
NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON APRIL 11, 2023

NOTICE IS HEREBY GIVEN that the special meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of Pan American Energy Corp. (the “**Company**” or “**Pan American**”) will be held at the offices of the Company’s legal counsel, DLA Piper (Canada) LLP, at 2800 – 666 Burrard Street, Vancouver, British Columbia, V6C 2Z7 on Tuesday, April 11, 2023, at 10:00 a.m. (Pacific Time). At the Meeting, shareholders will be asked to consider the following matters:

1. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution of the Shareholders (the “**Arrangement Resolution**”), the full text of which is attached as Schedule “A” to the Circular for a statutory arrangement (the “**Arrangement**”) under section 288 of the *Business Corporations Act* (British Columbia) which involves, among other things, the distribution of common shares of Legacy Lithium Corp (“**Legacy**”) to the Shareholders on the basis of one-fifth of a Legacy common share for each common share of Pan American held on the effective date of the Arrangement. The warrants of Pan American will also be adjusted pursuant to the Arrangement as described in more detail in the enclosed management information circular (the “**Information Circular**”); and
2. to transact such further or other business as may be properly brought before the Meeting or at any continuation of the Meeting following an adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting. Copies of the Arrangement Resolution, the plan of arrangement, the interim order and notice of hearing for the final order are attached to the Circular as Schedules “A”, “B”, and “C”, respectively. The board of directors of the Company (the “**Board**”) has approved the contents of the Information Circular and the distribution of the Information Circular to Shareholders. All Shareholders are reminded to review the Information Circular before voting. Although no other matters are contemplated, the Meeting may also consider the transaction of such further or other business, and any permitted amendment to or variation of any matter identified in this Notice, as may properly come before the Meeting or at any continuation of the Meeting following an adjournment or postponement thereof.

The Board has fixed the close of business on February 27, 2023, as the record date for the determination of the Shareholders entitled to receive notice of, and to vote at, the Meeting, or at any continuation of the Meeting following an adjournment or postponement thereof. Only Shareholders at the close of business on February 27, 2023 are entitled to receive notice of and vote at the Meeting or at any continuation of the Meeting following an adjournment or postponement thereof. Shareholders are entitled to vote at the Meeting either in person or by proxy, as described in the Information Circular under the heading “*Section 2 – Proxies and Voting Rights*”. For information with respect to Shareholders who own their shares through an intermediary, see “*Section 2 – Proxies and Voting Rights – Advice to Beneficial Holders (Non-Registered Holders)*” in the Information Circular.

Registered Shareholders have a right of dissent with respect to the proposed arrangement and to be paid the fair value of their common shares of the Company. The dissent rights are described in the accompanying Information Circular. A Registered Shareholder who intends to exercise a right of dissent should carefully consider and comply with the provisions of sections 237 to 247 of the *Business Corporations Act* (British Columbia), as modified by the interim order, which are attached to the Circular as Schedule “D”, and should seek independent legal advice. Failure to strictly comply with the provisions of those sections, as modified by the interim order, and to adhere to the procedures established therein may result in the loss of all rights thereunder.

In order to streamline the Meeting process, the Company encourages Shareholders to vote in advance of the Meeting using the form of proxy or voting instruction form provided with the Meeting materials and submit votes no later than Thursday, April 6, 2023, at 10:00 a.m. (Pacific Time) (or no later than 48 hours, excluding Saturdays, Sundays and statutory holidays, prior to the date on which the Meeting or any postponement or adjournment thereof is held), the cut-off time for the deposit of proxies prior to the Meeting, or such earlier time as may be directed in the form.

The Canadian Securities Exchange has neither reviewed nor approved the disclosure in the Information Circular.

If you have any questions relating to the Meeting, please contact the Corporation at info@panam-energy.com.

DATED at Vancouver, British Columbia, this 8 day of March, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Jason Latkowcer

Jason Latkowcer

Chief Executive Officer, President and Director