

Form 51-102F3
Material Change Report

1. Name and Address of Company

Pegasus Resources Inc.
700-838 West Hastings Street
Vancouver, BC V6C 0A6

(the “Company”)

2. Dates of Material Change(s)

December 13, 2022

3. News Release(s)

A news release was issued on December 13, 2022 and disseminated via Stockwatch and Baystreet Newswire and Globe Newswire to section 7.1 of National Instrument 51-102.

4. Summaries of Material Changes

The Company announces it has arranged a Critical Mineral Exploration Tax Credit flow through financing.

5. Full Description of Material Changes

News Release December 13, 2022– See Schedule “A

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

No information has been omitted.

8. Executive Officer

Mr. Christian Timmins, President of the Company, is knowledgeable about the material change contained herein and may be reached at (403) 597 3410.

9. Date of Report

This report is dated December 13, 2022.

SCHEDULE “A”
to the Material Change Report dated December 13, 2022
**Pegasus Resources Announces Critical Mineral Exploration
Tax Credit Flow Through Financing**

This news release is not for dissemination in the United States or for distribution to U.S. wire services.

Vancouver, B.C. December 13, 2022 – Pegasus Resources Inc. (TSX-V: PEGA; Frankfurt – OQS2, OTC/Pink Sheet symbol SLTFF) (the “Company” or “Pegasus”) is pleased to announce that the Company has arranged a non-brokered flow through private placement of up to 37,500,000 units (the “Units”) of the Company at a price of CDN\$0.04 per Unit to raise gross proceeds of up to CDN\$1,500,000 (the “Offering”). Each Unit consists of one common share of the Company that qualifies as a flow-through share (for purposes of the *Income Tax Act* (Canada)) and one non-flow-through share purchase warrant, entitling the holder to acquire an additional common share of the Company at a price of \$0.06 for a period of 24 months from the date of issuance.

The Company intends to use the gross proceeds of the flow-through private placement to incur “Canadian exploration expenses” and “flow-through critical mineral mining expenditures” as defined in the *Income Tax Act* (Canada) and proposed amendments thereto on its Saskatchewan Athabasca Basin properties to conduct a ground survey this winter on Pine Channel to prioritize targets for a proposed 1,500M, 10-hole drill program in 2023. In addition, a ground program at Mozzie Lake and Wollaston properties will commence rock sampling, prospecting, and geological mapping this spring/summer. The goal of this program will be to confirm historical data and possible rare earth potential.

The common shares, share purchase warrants and shares underlying the share purchase warrants will be subject to a four-month-and-one-day statutory hold period from the date of issuance. Closing of the Offering remains subject to the receipt of all regulatory approvals, including the approval of the TSX Venture Exchange (“TSXV”). The Company may pay finder’s fees as permitted by TSXV and applicable securities laws.

About Pegasus Resources Inc.

Pegasus Resources Inc. is a diversified Junior Canadian Mineral Exploration Company with a focus on uranium, gold, and base metal properties in North America. The Company is also actively pursuing the right opportunity in other resources to enhance shareholder value. For additional information please visit the Company at www.pegasusresourcesinc.com or contact Charles Desjardins at charles@pegasusresourcesinc.com.

On Behalf of the Board of Directors:

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