DEALS AND SUITS

Pan American Silver Corp. announces US$2.1 billion acquisition of MAG Silver Corp.

On May 11, 2025, Pan American Silver Corp. (NYSE: PAAS) (TSX: PAAS) (Pan American) and MAG Silver Corp. (NYSEAM:MAG) (TSX:MAG) (MAG) announced that they have entered into a definitive agreement whereby Pan American will acquire all of the issued and outstanding common shares of MAG pursuant to a plan of arrangement (the Transaction). MAG is a tier-one primary silver mining company through its 44% joint venture interest in the large-scale, high-grade Juanicipio mine, operated by Fresnillo plc (Fresnillo), who holds the remaining 56% interest in the Juanicipio joint venture.

Under the terms of the Transaction, MAG shareholders will receive total consideration of approximately $2.1 billion representing $20.54 per MAG share, based on the closing price of Pan American's common shares on the New York Stock Exchange (NYSE) on May 9, 2025. Consideration will be comprised of a mix of cash totaling $500 million and 0.755 Pan American shares per MAG share, subject to proration. The consideration represents premiums of approximately 21% and 27%, respectively, on a prorated basis to the closing price and the 20-day volume weighted average price (VWAP) of MAG's common shares on the NYSE American (NYSEAM) ending May 9, 2025. Following completion of the Transaction, existing MAG shareholders will own approximately 14% of Pan American shares on a fully diluted basis, benefiting from participation in a larger, diversified, and growth-oriented silver and gold producer.

The Transaction is expected to close in the second half of 2025, subject to the satisfaction of customary closing conditions, including clearance under Mexican anti-trust laws, and approval of the listing of the Pan American common shares to be issued under the Transaction on both the Toronto Stock Exchange and the NYSE.

BLG represented Pan American with a team led by Fred R. Pletcher that included Julie Bogle, Salvador Pimentel, Dylan Corbett, Merritt Loh and Makena Anderson (SCM and Mining); Randy Morphy, Siwei Chen, Robert Biggar and Owen Clarke (Tax); Denes Rothschild and Mohit Sethi (Competition); and Lisa Carlson (Labour and Employment).

BLG Team : Fred Pletcher, Julie Bogle, Salvador Pimentel, Dylan Corbett, Merritt Loh, Makena Anderson, Randy Morphy, Siwei Chen, Robert Biggar, Owen Clarke, Denes A. Rothschild, Mohit Sethi, Lisa Carlson

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