

Pan American Announces LIFE Offering and Concurrent Private Placement Offering

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CALGARY, Aug. 29, 2025 - [Pan American Energy Corp.](#) (the "Company" or "Pan American") (CSE: PNRG) (OTCQB: PAANF) (FRA: SS6) announces, further to its news release dated August 7, 2025, that the Company will no longer be proceeding with the previously announced non-brokered private placement of up to 4,000,000 units ("Units") at a price of C\$0.50 per Unit and up to 1,538,462 flow-through units ("Flow-Through Units") at a price of C\$0.65 per Flow-Through Unit, for aggregate gross proceeds of up to C\$3,000,000, and the Company instead intends to complete a non-brokered private placement pursuant to the "listed issuer financing exemption" under Part 5A of National Instrument 45-106 *Prospectus Exemptions* ("NI 45-106"), as amended by Coordinated Blanket Order 45-935 *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* ("Coordinated Blanket Order"), and a concurrent non-brokered private placement as further set out below.

LIFE Offering

The Company intends to complete a non-brokered private placement pursuant to the "listed issuer financing exemption" under Part 5A of NI 45-106, as amended by Coordinated Blanket Order, of (i) a minimum of 753,333 charity flow-through units of the Company ("Charity FT Units") and a maximum of up to 1,333,333 Charity FT Units at a price of C\$0.75 per Charity FT Unit, and (ii) up to 2,000,000 non-flow-through units of the Company ("NFT Units") at a price of C\$0.50 per NFT Unit, for minimum gross proceeds of \$565,000 and maximum gross proceeds of up to C\$2,000,000 (the "LIFE Offering").

Each Charity FT Unit will consist of one "flow-through share" ("FT Share") within the meaning of the *Income Tax Act* (Canada) ("Tax Act") and one common share ("Common Share") purchase warrant ("CFT Warrant"), with each CFT Warrant entitling the holder thereof to acquire one Common Share at a price of \$0.85 for a period of 24 months following closing of the offering. The CFT Warrants comprising the Charity FT Units under the LIFE Offering are subject to a 60-day hold period.

Each NFT Unit will consist of one non-flow-through common share in the capital of the Corporation (previously defined as a "Common Share") and one Share purchase warrant ("NFT Warrant"), with each NFT Warrant entitling the holder thereof to acquire one Common Share at a price of \$0.65 for a period of 24 months following closing of the Life Offering. The NFT Warrants comprising the NFT Units under the LIFE Offering are subject to a 60-day hold period.

The gross proceeds from the issuance and sale of the Charity FT Units will be used to incur "Canadian Exploration Expenses" that are intended to qualify as "flow-through mining expenditures" as those terms are defined under the Tax Act. The gross proceeds from the issuance and sale of the NFT Units will be used for exploration expenses in respect of the Company's existing exploration projects and for general working capital purposes.

The LIFE Offering is being made to purchasers resident in all provinces of Canada, other than Quebec, pursuant to the listed issuer financing exemption under Part 5A of NI 45-106 and the Coordinated Blanket Order. The FT Shares and Common Shares offered under the LIFE Offering are expected to be immediately free tradeable under applicable Canadian securities legislation.

There is an offering document related to the LIFE Offering that can be accessed under the Company's profile at www.sedarplus.com and on the Company's website at <https://panam-energy.com/>. Prospective investors should read the offering document before making an investment decision.

Concurrent Non-Brokered Private Placement

The Company is further pleased to announce that it intends to complete a non-brokered private placement of up to 2,000,000 units of the Company ("Units") at a price of C\$0.50 per Unit for aggregate gross proceeds of up to C\$1,000,000 (the "Concurrent Offering" and together with the LIFE Offering, the "Offering") pursuant to applicable prospectus exemptions under NI 45-106.

Each Unit will consist of one Common Share and one Common Share purchase warrant ("Warrant"), with each Warrant entitling the holder thereof to acquire one Common Share at a price of \$0.65 for a period of 24 months following closing of the Offering.

The Company intends to use the proceeds raised from the Concurrent Offering for exploration expenses in respect of the Company's existing exploration projects and for general working capital purposes. All securities issued in the Concurrent Offering will be subject to a statutory four month and one day hold period.

Closing of the Offering is anticipated to occur on or about October 6, 2025 (the "Closing Date"). Closing of the Offering is subject to the satisfaction of certain conditions, including, but not limited to, the receipt of all necessary regulatory and other approvals for the Offering.

The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended, or any U.S. state securities laws, and may not be offered or sold in the United States absent registration or available exemptions from such registration requirements. This press release does not constitute an offer to sell or a solicitation of an offer to buy any securities in the United States, or in any jurisdiction in which such offer, solicitation or sale would be unlawful.

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, the anticipated timeline of closing the Offering and the receipt of

necessary approvals for the Offering.

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, that the Company will use the proceeds therefrom as currently planned and the Company's ability to receive the necessary approvals.

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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