged in the business of acquiring, exploring and evaluating lithium projects in mining friendly jurisdictions. The Company has a 75% interest in the Big Mack Property, located in the Paterson Lake Area, Ontario, Canada (the “**Big Mack Property**”), and has the option to acquire an additional 15% interest in the Big Mack Property, for a total of a 90% interest, by issuing C\$100,000 of Common Shares by August 22, 2025.

Recent developments

- On April 26, 2024, the Company announced the final assay results on 13 holes from the 2023/2024 diamond drill program on the Big Mack Property. The highlights of these results include:
 - 1.71% Li₂O over 19.65 meters (BM24-059 and 1.46% Li₂O over 4.5 meters through the center of the Eleven Zone pegmatite; and
 - 2.75% Li₂O over 1.0 meters within a 5.83-meter interval of 1.64% Li₂O (BM24-047) intersected approximately 70 meters east of the main 6059/Sprinkler zone.

The summary of the assay results were as follows:

Hole ID	From (m)	To (m)	Interval (m)*	Li ₂ O (wt%)
BM24-047	114.17	120	5.83	1.64
<i>Inc.</i>	115.1	116.1	1	2.75
BM24-048				No Significant values
BM24-049	93.4	96.65	3.25	0.3
BM24-050	126.05	130.45	4.4	0.19
BM24-051				No Significant values
BM24-052				No Significant values
BM24-053	140.91	142.15	1.24	0.23
<i>And</i>	187.3	190.32	3.02	0.16
BM24-054				No Significant values
BM24-055				No Significant values
BM24-056				No Significant values
BM24-057				No Significant values
BM24-058				No Significant values
BM24-059	32	36.5	4.5	1.46
<i>Inc.</i>	33.5	35.5	2	1.95
<i>And</i>	47.3	66.95	19.65	1.71
<i>Inc.</i>	47.3	52.95	5.65	2.19
	60.95	66.95	6	2.16

*interval widths are not true widths

For further information regarding these drilling results, including with respect to quality assurance and quality control procedures employed and the location of the drill holes, readers are encouraged to review the press release of the Company dated April 26, 2024 and filed on the Company's SEDAR+ profile at www.sedarplus.ca.

- On August 29, 2024, the Company announced that it had completed the second phase of earn-in payments and work expenditures under its property option agreement with Magabra Resources Corp. with respect to the Big Mack Property (the “**Big Mack Option Agreement**”), thereby acquiring a 75% interest in the Big Mack Property. Under the terms of the Big Mack Option

Agreement, the Company can earn an additional 15% interest in the Big Mack Property, for a total 90% interest, by issuing C\$100,000 of Common Shares by August 22, 2025.

The Company also announced that it had elected to terminate the option agreement with Horizon Lithium LLC and FMS Lithium Corporation pursuant to which the Company had the right to earn a 100% interest in the Horizon property in Nevada (the “**Horizon Property**”).

- On September 10, 2024, the Company announced that it intended to settle outstanding debt owed to Ocean Wall Limited in an amount of C\$30,000 through the issuance of 600,000 Common Shares (at a deemed price of C\$0.05 per Common Share). The debt settlement was completed on September 17, 2024.
- On September 26, 2024, the Company announced that Mr. Jason Latkowcer had resigned as Chief Executive Officer and a director of the Company in order to pursue other interests. Mr. Paul Gorman was appointed Interim Chief Executive Officer. The Company also announced the resignation of Mr. William Gibbs from the board of directors of the Company.
- On October 16, 2024 the Company announced that it had been awarded a grant under the Ontario Junior Exploration Program from the Government of Ontario to support ongoing exploration efforts at the Big Mack Property. Pursuant to the grant, the Company will receive up to C\$200,000 to cover 50% of eligible exploration costs on the Big Mack Property.
- On November 12, 2024, the Company announced that, effective November 15, 2024, it would consolidate its issued and outstanding Common Shares on the basis of one post-consolidation Common Share for every ten then-outstanding Common Shares,
- On December 10, 2024, the Company announced the commencement of a drilling program at the Big Mack Property. The program is expected to complete approximately 2,000 meters of diamond drilling to build on the Company’s 2023-2024 campaign, and is designed to further delineate high-priority targets and refine the geological model for the Big Mack Property. An additional focus of the program is to further investigate the potential of cesium at the Big Mack Property, a critical mineral identified during previous exploration.
- On January 13, 2025, the Company announced that it had closed a non-brokered private placement for gross proceeds of C\$400,000 (the “**January Offering**”). Pursuant to the January Offering, the Company issued 5,000,000 units of the Company (each, a “**Unit**”) at a price of C\$0.08 per Unit, with each Unit being comprised of one Common Share and one Common Share purchase warrant entitling the holder to acquire one additional Common Share at a price of C\$0.12 until January 13, 2026.

Material facts

There are no material facts about the securities being distributed that have not been disclosed in this Offering Document or in any other document filed by the Company in the 12 months preceding the date of this Offering Document.

What are the business objectives that we expect to accomplish using the available funds?

The Company intends to use its available funds over the coming 12-month period to fund the Company’s ongoing operations, including exploration activities at the Big Mack Property, including sampling programs, geophysical exploration, exploration reporting and mapping, for general and administrative expenditures, including investor awareness and promotional expenditures, and for general working capital purposes. The Company may also use a portion of the available funds disclosed in Part 3 below for acquisitions or strategic investments in complementary businesses, services, products or technologies, provided that any such acquisition or strategic investment will not constitute a significant acquisition, a restructuring

transaction or any transaction requiring approval of the Company's security holders. The Company does not have agreements or commitments to enter into any such acquisitions or investments at this time.

PART 3. USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the Offering?

		Assuming Minimum Offering Only¹	Assuming 100% of Offering
A	Amount to be raised by this Offering	N/A	\$783,000
B	Selling commissions and fees	N/A	\$Nil
C	Estimated offering costs (e.g., legal, accounting, audit)	N/A	\$20,000
D	Net proceeds of offering: D = A - (B+C)	N/A	\$763,000
E	Working capital as at most recent month end (deficiency)	N/A	\$192,653
F	Additional sources of funding²	N/A	\$242,500
G	Total available funds: G = D+E+F	N/A	\$1,198,153

¹There is no minimum amount for the Offering.

²Additional sources of funding include the proceeds from Warrant Offering.

How will we use the available funds?

Description of intended use of available funds listed in order of priority¹	Assuming Minimum Offering Only²	Assuming 100% of Offering
Exploration expenditures on the Big Mack Property	N/A	\$125,000
General and administrative expenditures	N/A	\$1,073,153
Total:	N/A	\$1,198,153

¹The available funds will not be paid to insiders, associates or affiliates of the Company, except for normal course salaries.

²There is no minimum amount for the Offering.

The above allocation represents the Company's current intentions with respect to its use of available funds based on management's current knowledge, planning and expectations. Actual use of funds may differ from the estimates above for a number of reasons, including as a result of circumstances where, for sound business reasons, the Company determines it should reallocate the available funds; provided, however, that such uses will not include a significant acquisition, a restructuring transaction, or any transaction requiring approval of the Company's security holders.

The Company's ability to continue as a going concern is dependent on raising additional capital to fund its development plans and ultimately to attain profitable operations. As at September 30, 2024, the Company

had an accumulated deficit of approximately \$28,874,188 and the Company expects to incur additional losses in the future. In addition, the Company has limited financial resources. The Company's financial statements for the three and six months ended September 30, 2024 contain a "going concern note" as (i) these financial statements have been prepared assuming that the Company will continue as a going concern and (ii) material uncertainty exists that casts substantial doubt on the Company's ability to continue as a going concern. The Company's financial statements do not include any adjustments that may result from the outcome of this uncertainty, which adjustments could be material. For additional information regarding this "going concern note", please refer to our financial statements for the three and six months ended September 30, 2024, which are filed on the Company's SEDAR+ profile at www.sedarplus.ca.

The Offering is not anticipated to address any of the uncertainties underlying the "going concern note" contained in the Company's financial statements for the three and six months ended September 30, 2024. The Company's ability to continue as a going concern will remain dependent on raising additional capital to fund its development plans and ultimately to attain profitable operations. There is no assurance that the Company will be successful in raising additional capital. Accordingly, there remains material uncertainty that casts substantial doubt on the Company's ability to continue as a going concern. Ultimately, in the event that the Company cannot obtain additional financial resources, or achieve profitable operations, it may need to liquidate its business interests and investors may lose their investment. Such financial resources may not be available, or may not be available on reasonable terms.

How have we used the other funds we have raised in the past 12 months?

January Offering

On January 13, 2025, the Company closed the January Offering for gross proceeds to the Company of C\$400,000. The net proceeds from the January Offering were intended to be used for general working capital purposes. The Company has not utilized any of the proceeds from the January Offering to date.

March Offering

On March 7, 2024, the Company closed a non-brokered private placement of units of the Company for gross proceeds to the Company of C\$898,749.88 (the "**March Offering**"). A comparison, in tabular form, of disclosure the Company previously made about how the Company would use the available funds from the March Offering, an explanation of the variances and the impact of the variances, if any, on the Company's ability to achieve its business objectives and milestones is set forth below:

Description of intended use of available funds listed in order of priority	Planned Use Assuming 100% of Offering	Planned Use of actual proceeds received ⁽¹⁾	Actual use ⁽²⁾	Difference between Planned and Actual
Expenditures on the Horizon Property	\$1,680,000	\$40,195	\$40,195	\$0
General corporate purposes, working capital and administrative expenses	\$300,000	\$858,555	\$858,555	\$0
Total	\$2,000,000	\$898,750	\$898,750	-

¹The March Offering was for gross proceeds of up to \$2,000,000. The Company ultimately raised gross proceeds from the March Offering of approximately \$898,750.

²Following the March Offering, the Company elected to terminate the option agreement with respect to the Horizon Property. The Company made this decision having regard to market conditions at the time of the termination and the costs and technical resources

required to develop claystone lithium deposits, as well as its desire to focus its efforts and resources on the Big Mack Property.

PART 4. FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this Offering, if any, and what are their fees?

The Company has not engaged any dealers or finders in connection with this Offering. While the Company does not expect to engage any dealers or finders in connection with this Offering, the Company may compensate certain dealers and finders in connection with the sale of Common Shares to purchasers introduced to the Company. The extent and nature of any compensation paid to dealers or finders in connection with the Offering, and the identity of these dealers and finders, is not known at this time. Such compensation, if any, may include cash, broker warrants or a combination of the two. The details of the broker warrants that may be issued to dealers and finders, if any, are not known at this time, however, the Company expects that the terms of any broker warrants issued in connection with the Offering would be substantially similar to the terms of the Warrants issued in connection with the Offering.

PART 5. PURCHASERS' RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this Offering Document, you have a right

- a) to rescind your purchase of these securities with the Company, or**
- b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.**

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

PART 6. ADDITIONAL INFORMATION

Where you can find more information about us?

Security holders can access the Company's continuous disclosure at www.sedarplus.ca and may find additional information at our website, <https://panam-energy.com>.

Purchasers should read this Offering Document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment in the Common Shares.

PART 7. DATE AND CERTIFICATE OF THE COMPANY

This Offering Document, together with any document filed under Canadian securities legislation on or after February 4, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

February 4, 2025

(signed) "Paul Gorman"

Paul Gorman
Interim Chief Executive Officer

(signed) "Paul More"

Paul More
Chief Financial Officer