



Pan American Announces the Filing of Its Management Information Circular In Connection with Its Special Meeting to Approve the Spin-Out of the Green Energy Property

Shareholders of record at the close of business on February 27, 2023 are encouraged to vote at the Special Meeting. The deadline for returning proxies for the Special Meeting is Thursday, April 6, 2023 at 10:00 a.m. (PST).

March 13, 2023

Calgary AB – **Pan American Energy Corp.** (the “**Company**” or “**Pan American**”) (**CSE: PNRG**) (**OTC PINK: PAANF**) (**FRA: SS6**) is pleased to announce that it has mailed and filed a management information circular and related meeting materials (the “**Meeting Materials**”) for its special meeting (the “**Special Meeting**”) of shareholders of Pan American (“**Shareholders**”) to be held April 11, 2023 at 10:00 a.m. (PST) at the offices of DLA Piper (Canada) LLP at 2800 – 666 Burrard Street, Vancouver, British Columbia, V6C 2Z7 in connection with the proposed “spin-out” of Pan American’s Green Energy Property in Utah (the “**Green Energy Property**”) announced on January 3, 2023 (the “**Transaction**”).

On March 8, 2023, Pan American obtained an interim order (the “**Interim Order**”) from the Supreme Court of British Columbia (the “**Court**”) authorizing the holding of the Special Meeting and matters relating to the conduct of the Special Meeting. At the Special Meeting, Shareholders will be asked to pass a special resolution (the “**Arrangement Resolution**”) to approve the proposed plan of arrangement involving Pan American and Legacy Lithium Corp. (“**Legacy**”), a wholly-owned subsidiary of Pan American, which gives effect to the Transaction. The Transaction will be carried out pursuant to the terms of an amended and restated arrangement agreement dated March 3, 2023 between Pan American and Legacy (the “**Arrangement Agreement**”).

The Meeting Materials contain important information regarding the Transaction, how Shareholders can participate and vote at the Special Meeting and the reasons for the unanimous determination of the board of directors of the Company (the “Board”) that the Transaction is in the best interest of the Company and is fair to Shareholders. Shareholders should carefully review all of the Meeting Materials, as they contain important information concerning the Transaction and the rights and entitlements of Shareholders thereunder. The Meeting Materials have been filed by the Company on SEDAR and are available under the Company’s profile at www.sedar.com.

The Board unanimously recommends that Shareholders vote FOR the Arrangement Resolution.

Pursuant to the terms of the Interim Order, Shareholders of record at the close of business on February 27, 2023 (the “**Record Date**”) will be entitled to vote at the Special Meeting. Each registered Shareholder of Pan American whose name is entered on the securities register of the Company at the close of business on the Record Date is entitled to one vote for each share registered in his, her or its name. The deadline for returning proxies for the Special Meeting is Thursday, April 6, 2023 at 10:00 a.m. (PST) (or no later than 48 hours, excluding Saturdays, Sundays and statutory holidays, prior to the date on which the Special Meeting, or any postponement or adjournment thereof, is held).

Pursuant to the terms of the Interim Order, to be effective, the Transaction must be approved by at least 66²/₃% of the votes cast by Shareholders present in person or by proxy at the Special Meeting.

Shareholder Questions

For any questions, Shareholders can contact the Company at info@panam-energy.com. All of the Meeting Materials can be downloaded from the Company's website at www.panam-energy.com and also from the Company's SEDAR profile at www.sedar.com.

Transaction Details

Pursuant to the Transaction, Pan American proposes to distribute common shares of Legacy (“**Legacy Common Shares**”) to existing Shareholders on the record date of the Transaction, such that each Shareholder as of such record date, following the Transaction, will hold: (i) one new common share of the Company for each common share of the Company held on such record date and (ii) one-fifth of a Legacy Common Share for each common share of the Company held on such record date. Following the Transaction, Legacy will no longer be a wholly-owned subsidiary of the Company. Subject to approval by the Shareholders, the Company will seek a final order from the Court following the Special Meeting to approve the Transaction.

Reasons for the Transaction

The Company believes that the Transaction is in the best interests of the Company in order to unlock the value in the Green Energy Property, which the Company feels is not reflected in the Company's current share price, by transferring the Green Energy Property to a separate entity. By completing the Transaction, the Company will allow Shareholders to continue to benefit from the advancement of the Green Energy Property, and experience any value creation resulting from the Transaction in the Company and Legacy. Additionally, the Company believes that, over time, the Transaction will allow the Company to concentrate its efforts on its other projects, while Legacy focuses on the advancement of the Green Energy Property.

About Pan American Energy Corp.

Pan American Energy Corp. (CSE: PNRG) (OTC PINK: PAANF) (FSE: SS6) is an exploration stage company engaged principally in the acquisition, exploration and development of mineral properties containing battery metals in North America.

The Company's maiden asset is the 100% owned Green Energy Lithium Project, located in the Paradox Basin, Utah, USA. The Company has also entered a property option agreement with Horizon Lithium LLC with the right to acquire 100% interest in the Horizon Lithium Project, located within the Clayton Valley – Tonopah Lithium Belt, Nevada, USA.

The Company executed an option agreement in Canada with Magabra Resources with the right to acquire up to 90% interest in the drill-ready Big Mack Lithium Project, 80 km north of Kenora, Ontario.

On Behalf of the Board of Directors

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Forward-Looking Statements

Certain statements contained in this press release constitute forward-looking information. These statements relate to future events or future performance. The use of any of the words “could”, “intend”, “expect”, “believe”, “will”, “projected”, “estimated” and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the Company's current beliefs or assumptions as to the outcome and timing of such future events. In particular, this press release contains forward-looking information relating to, among other things, the Transaction, including the consummation of the Transaction, the anticipated benefits of the Transaction and the satisfaction of the conditions precedent to the Transaction, including the receipt of required Court and Shareholder approval of the Transaction.

Various assumptions or factors are typically applied in drawing conclusions or making the forecasts or projections set out in forward-looking information, including, in respect of the forward-looking information included in this press release, that no significant event will occur outside of our normal course of business and operations (other than as expressly set out herein); the Company's ability to obtain required Court and Shareholder approval in a timely matter; the Company's and Legacy's ability to satisfy the conditions precedent of the Arrangement Agreement in order to consummate the Transaction; the adequacy of the Company's and Legacy's financial resources; and the Transaction resulting in the expected benefits to the Company and its Shareholders.

Although forward-looking information is based on the reasonable assumptions of the Company's management, there can be no assurance that any forward-looking information will prove to be accurate. Forward looking information involves 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 forward-looking information. Such factors include, the risk that the Company and Legacy may not receive the required Court and Shareholder approvals to effect the Transaction; that the Company and Legacy may not be able to satisfy the conditions precedent to the Transaction and close the Transaction on the timeline currently anticipated, or at all; that the Company and its Shareholders may not receive the anticipated benefits from the Transaction; changes in laws, regulations and government practices; that a material adverse change may occur to the business of Pan American or Legacy; and such other risks as are identified in the Meeting Materials and in the Company's public disclosure documents filed on SEDAR at www.sedar.com. The forward-looking information contained in this release is made as of the date hereof, and the Company not obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking information. The foregoing statements expressly qualify any forward-looking information contained herein.

The CSE has neither approved nor disapproved the information contained herein.