

# OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

February 13, 2024



**PAN AMERICAN ENERGY CORP.**  
(“Pan Am” or the “Company”)

## PART 1. SUMMARY OF OFFERING

### What are we offering?

**Securities Offered:** Up to 4,210,527 units of the Company (the “Units”).

**Description of Securities Offered:** Each Unit will consist of one common share in the capital of the Company (each, a “Common Share”) and one Common Share purchase warrant (a “Warrant”). Each Warrant will entitle the holder thereof to purchase one Common Share (a “Warrant Share”) at a price of \$0.55 per Warrant Share for a period of 24 months after the closing date of the Offering (as defined below).

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.

The terms and conditions which govern the Warrants will be referred to on the certificates representing the Warrants and will, among other things, include provisions for the appropriate adjustment in the class, number and price of the Warrant Shares issuable upon exercise of the Warrants upon the occurrence of certain events, including any subdivision, consolidation or reclassification of the Common Shares, the payment of stock dividends and the amalgamation, arrangement or reorganization of the Company. The issue of the Warrants will not restrict or prevent the Company from obtaining any other financing, or from issuing additional securities or rights, during the period within which the Warrants may be exercised.

**Offering Price:** \$0.475 per Unit.

<b>Offering Amount:</b>	There is no minimum amount. The maximum number of Units offered will be 4,210,527 Units for gross proceeds of up to \$2,000,000.32 (the “Offering”).
<b>Closing Date:</b>	The Offering is expected to close on or about February 28, 2024 , 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.
<b>Exchange:</b>	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”.
<b>Last Closing Price:</b>	On February 13, 2024, the last trading day completed prior to the date of this Offering Document, the closing price of the Common Shares on the CSE was \$0.475, on the OTC was US\$0.3492 and on the FSE was €0.33.

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 this 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) and the Horizon Property (as defined below), the cost of any such activities, the potential of such activities to establish or increase the amount of estimated mineral resources or mineral reserves at any of the Company’s properties and the timing and results of any future mineral reserve or mineral resource estimates undertaken at any of our properties, including that there is significant mineral resource expansion potential at the Horizon Property through step-out drilling; mineral resource estimates; the potential exercise of the options granted to the Company with respect to the Big Mack Property and the Horizon Property; the Company’s plans regarding the Big Mack Property and the Horizon Property, including the Company’s plan to produce a preliminary economic assessment at the Horizon Property; the anticipated timing, results, benefits, costs and parameters of other exploration and development plans; the future viability of the Big Mack Property and the Horizon Property; the prospect of developing a mine at, or producing minerals from, the Big Mack Property or the Horizon Property, including that low-cost and low-strip ratio techniques can potentially be applied to the extraction of mineralization at the Horizon 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 actual geology of the Horizon Property aligning with the description in the Horizon Technical Report (as defined below), including that the geology of the Horizon Property will permit the use of low-cost and low-strip ratio extraction techniques; 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; ability to meet financial commitments in respect of the option agreement for the Big Mack Property and the option agreement for the Horizon Property and otherwise; exploration, development and operating risks; dependence on few mineral properties; the early stage status of the Company's mineral properties and the nature of exploration; fluctuations in commodity prices; the growth of the lithium market; fluctuations in currency rates; 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; operating in foreign jurisdictions; reliance on international advisors and consultants; 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](http://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 options to acquire (A) up to 90% of the Big Mack Property, located in the Paterson Lake Area, Ontario, Canada (the “**Big Mack Property**”) and (B) 100% of the Horizon Property, located in the Big Smoky and Monte Cristo Basins of Esmeralda County, Nevada (the “**Horizon Property**”).

### Recent developments

- On August 9, 2023, the Company announced the assay results from its surface sampling program on the Big Mack Property. The results from the sampling program provided valuable geochemical insight into the high-grade lithium mineralization observed at the Big Mack pegmatite and the Eleven Zone, as well as confirmed that high-grade lithium exists on the surface at the 6059 Pegmatite. The sampling program also identified other LCT pegmatites within the Big Mack Property area which are prospective for lithium, tantalum and tin. The program consisted of sampling historically mapped surface exposed pegmatite occurrences across the Big Mack Property, as well as both known showing and other outcropping pegmatites along strike of the Big Mack and Sprinkler Zones. Channel sampling was used as a prospecting tool to obtain samples over pegmatites which were too flat and, therefore, difficult to acquire representative samples with a rock hammer/sledge.

The highlights of this program included:

- a total of 342 grab/channel samples. Following analysis, 98 of the samples collected were shown to be above determined background threshold lithium values in the pegmatites and host rocks;
- samples graded up to 3.21%Li<sub>2</sub>O, with 25 samples reporting lithium assays above 1.00% Li<sub>2</sub>O from the Eleven, Big Mack and 6059 zones;
- assays appear to show a geochemical trend continuing along strike between the Big Mack and Sprinkler/6059 pegmatites, indicated by showing of anomalous lithium and other rare earth indicator elements;
- channel sampling results returned 1.06% Li<sub>2</sub>O over 19.30 meters across the Eleven Zone and 1.72% Li<sub>2</sub>O over 6.30 meters at the 6059 Pegmatite; and
- assays showed anomalous tantalum, tin and rubidium, associated with the complex-type petalite bearing LCT pegmatites, including assays up to 150 ppm tantalum and 4200 ppm tin.

A table of select sample assay highlights is presented below:

SAMPLE ID	Type	NAD 83/UTM Zone 14N		Li <sub>2</sub> O %	Ta <sub>2</sub> O <sub>5</sub> ppm	SnO <sub>2</sub> ppm	Rb <sub>2</sub> O ppm	Comment
		EASTING	NORTHING					
633201	Grab	387221	5569668	3.21	15	28	5577	6059 - Petalite Pegmatite
633087	Channel	387216	5569669	3.14	10	66	3784	6059 - Petalite Pegmatite, over 1 m
632959	Grab	386515	5569885	2.89	18	58	2171	Big Mack - Petalite Pegmatite
632906	Channel	386572	5569871	2.22	27	75	1695	Big Mack - Petalite Pegmatite, over 1 m
632957	Grab	386520	5569869	1.95	38	52	5009	Big Mack - Petalite Pegmatite
632547	Channel	386355	5569970	1.84	41	154	1854	Eleven - Petalite Pegmatite, over 1 m
632534	Channel	386355	5569977	1.70	32	154	1619	Eleven - Petalite Pegmatite, over 1 m
632964	Grab	386464	5569890	1.64	71	176	1925	Eleven - Petalite Pegmatite
632967	Grab	386347	5569969	1.39	32	242	2264	Eleven - Petalite Pegmatite
632961	Grab	386482	5569888	1.17	46	46	1739	Big Mack - Petalite Pegmatite
632932	Channel	386361	5569975	1.10	33	427	2647	Eleven - Petalite Pegmatite, over 1 m
632912	Channel	386565	5569878	1.01	19	75	813	Big Mack - Petalite Pegmatite, over 1 m
633181	Grab	386321	5569716	0.23	28	738	3937	Unknown Pegmatite
632962	Grab	386470	5569885	0.07	32	222	4331	Unknown Pegmatite
633236	Grab	386300	5569821	0.06	17	80	4090	Unknown Pegmatite
632533	Grab	387422	5569621	0.06	143	413	879	Unknown Pegmatite
632977	Grab	386647	5569909	0.04	124	10	432	Unknown Pegmatite
633197	Grab	387131	5569736	0.01	53	1129	85	Unknown Pegmatite
633215	Grab	386200	5570004	0.01	183	5332	995	Unknown Pegmatite
633216	Grab	386197	5570003	0.01	128	2450	1613	Unknown Pegmatite

For further information regarding the results of this exploration program, including with respect to the location of the samples taken, the sampling and analytical methods utilized, the quality assurance and quality control protocols taken and data verification undertaken with respect to these results, readers are encouraged to review the press release of the Company dated August 9, 2023 and filed on the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

- On August 28, 2023, the Company announced the results from a high-resolution UAV-borne magnetics survey over the Big Mack Property. The survey was completed to provide a highly detailed magnetic map to aid in exploration mapping and drill-targeting in the area. The survey was completed by EarthEx Geophysical Solutions Inc. ("EarthEx") and was successful in identifying multiple prospective features exhibiting low magnetic responses which have been interpreted to have the potential to host lithium-bearing pegmatites. The coincidence of these magnetic lows with the known lithium-bearing pegmatites and their extensions appears to show the dominant trending structure of the geology within the Big Mack Property, striking along a NE-SE plane. Based on the results of the survey, three high-priority target zones were identified at the Big Mack Property. The survey was conducted by EarthEx by flying a drone equipped with an exMAG high-resolution magnetic surveying system of the Big Mack Property and Avalon Advanced Materials Inc.'s Big Whopper Project in a grid. The grid was comprised of 732.1 line kilometers with data acquired with data acquired on 25 meter spaced lines, with 250 meter spaced tie-lines. The survey data was then processed by EarthEx to generate 3D inversion voxels and isosurfaces, as well as advanced 2D imagery products, including magnetic imagery data grids and interpreted maps.

For further information regarding the results of this survey, including with respect to the maps and images generated by the survey, further details regarding the three target zones identified and the quality assurance and quality control measures undertaken with respect to the survey, readers are encouraged to review the press release of the Company dated August 28, 2023 and filed on the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

- On September 12, 2023, the Company announced the completion and assay results of its exploratory subsurface drill program at the Horizon Property. The drill program consisted of twenty-one targeted diamond core drill holes.

The highlights of the drill program include:

- using a 900 ppm cut-off weighted lithium grade, eight drill holes ranged from 902 ppm to 1033 ppm with a total cumulative thickness of 2,426 feet. The highest measured assay value was 2,040 ppm (HL008) at a depth of 394 ft. Sixteen drill holes produced an average weighted lithium grade above 300 ppm with a total cumulative thickness of 7,390 ft;
- anomalous lithium concentrations were measured at shallow depth, with as little as 15.5 ft (HL030) overburden. The alluvium cover on the Horizon Property is comparable to industry peers with a similar range of depths indicating that low-cost and low-strip ratio techniques can potentially be applied; and
- drill holes were advanced as far as 1,000 ft of depth, confirming lithium mineralization extends to a significant range. The drill results also show that lithium-bearing claystone at the Horizon Property is extensive and several meters thick. The basal bedrock of the Siebert Formation was not encountered, allowing for further exploration at depth.

The summary of the drill results at a 900 ppm lithium cutoff were as follows:

Drillhole	From (ft)	To (ft)	Thickness (ft)	Weighted Li Grade (ppm) <sup>1</sup>
*HL9, HL10, HL19, HL22, HL23, HL25, HL27, HL29, HL30, HL31, and HL32 did not encounter lithium mineralization above the cut-off grade.				
<b>HL005</b>	461	491	30	963
	531	810	279	909
<b>HL006</b>	220	638	418	903
<b>HL007</b>	213	258	45	902
	283	408	125	929
	485	505	20	902
	510	520	10	929
	535	610	75	937
	665	695	30	929
	720	730	10	941
	755	895	140	920
<b>HL008</b>	259	424	165	943
<b>HL020</b>	108	413	305	908
	443	598	155	902
<b>HL021</b>	203	223	20	1033
	263	283	20	963
	313	383	70	906
	473	508	35	906
	543	583	40	945
<b>HL024</b>	173	293	120	959
	428	598	170	924
	628	648	20	955
<b>HL026</b>	225	260	35	962
	379	468	89	929

1) 900 ppm lithium cutoff grade applied; 10-ft minimum cut-off thickness applied.

2) HL17 and HL18 encountered thick Quaternary Alluvium cover.

The summary of the results at a 300 ppm lithium cutoff were as follows:

Drillhole	From (ft)	To (ft)	Thickness (ft)	Weighted Li Grade (ppm) <sup>1</sup>
*HL027, HL030, and HL 031 did not encounter lithium mineralization above the cut-off grade of 300 ppm.				
HL005	448	908	460	808
HL006	215	908	693	750
HL007	120	995	875	778
HL008	127	424	297	752
HL009	309	319	10	407
	354	394	40	319
	434	444	10	384
HL010	159	478	319	358
HL019	385	600	215	301
HL020	74	598	524	880
HL021	100	600	500	699
HL022	109	601	492	356
HL023	129	998	869	437
HL024	148	988	840	642
HL025	452	544	92	323
HL026	220	985	765	463
HL029	30	48	18	379
	78	113	35	306
	383	703	320	391
HL032	396	411	15	327

1) 300 ppm lithium cut-off grade applied; 10-ft minimum cut-off thickness applied.

2) HL017 and HL018 encountered thick Quaternary Alluvium cover.

For further information regarding the results of the drilling program, including with respect to core handling and sampling procedures employed during the drilling program and the location of the drill holes from the drilling program, readers are encouraged to review the press release of the Company dated September 12, 2023 and filed on the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

- On November 10, 2023, the Company announced that it had closed the first tranche (the “**First Tranche**”) of a non-brokered private placement (the “**November Offering**”) for gross proceeds to the Company of \$2,595,000. Pursuant to the First Tranche, the Company issued 6,487,500 units of the Company at a price of \$0.40 per unit (each, a “**November Unit**”), with each November Unit comprised of one Common Share and one Common Share purchase warrant entitling the holder to acquire one additional Common Share at a price of \$0.55 per Common Share until November 10, 2025.
- On November 20, 2023, the Company announced its inaugural mineral resource estimate (“**MRE**”) on the Horizon Property. The highlights of the MRE are as follows:
  - the MRE estimates Indicated Mineral Resources at the Horizon Property of 1,325 Lithium Carbonate Equivalent (“**LCE**”) kilo tonnes (“**KTonnes**”) and Inferred Mineral Resources at the Horizon Property of 8,879 LCE KTonnes, with an average grade of 678 ppm lithium



(see the table below for additional details regarding the calculation of the MRE and the average lithium grades for the Inferred Mineral Resources and Indicated Mineral Resources);

- the estimates were calculated based on a conservative 300 ppm lithium cut-off within an optimized pit;
- the MRE is based on 20 diamond drill holes completed in 2023. One hole was abandoned due to hole conditions and was not used in the MRE;
- there is believed to be significant expansion potential with respect to the mineral resources at the Horizon Property through step-out drilling to extend the deposit to the Northwest, South, East and West and at greater depths; and
- the Horizon Property benefits from an ideal location near essential infrastructure and the town of Tonopah with limited impediments (i.e. no highway intersects impacting pit design).

The MRE is summarized below:

<b>Classification</b>	<b>Cut-off (ppm Li)</b>	<b>Total KTonnes</b>	<b>Average Grade (ppm Li)</b>	<b>Li KTonnes</b>	<b>LCE KTonnes</b>
Indicated	300	372,845	669	249	1,325
Inferred	300	2,453,963	680	1,668	8,879

Notes:

- The MRE was done in metric tonnes.
- Mineral Resources comprised all model blocks at a 300 ppm lithium cut-off within an optimized pit.
- Mineral Resources within the optimized pit are block-diluted tabulations.
- In order to describe the resource in terms of 'industry standard' LCE, a conversion factor of 5.323 was used to convert elemental lithium to LCE.
- 20 drillholes were drilled, however only 20 holes were used in the MRE as one hole was abandoned due to loss circulation issues.
- An Inferred Mineral Resource has a lower level of confidence than that applying to Measured and Indicated Resources and must not be converted to Mineral Reserves. It is reasonably expected that most of the Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration.
- Mineral Resources potentially amenable to open pit mining methods are reported using a lithium carbonate price of US\$20,000/tonne, a throughput rate of 10,800 Ktonnes/day, assumed metallurgical recoveries of 66%, mining costs of US\$2.20/tonne mined, processing costs of US\$14.12/tonne processed and general and administrative costs of \$0.42/tonne processed. The results from the pit optimization are used solely for the purpose of testing the "reasonable prospects for economic extraction" by an open pit and do not represent an attempt to estimate mineral reserves. There are no mineral reserves on the Horizon Property. The results are used as a guide to assist in the preparation of the MRE and to select an appropriate resource reporting cut-off grade. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing or other relevant issues. The effective date of the MRE is November 15, 2023.
- All figures are rounded to reflect the relative accuracy of the estimate and numbers may not add due to rounding.

For further information regarding the MRE, including with respect to the calculation of the MRE and data verification measures and quality assurance and quality control procedures taken readers are encouraged to review the technical report prepared with respect to the MRE and the Horizon Property entitled "NI 43-101 Technical Report for the Horizon Lithium Project of the Company", with an effective date of December 21, 2023 (the "**Horizon Technical Report**"), filed on the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

- On December 8, 2023, the Company announced that it had closed the final tranche (the "**Final Tranche**") of the November Offering for additional gross proceeds to the Company of \$470,000. Together with the First Tranche, the Company raised total gross proceeds from the November

Offering of \$3,065,000. Pursuant to the Final Tranche, the Company issued 1,175,000 November Units, comprised of one Common Share and one Common Share purchase warrant of the Company entitling the holder to acquire one additional Common Share at a price of \$0.55 per Common Share until December 8, 2025. In total pursuant to the November Offering, the Company issued 7,662,500 November Units. In connection with the November Offering, the Company paid cash finder's fees totaling \$25,550 and issued 63,875 finder's warrants entitling the holder thereof to acquire one Common Share at an exercise price of \$0.55 until December 8, 2025.

- On December 12, 2023, the Company announced assay results from the first diamond drill hole of the 2023 drilling program on the Big Mack Property. Drill hole BM23-001 was testing the interior section of the Big Mack Pegmatite and returned assay values of 1.13% Li<sub>2</sub>O over 27.98 meters, confirming previous exploration conducted on the Big Mack Pegmatite which indicated that concentrations of lithium mineralization were present in this area.

The following tables present the assay highlights from BM23-001 as well as the attributes for Drill Hole BM23-001:

Hole ID	From (m)	To (m)	Interval (m)	% Li <sub>2</sub> O
BM23-001	6.5	34.48	27.98	1.13
<i>Inc.</i>	11.5	14.6	3.1	1.71
	23	25	2	2.11
	27	29.6	2.6	2.13

Hole ID	Easting NAD 83/UTM Zone 15N	Northing NAD 83/UTM Zone 15N	Elevation (m)	Dip (°)	Azimuth (°)	Total Depth (m)	Core Size
<b>BM23-001</b>	386519.5	5569883.2	355.7	<b>-45</b>	180	<b>66.00</b>	NQ

For further information regarding the results of drill hole BM23-001, including with respect to quality assurance and quality control measures employed, data verification measures taken and the location of the drill hole, readers are encouraged to review the press release of the Company dated December 12, 2023 and filed on the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

- On December 14, 2023, the Company announced that it had closed its non-brokered private placement of "flow-through" units of the Company (the "**Flow-Through Offering**") for gross proceeds to the Company of \$1,860,000. Pursuant to the Flow-Through Offering, the Company issued 3,720,000 units of the Company at a price of \$0.50 per unit (each, a "**FT Unit**"), with each FT Unit comprised of one "flow-through" Common Share and one non-flow-through Common Share purchase warrant entitling the holder to acquire one additional non-flow-through Common Share at a price of \$0.65 per Common Share until December 13, 2025. In connection with the Flow-Through Offering, the Company paid cash finder's fees totaling \$130,200 and issued 260,400 finder's warrants entitling the holder thereof to acquire one Common Share at an exercise price of \$0.65 until December 13, 2025.
- On December 29, 2023, the Company announced that it had closed a non-brokered charity flow-through private placement of Common Shares (the "**Charity FT Offering**") for gross proceeds to the Company of \$899,999.76. Pursuant to the Charity FT Offering, the Company issued 1,363,636 "flow-through" Common Shares at a price of \$0.66 per Common Share.
- On January 5, 2024, the Company announced that it had filed the Horizon Technical Report in respect of the MRE. The authors of the Horizon Technical Report have recommended that the Company conduct two phases of additional work on the Horizon Property, including exploration and metallurgical testing, while concurrently developing a preliminary economic assessment on the

Horizon Property, pending results from geochemical testing of samples gathered during the recommended drilling program and planned metallurgical testwork. The Company has begun the work necessary to complete the necessary metallurgical testwork, is actively evaluating geophysical exploration techniques, is engaged in drill planning and is targeting the completion of a preliminary economic assessment in Q4 of 2024. For additional information regarding the Horizon Technical Report, readers are encouraged to review the Horizon Technical Report filed on the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca)

- On January 22, 2024 the Company announced additional assay results on seven holes from the first phase of the Big Mack Property drilling program. The highlights of these assay results were:
  - drilling intercepts encountered high grade lithium-bearing petalite within the eastern extent of the Big Mack pegmatite, including:
    - 1.97% Li<sub>2</sub>O over 5.04 meters and 2.33% Li<sub>2</sub>O over 2.14 meters within the interior of the Big Mack pegmatite of 1.49% Li<sub>2</sub>O over 32.34 meters (BM23-002);
    - 1.99% Li<sub>2</sub>O over 2.35 meters and 1.89% Li<sub>2</sub>O over 3.00 meters within the interior of the Big Mack pegmatite of 1.55% Li<sub>2</sub>O over 18.35 meters (BM23-005);
    - 1.23% Li<sub>2</sub>O over 1.00 meters within the eastern extent of the Big Mack pegmatite of 0.76% Li<sub>2</sub>O over 3.0 meters (BM23-003); and
  - holes 1-3 and 5 show lithium mineralization continues downwards from the surface within the interior and eastern extent of the Big Mack pegmatite.

Drill hole BM23-002 and BM23-005 were drilled to test the interior of the Big Mack pegmatite, while BM23-003, -004, -006, -007 and -008 were drilled to test the eastern and western flanks of the Big Mack pegmatite. The results from these holes indicate that meaningful mineralization continues at depth through the interior zone of the pegmatite, and provide valuable insights into mapping of the internal structure. The tables below set out the drill hole assay highlights and the attributes for drill holes BM 23-002 to BM23-008.

Hole ID	From (m)	To (m)	Interval (m)*	Li <sub>2</sub> O (wt%)
BM23-002	9.26	41.6	32.34	1.49
Inc.	11.2	16.24	5.04	1.97
	22	23.8	1.8	2.09
	26.84	28.35	1.51	1.76
	34	36.14	2.14	2.33
	38.65	41.6	2.95	1.27
BM23-003	81	84	3	0.76
Inc.	81	82	1	1.23
BM23-004	-	-	-	No significant values
BM23-005	44.15	62.5	18.35	1.55
Inc.	44.15	46.5	2.35	1.99
	50.6	53	2.4	1.83
	59	62	3	1.89
BM23-006	-	-	-	No significant values
BM23-007	-	-	-	No significant values
BM23-008	-	-	-	No significant values

\*Apparent width. True thickness of reported intercepts will range somewhere between 65-100% of the drilled widths.

Hole ID	Easting NAD 83/UTM Zone 15N	Northing NAD 83/UTM Zone 15N	Elevation (m)	Dip (°)	Azimuth (°)	Total Depth (m)	Core Size
BM23-002	386554.54	5569896.40	361.55	-45	180	72.00	NQ
BM23-003	386568.56	5569928.06	357.49	-45	180	135	NQ
BM23-004	386582.04	5569896.33	359.93	-55	175	78	NQ
BM23-005	386544.80	5569917.08	360.18	-46	195	102.0	NQ
BM23-006	386406.14	5569899.36	366.23	-45	180	60.00	NQ
BM23-007	386433.34	5569903.86	364.51	-45	180	60.00	NQ
BM23-008	386421.59	5569921.93	365.18	-52	179	90	NQ

For further information regarding the results of these drill holes, including with respect to quality assurance and quality control measures employed, data verification measures taken and the location of the drill hole, readers are encouraged to review the press release of the Company dated January 22, 2024 and filed on the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

- On February 1, 2024 the Company announced additional assay results on fourteen holes from the ongoing Big Mack Property drilling program. The highlights of these assay results were:
  - drilling encountered high grade lithium-bearing intercepts within the Big Mack and Eleven Zone pegmatites, including:
    - 1.90% Li<sub>2</sub>O over 16.9 meters within the western flank of the Big Mack pegmatite of 1.67% Li<sub>2</sub>O over 22.85 meters (BM23-011);
    - 1.78% Li<sub>2</sub>O over 6.75 meters within the western flank of the Big Mack pegmatite of 1.46% Li<sub>2</sub>O over 12.00 meters (BM23-012);
    - 2.36% Li<sub>2</sub>O over 1.90 meters and 1.79% Li<sub>2</sub>O over 6.60 meters within the western flank of the Big Mack pegmatite of 1.51% Li<sub>2</sub>O over 16.6 meters (BM23-014);
    - 2.13% Li<sub>2</sub>O over 2.00 meters within the Eleven Zone pegmatite of 1.34% Li<sub>2</sub>O over 7.67 meters (BM23-017); and
    - 1.51% Li<sub>2</sub>O over 4.00 meters, 1.77% Li<sub>2</sub>O over 6.00 meters and 1.59% Li<sub>2</sub>O over 4.80 meters within the Eleven Zone pegmatite of 1.32% Li<sub>2</sub>O over 22.20 meters (BM23-021).
  - holes 10 to 15 show multiple lenses of lithium mineralization continue west from the interior of the Big Mack pegmatite; and
  - holes 16 to 22 show multiple lenses of lithium mineralization tack below surface at the Eleven Zone pegmatite and remain open at depth.

Drill hole BM23-009 to BM23-015 were drilled to test the western flank of the Big Mack pegmatite, while BM 23-016 to BM23-022 were drilled to test the Eleven Zone Pegmatite. The results from these holes indicate that meaningful mineralization may continue at depth through the western zone of the pegmatite, and provide valuable insights into mapping of the internal structure for Big Mack and Eleven Zone. The tables below set out the drill hole assay highlights and the attributes for drill holes BM 23-009 to BM23-022.

Hole ID	From (m)	To (m)	Interval (m)	Li <sub>2</sub> O (wt%)
BM23-009	-	-	-	No Significant values
BM23-010	24.00	46.60	22.60	1.23
<i>Inc.</i>	<i>27.00</i>	<i>34.00</i>	<i>7.00</i>	<i>1.58</i>
<i>Inc.</i>	<i>38.00</i>	<i>42.80</i>	<i>4.80</i>	<i>1.53</i>
<i>Inc.</i>	<i>45.00</i>	<i>46.60</i>	<i>1.60</i>	<i>1.44</i>

BM23-011	22.60	45.45	22.85	1.67
<i>Inc.</i>	23.90	40.80	16.90	1.90
BM23-012	49.00	61.00	12.00	1.46
<i>Inc.</i>	51.00	57.75	6.75	1.78
<i>Inc.</i>	52.00	53.75	1.75	2.54
BM23-013	42.00	58.30	16.30	1.04
<i>Inc.</i>	42.00	51.00	9.00	1.28
BM23-014	80.00	96.60	16.60	1.48
<i>Inc.</i>	82.60	89.20	6.60	1.79
<i>Inc.</i>	83.60	85.50	1.90	2.36
BM23-015	98.30	109.00	10.70	1.14
<i>Inc.</i>	98.30	106.00	7.70	1.44
BM23-016	30.90	39.60	8.70	0.94
<i>Inc.</i>	33.90	37.00	3.10	1.33
BM23-017	23.87	38.40	14.53	1.50
<i>Inc.</i>	30.45	36.00	5.55	2.54
	43.33	51.00	7.67	1.34
<i>Inc.</i>	49.00	51.00	2.00	2.13
BM23-018	63.35	65.26	1.91	0.89
	71.07	76.37	5.30	1.00
<i>Inc.</i>	73	74.87	1.87	1.69
	90.50	99.00	8.50	0.96
BM23-019	66.60	68.40	1.80	1.38
<i>Inc.</i>	66.60	67.60	1.00	2.13
	95.00	98.00	3.00	1.24
<i>Inc.</i>	96.00	97.00	1.00	2.86
BM23-020	22.48	26.40	3.92	0.65
BM23-021	97.60	119.80	22.20	1.32
<i>Inc.</i>	98.60	103.00	4.40	1.51
<i>Inc.</i>	106.00	112.00	6.00	1.77
<i>Inc.</i>	115.00	119.80	4.80	1.56
BM23-022	74.67	84.00	9.33	0.87
<i>Inc.</i>	76.00	81.00	5.00	1.32

\*Not true widths. The true thickness of reported intercepts is estimated to range somewhere between 60-80% of the drilled widths.

Hole ID	Easting NAD 83/UTM Zone 15N	Northing NAD 83/UTM Zone 15N	Elevation (m)	Dip (°)	Azimuth (°)	Total Depth (m)	Core Size	Target
BM23-009	386422.16	5569925.65	365.17	-45	358	174	NQ	Exploration
BM23-010	386469.09	5569907.95	364.46	-45	185	72	NQ	Big Mack
BM23-011	386496.74	5569899.54	364.06	-45	180	84	NQ	Big Mack
BM23-012	386450.2	5569925	360.823	-47	181	93	NQ	Big Mack

<b>BM23-013</b>	386508.33	5569917.472	359.754	-48	180	<b>108</b>	<b>NQ</b>	<b>Big Mack</b>
<b>BM23-014</b>	386465.48	5569947.81	357.859	-45	179	<b>133</b>	<b>NQ</b>	<b>Big Mack</b>
<b>BM23-015</b>	386465.48	5569947.805	357.859	-58	179	<b>180</b>	<b>NQ</b>	<b>Big Mack</b>
<b>BM23-016</b>	386387.994	5569948.48	364.279	-45	0	<b>72</b>	<b>NQ</b>	<b>Eleven</b>
<b>BM23-017</b>	386358.527	5569947.713	361.749	-45	0	<b>72</b>	<b>NQ</b>	<b>Eleven</b>
<b>BM23-018</b>	386343.486	5569924.532	358.096	-46	359	<b>120</b>	<b>NQ</b>	<b>Eleven</b>
<b>BM23-019</b>	386314.163	5569927.112	351.723	-46	358.5	<b>162</b>	<b>NQ</b>	<b>Eleven</b>
<b>BM23-020</b>	386300.259	5569952.75	345.827	-46	0	<b>132</b>	<b>NQ</b>	<b>Eleven</b>
<b>BM23-021</b>	386356.224	5569911.126	359.34	-47	359	<b>180</b>	<b>NQ</b>	<b>Eleven</b>
<b>BM23-022</b>	386368.955	5569933.38	361.998	-50	6	<b>141</b>	<b>NQ</b>	<b>Eleven</b>

For further information regarding the results of these drill holes, including with respect to quality assurance and quality control measures employed, data verification measures taken and the location of the drill holes, readers are encouraged to review the press release of the Company dated February 1, 2024 and filed on the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

- On February 12, 2024 the Company announced additional assay results on nine holes from the ongoing Big Mack Property drilling program. The highlights of these assay results were:
  - drilling encountered high grade lithium-bearing intercepts within the Big Mack pegmatites, including:
    - 1.96% Li<sub>2</sub>O over 8.5 meters within the west to central flank of the Big Mack pegmatite of 1.55% Li<sub>2</sub>O over 16 meters (BM23-025);
    - 1.66% Li<sub>2</sub>O over 3 meters within the central body at depth of the Big Mack pegmatite of 1.16% Li<sub>2</sub>O over 8.9 meters (BM23-026); and
    - 1.34% Li<sub>2</sub>O over 3.5 meters at depth near the center of the Big Mack pegmatite of 0.99% Li<sub>2</sub>O over 7.9 meters (BM23-024); and
  - holes 23 and 24 show an interesting occurrence where lithium values start decreasing with depth, but appear to increase again in hole 24, the deepest hole through the west of center flank of the Big Mack pegmatite.

Drill holes BM23-023 to BM23-027 were drilled to test along the Big Mack pegmatite at depth, while BM23-028 to BM23-031 were drilled as exploration holes to test magnetic anomalies to the north and southwest of the Big Mack pegmatite. The results from these holes indicate that mineralization is likely to continue at depth through the central zone of the Big Mack pegmatite and could potentially increase with depth as observed in hole BM23-024. The results also provide valuable insight into mapping the internal structure of the Big Mack pegmatite. The tables below set out the drill hole assay highlights and the attributes for drill holes BM 23-023 to BM23-031.

<b>Hole ID</b>	<b>From (m)</b>	<b>To (m)</b>	<b>Interval (m)</b>	<b>Li<sub>2</sub>O (wt%)</b>
BM23-023	96.25	99.4	3.15	0.39
BM23-024	121.5	129.4	7.9	0.99
<i>Inc.</i>	122.5	126	3.5	1.34
BM23-025	55.5	71.5	16	1.55
<i>Inc.</i>	58.5	67	8.5	1.96
<i>Inc.</i>	70.13	71.5	1.37	1.82
BM23-026	93.1	102	8.9	1.16
<i>Inc.</i>	96	99	3	1.66
<i>And</i>	117.7	121.45	3.75	0.38

BM23-027	147.4	153.3	5.9	0.76
BM23-028				No Significant Values
BM23-029				No Significant Values
BM23-030				No Significant Values
BM23-031				No Significant Values

\*Not true widths. The true thickness of the reported estimates is estimated to range somewhere between 50-80% of the drilled widths.

Hole ID	Easting NAD 83/UTM Zone 15N	Northing NAD 83/UTM Zone 15N	Elevation (m)	Dip (°)	Azimuth (°)	Total Depth (m)	Core Size	Target
BM23-023	5569952.29	386495.48	352.19	-46	179	156	NQ	Big Mack
BM23-024	5569952.29	386495.48	352.19	-60	178	168	NQ	Big Mack
BM23-025	5569928.84	386470.90	356.65	-46	179	111	NQ	Big Mack
BM23-026	5569945.87	386558.77	357.95	-45	178	165	NQ	Big Mack
BM23-027	5569945.87	386558.77	357.95	-50	40	300	NQ	Big Mack
BM23-028	5569945.87	386558.77	357.95	-70	180	204	NQ	Exploration
BM23-029	5569920.47	386349.74	359.09	-45	200	201	NQ	Exploration
BM23-030	5569884.14	386391.72	364.87	-45	200	150	NQ	Exploration
BM23-031	5569926.48	386315.32	353.01	-46	358.5	162	NQ	Exploration

For further information regarding the results of these drill holes, including with respect to quality assurance and quality control measures employed, data verification measures taken and the location of the drill holes, readers are encouraged to review the press release of the Company dated February 12, 2024 and filed on the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

#### 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 and the Horizon Property, including drilling programs, sampling programs, geophysical exploration, exploration reporting and mapping, and for general and administrative expenditures, including investor awareness and promotional expenditures and general working capital purposes. Specifically, the Company intends to spend \$2,293,000 to incur "Canadian exploration expenses" that are intended to qualify as "flow-through mining expenditures" as those terms are defined in the *Income Tax Act* (Canada) ("Tax Act"). 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?**

		<b>Assuming Minimum Offering Only<sup>1</sup></b>	<b>Assuming 100% of Offering</b>
<b>A</b>	<b>Amount to be raised by this Offering</b>	N/A	\$ 2,000,000
<b>B</b>	<b>Selling commissions and fees</b>	N/A	\$ Nil
<b>C</b>	<b>Estimated offering costs (e.g., legal, accounting, audit)</b>	N/A	\$ 20,000
<b>D</b>	<b>Net proceeds of offering: D = A - (B+C)</b>	N/A	\$ 1,980,000
<b>E</b>	<b>Working capital as at most recent month end (deficiency)</b>	N/A	2,177,300
<b>F</b>	<b>Additional sources of funding<sup>2</sup></b>	N/A	\$ 1,508,593
<b>G</b>	<b>Total available funds: G = D+E+F</b>	N/A	\$ 5,665,893

<sup>1</sup>There is no minimum amount for the Offering.

<sup>2</sup>Additional sources of funding include (i) the assumed receipt of net proceeds of \$455,000 from the exercise of 1,300,000 options having an exercise price of \$0.35 per option, which options expire on May 19, 2024 and (ii) the assumed receipt of net proceeds of \$1,053,593 from the exercise of 1,915,624 share purchase warrants, having an exercise price of \$0.55 per warrant (representing 25% of the number of \$0.55 warrants outstanding), which warrants expire on November 10 and December 8, 2025.

**How will we use the available funds?**

<b>Description of intended use of available funds listed in order of priority<sup>1</sup></b>	<b>Assuming Minimum Offering Only<sup>2</sup></b>	<b>Assuming 100% of Offering</b>
“Canadian exploration expenses” on the Big Mack Property	N/A	\$ 2,293,000
Expenditures on the Horizon Property <sup>3</sup>	N/A	\$ 1,544,893
General and administrative expenditures - including investor awareness and promotional expenditures in an anticipated amount of \$950,000	N/A	\$ 1,828,000
<b>Total:</b>	N/A	\$ 5,665,893

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

<sup>2</sup>There is no minimum amount for the Offering.

<sup>3</sup>Comprised of the amounts necessary to maintain the option agreement for the Horizon Property in good standing, amounts necessary to maintain the claims comprising the Horizon Property in good standing and anticipated exploration expenditures on the Horizon Property associated with the next phase of exploration on the Horizon Property, including the completion of a preliminary economic assessment on the Horizon Property.

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, 2023, the Company had a deficit of approximately \$8,307,781 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, 2023 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, 2023, which are filed on the Company's SEDAR+ profile at [www.sedarplus.ca](http://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, 2023. 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?**

##### *November Offering*

On November 10, 2023, the Company closed the First Tranche for gross proceeds to the Company of \$2,595,000 and on December 8, 2023, the Company closed the Final Tranche for additional gross proceeds to the Company of \$470,000. In total pursuant to the Unit Financing, the Company raised total gross proceeds of \$3,065,000.

The net proceeds from the November Offering were intended to be used for general and administrative expenditures, investor awareness and promotional expenditures and general working capital purposes. The Company has utilized the proceeds from the financing in accordance with the proposed use of proceeds for the Unit Financing.

##### *Flow-Through Offering*

On December 13, 2023, the Company closed the Flow-Through Offering for gross proceeds to the Company of \$1,860,000. The gross proceeds from the sale of the "flow-through" Common Shares included in the Flow-Through Units are intended to be used to incur "Canadian exploration expenses" that are intended to qualify as "flow-through critical mineral mining expenditures" as those terms are defined in the Tax Act, related to the Big Mack Property.

As of the date of this Offering Document, the Company has not utilized any of the proceeds from the Flow-Through Offering.

##### *Charity FT Offering*

On December 28, 2023, the Company closed the Charity FT Offering for gross proceeds to the Company of \$899,999.76. The gross proceeds from the Charity FT Offering are intended to be used to incur "Canadian exploration expenses" that are intended to qualify as "flow-through critical mineral mining expenditures" as those terms are defined in the Tax Act, related to the Big Mack Property.

As of the date of this Offering Document, the Company has not utilized any of the proceeds from the Charity FT Offering.

#### **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 Units 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](http://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 Units.***

**PART 7. DATE AND CERTIFICATE OF THE COMPANY**

**This Offering Document, together with any document filed under Canadian securities legislation on or after February 13, 2023, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

**February 13, 2024**

*(signed) "Jason Latkowcer"*

\_\_\_\_\_  
Jason Latkowcer  
Chief Executive Officer

*(signed) "Paul More"*

\_\_\_\_\_  
Paul More  
Chief Financial Officer