

FORM 10

NOTICE OF PROPOSED SIGNIFICANT TRANSACTION
(not involving an issuance or potential issuance of a listed security)¹

Name of Listed Issuer: Pan American Energy Corp. ("Issuer")

Trading Symbol: PNRG

Issued and Outstanding Securities of the Issuer Prior to Transaction: 43,939,780 (as at February 16, 2023)

Date of News Release Fully Disclosing the Transaction: February 17, 2023

1. Transaction

Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities, etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: **The Issuer has engaged an arm's-length service provider, Native Ads, Inc. ("NA"), to provide marketing services. NA will provide online marketing services for a term of up to four months, commencing February 20, 2023. NA will utilize their online programs with the aim of broadening the Issuer's reach within the investment community, increasing investor awareness of the Issuer and attracting potential new investors through various online platforms and methods of engagement in consideration of USD 250,000. The marketing services include project management and consulting for an online marketing campaign, coordinating marketing actions, maintaining and optimizing AdWords campaigns, adapting AdWords bidding strategies, optimizing AdWords ads, and creating and optimizing landing pages. The promotional activity will occur by email, Facebook, and Google.**

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:

(a) Total aggregate consideration in Canadian dollars: ~\$337,175 (USD \$250,000)⁽²⁾

(b) Cash: ~\$337,175 (USD \$250,000)⁽²⁾

(c) Other: Nil

(d) Work commitments: **NA will provide the described marketing services for a term of up to four months.**

¹ If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

² Euro converted to Canadian dollars at an exchange rate of USD 1.00 = CAD \$1.3487 (as per Bank of Canada, February 17, 2023)

3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation, etc): **The consideration for the marketing services was determined by arm's-length negotiation and prevailing market rates for such services.**
4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: **Not applicable**
5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: **Not applicable**
6. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): **Not applicable**
- (b) Cash: **Not applicable**
- (c) Other: **Not applicable**
7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship. **Not applicable**
8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. **Not applicable**

2. Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: **Not applicable**

[The remainder of this page intentionally left blank.]

3. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated: February 21, 2023

Paul More

Name of Director or Senior Officer

/s/ Paul More

Signature

Chief Financial Officer

Official Capacity