

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)

September 07, 2023

3. News Release(s)

A news release was issued on September 07, 2023 and disseminated via Stockwatch and Baystreet Newswire and The Newswire to section 7.1 of National Instrument 51-102.

4. Summaries of Material Changes

The Company announces that it has closed its Final Tranche of the Private Placement of \$198,200 with an offering of 2,477,500 units for \$0.08 per unit. Each unit consist of one share and one transferrable share purchase warrant exercisable for 24 months from date of issue for \$0.12.

5. Full Description of Material Changes

News Release September 07, 2023– 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 September 07, 2023.

SCHEDULE "A"
to the Material Change Report dated September 07, 2023

Pegasus Resources Closes Final Tranche of Private Placement

VANCOUVER, BC—September 07, 2023 – Pegasus Resources Inc. (TSX-V: PEGA: Frankfurt – OQS2, OTC/Pink Sheet symbol: SLTFF) (the "Company" or "Pegasus") is pleased to announce that it has closed the final tranche of the non-brokered private placement financing, previously announced May 05, 2023, and extended by the TSX Venture Exchange on August 21, 2023, raising gross proceeds of \$198,200. A total of 2,477,500 units of the Company (the "Units") were issued at a price of \$0.08 per Unit (the "Financing"), with Pegasus' Director Noah Komavli subscribing for \$29,840.

Each Unit is comprised of one common share of the Company and one transferrable common share purchase warrant (a "Warrant") of the Company, entitling the holder to purchase one common share of the Company at an exercise price of \$0.12 expiring 24 months from the date of issuance.

Finders' fees of \$4,340 in cash and 54,250 broker warrants were paid to arm's length parties. Shares issued pursuant to the Financing will be subject to a statutory hold period of four months plus a day from the date of issuance, according to the applicable security laws of Canada.

"We are thrilled to announce the successful closing of the final tranche of our private placement." Stated Chris Timmins. "These funds represent a significant step towards achieving our broader objectives of making impactful uranium discoveries. With the continued support of our investors, we are well-equipped to advance our exploration efforts."

The funds raised from the Financing will be used for the exploration of the Company's mineral properties and general operating expenses, further advancing Pegasus' growth strategy.

The Financing constitutes a "related party transaction" within the meaning of TSXV Policy 5.9 and Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("MI 61-101") because an Insider of the Company, being Noah Komavli, participated in the Financing and have acquired 373,000 Units for \$29,840 in connection with the Financing. The Company has relied on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of the Financing as the fair market value (as determined under MI 61-101) of the Insider participation in the Financing is below 25% of the Company's market capitalization (as determined in accordance with MI 61-101).

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:

Christian Timmins
President and Director
Pegasus Resources Inc.
700 – 838 West Hastings Street
Vancouver, BC V6C 0A6
PH: 1-604-369-8973
E: info@pegasusresourcesinc.com