

Pan American Announces Private Placement for up to C\$3M

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CALGARY, Aug. 07, 2025 - [Pan American Energy Corp.](#) (the "Company" or "Pan American") (CSE: PNRG) (OTCQB: PAANF) (FRA: SS6) is pleased to announce that it intends to complete a non-brokered private placement of up to 4,000,000 units ("Units"), at a price of C\$0.50 per Unit, and of up to 1,538,462 flow-through units ("Flow-Through Units"), at a price of C\$0.65 per Flow-Through Unit, for gross aggregate proceeds of up to C\$3,000,000. Each Unit will consist of one (1) common share of the Company (each, a "Share") and one (1) Share purchase warrant of the Company (each, a "Warrant"), with each Warrant entitling the holder to acquire one (1) Share (each, a "Warrant Share") at a price of C\$0.65 for a period of twenty-four (24) months (the "Non-Flow Through Offering"). Each Flow-Through Unit will consist of one (1) common share intended to qualify as a "flow through share" within the meaning of the *Income Tax Act* (Canada) (the "Tax Act") (each, a "FT Share") and one (1) Warrant, with the Warrant having the same terms as described above (the "FT Offering", and together with the Non-Flow Through Offering, the "Offering").

The Company intends to use the proceeds raised from the Non-Flow Through Offering for exploration expenses in respect of the Company's existing exploration projects and for general working capital purposes. The Company intends to use the proceeds from the sale of the FT Offering to incur "Canadian exploration expenses" that are intended to qualify as "flow-through mining expenditures" as those terms are defined in the Tax Act, which the Company intends to renounce to the initial purchasers of the FT Shares.

All securities issued in the Offering will be subject to a statutory four month and one day hold period. Closing of the Offering is subject to receipt of all regulatory approvals, including approval of the Canadian Securities Exchange. The Offering is expected to close on or about September 15, 2025.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About Pan American Energy Corp.

Pan American Energy Corp. (CSE: PNRG) (OTCQB: PAANF) (FSE: SS60) is an exploration stage company engaged principally in the acquisition, exploration, and development of mineral properties containing battery and critical metals in North America.

The Company has executed an option agreement in Canada with Magabra Resources pursuant to which it has acquired a 75% interest in the Big Mack Lithium Project, 80 km north of Kenora, Ontario, with the right to earn an additional 15% for a total 90% interest. Pan American has also entered into an option agreement with Northern Critical Minerals Corp. to acquire up to a 100% interest in the Tharsis REE Project, located in the Northwest Territories. The project hosts the Squalus Lake Alkaline Complex, a Proterozoic-age carbonatite-bearing intrusion prospective for rare earth and high field strength elements.

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 Offering, including the intended use of proceeds therefrom.

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, assumptions regarding the ability of the Company to complete the Offering on the terms contemplated, or at all, and that the Company will use the proceeds therefrom as currently planned.

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, among other things, the risk that the Company may not be able to complete the Offering on the terms contemplated, or at all, or that it may use the proceeds therefrom otherwise than as currently planned. 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 Canadian Securities Exchange (CSE) has not reviewed, approved, or disapproved the contents of this press release.?

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