
PEGASUS RESOURCES INC.

CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended

May 31, 2024 and 2023

Expressed in Canadian Dollars

Independent Auditor's Report

To the Shareholders of Pegasus Resources Inc.

Opinion

We have audited the consolidated financial statements of Pegasus Resources Inc. (the "Group"), which comprise the consolidated statements of financial position as at May 31, 2024 and May 31, 2023 and the consolidated statements of net loss and comprehensive loss, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at May 31, 2024 and May 31, 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the consolidated financial statements which describes the material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the year ended May 31, 2024. In addition to the matter described in the Material uncertainty related to going concern section, we have determined the matters described below to be a key audit matter to be communicated in our report. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Recoverability of Exploration and Evaluation Assets

As disclosed in Note 7 to the consolidated financial statements, the carrying value of Exploration and Evaluation Assets represents a significant asset of the Group. Refer to Note 3 and Note 4 to the consolidated financial statements for a description of the accounting policy and significant judgments applied to Exploration and Evaluation Assets.

At each reporting period end, management applies judgment in assessing whether there are any indicators of impairment relating to mining claims and deferred exploration costs. If there are indicators of impairment, the recoverable amount of the related asset is estimated in order to determine the extent of any impairment. Indicators of impairment may include (i) the period during which the entity has the right to explore in the specific area has expired during the year or will expire in the near future and is not expected to be renewed; (ii) substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned; (iii) exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and (iv) sufficient data exists to indicate that the carrying amount of the mining claims and deferred exploration costs is unlikely to be recovered in full from successful development or by sale.

Why the matter was determined to be a key audit matter

We considered this a key audit matter due to (i) the significance of the mining claims and deferred exploration costs balance and (ii) the judgments made by management in its assessment of indicators of impairment related to mining claims and deferred exploration costs, which have resulted in a high degree of subjectivity in performing audit procedures related to these judgments applied by management.

How the matter was addressed in our audit

We have evaluated management's assessment of impairment indicators per IFRS 6 Exploration for and Evaluation of Mineral Resources, including but not limited to:

- Obtaining, by reference to government registries, evidence to support (i) the right to explore the area and (ii) claim expiration dates;
- Assessing compliance with option agreements by reviewing agreements and, vouching cash payments and share issuances;
- Enquiring with management and reviewing its future plans, exploration budget and other documentation as evidence that further exploration and evaluation activities in the area of interest will be continued in the future;
- Assessing whether any data exists to suggest that the carrying value of the Exploration and Evaluation assets is unlikely to be recovered through development or sale; and
- Assessing the adequacy of the related disclosures in Note 3, Note 4 and Note 7 to the consolidated financial statements.

Other Information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained the other information prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information,

we are required to report that fact in this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Diana Huang.

Crowe Mackay LLP

**Chartered Professional Accountants
Vancouver, Canada
September 27, 2024**

PEGASUS RESOURCES INC.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(EXPRESSED IN CANADIAN DOLLARS)

	May 31, 2024	May 31, 2023
ASSETS		
CURRENT ASSETS		
Cash	\$ 257,400	\$ 7,200
Taxes recoverable	23,903	10,646
Prepaid expenses	48,707	-
Marketable securities (Note 5)	8,430	34,480
	338,440	52,326
NON-CURRENT ASSETS		
Reclamation bond (Note 6)	23,276	23,120
Exploration advance and deposit	6,096	21,040
Exploration and evaluation assets (Note 7)	1,177,194	1,221,986
TOTAL ASSETS	\$ 1,545,006	\$ 1,318,472
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities (Notes 8 and 13)	\$ 387,364	\$ 513,385
Loans payable (Note 10)	60,000	60,000
Flow-through premium liability (Note 11)	38,956	-
	486,320	573,385
EQUITY		
Share capital (Note 11)	28,948,658	27,814,570
Reserves (Notes 11 and 12)	1,564,952	1,513,561
Subscriptions received in advance	-	1,200
Deficit	(29,454,924)	(28,584,244)
	1,058,686	745,087
TOTAL LIABILITIES AND EQUITY	\$ 1,545,006	\$ 1,318,472

NATURE OF OPERATIONS AND GOING CONCERN UNCERTAINTY (Note 1)
SUBSEQUENT EVENTS (Note 20)

APPROVED BY THE BOARD OF DIRECTORS ON SEPTEMBER 27, 2024

ON BEHALF OF THE BOARD

<i>"Christian Timmins"</i>	<i>"Dave Bissoondatt"</i>
Director	Director

The accompanying notes are an integral part of these consolidated financial statements.

PEGASUS RESOURCES INC.**CONSOLIDATED STATEMENTS OF NET LOSS AND COMPREHENSIVE LOSS
(EXPRESSED IN CANADIAN DOLLARS)**

	Years ended May 31,	
	2024	2023
EXPENSES		
Business development and shareholder communications	\$ 189,724	\$ 154,959
Consulting fees (Note 13)	305,670	338,474
Office services and miscellaneous	38,519	57,205
Professional fees	108,388	112,158
Rent	-	23,779
Share-based payments (Notes 11, 12 and 13)	278,600	39,500
Transfer agent and filing fees	40,293	22,107
	<u>(961,194)</u>	<u>(748,182)</u>
OTHER INCOME (EXPENSES)		
Flow-through premium recovery (Note 11)	844	-
Gain on sale of exploration and evaluation assets (Note 7)	60,000	-
Interest expense	-	(9,583)
Change in fair value of marketable securities (Note 5)	(16,155)	(49,404)
Taxes and interest related to flow-through shares	-	(4,411)
Write-off of accounts payable (Note 8)	12,101	123,498
Write-off of exploration and evaluation assets (Note 7)	(182,346)	(830,752)
	<u>(125,556)</u>	<u>(770,652)</u>
NET LOSS AND COMPREHENSIVE LOSS FOR THE YEAR	\$ (1,086,750)	\$ (1,518,834)
BASIC AND DILUTED LOSS PER COMMON SHARE	\$ (0.06)	\$ (0.14)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING – BASIC AND DILUTED	16,866,983	10,800,847

The accompanying notes are an integral part of these consolidated financial statements.

PEGASUS RESOURCES INC.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(EXPRESSED IN CANADIAN DOLLARS)

	<u>Share Capital</u>		<u>Reserves</u>			<u>Subscriptions received in advance</u>	<u>Total</u>
	<u>Number of shares issued</u>	<u>Amount</u>	<u>Warrant reserve</u>	<u>Share-based payment reserve</u>	<u>Deficit</u>		
Balance, May 31, 2022	9,892,084	\$ 27,227,004	\$ 759,846	\$ 797,736	\$ (27,094,709)	\$ -	\$ 1,689,877
Private placements	1,217,267	365,180	-	-	-	-	365,180
Share issuance cost - cash	-	(11,336)	-	-	-	-	(11,336)
Share issuance cost – broker warrants	-	(5,700)	5,700	-	-	-	-
Shares issued for options exercised	110,000	134,922	-	(59,922)	-	-	75,000
Shares issued for exploration and evaluation assets	515,000	104,500	-	-	-	-	104,500
Subscription received in advance	-	-	-	-	-	1,200	1,200
Share-based payments	-	-	-	39,500	-	-	39,500
Fair value of options cancelled and expired	-	-	-	(29,299)	29,299	-	-
Comprehensive loss for the year	-	-	-	-	(1,518,834)	-	(1,518,834)
Balance, May 31, 2023	11,734,351	27,814,570	765,546	748,015	(28,584,244)	1,200	745,087
Private placements	7,620,875	959,140	-	-	-	(1,200)	957,940
Share issuance cost - cash	-	(54,146)	-	-	-	-	(54,146)
Share issuance cost – broker warrants	-	(24,500)	24,500	-	-	-	-
Shares issued for exploration and evaluation assets	20,000	4,000	-	-	-	-	4,000
Exercise of options	310,000	71,289	-	(31,089)	-	-	40,200
Exercise of warrants	1,767,125	218,105	(4,550)	-	-	-	213,555
Flow-through premium liability	-	(39,800)	-	-	-	-	(39,800)
Share-based payments	-	-	-	278,600	-	-	278,600
Fair value of options cancelled and expired	-	-	-	(216,070)	216,070	-	-
Comprehensive loss for the year	-	-	-	-	(1,086,750)	-	(1,086,750)
Balance, May 31, 2024	21,452,351	\$ 28,948,658	\$ 785,496	\$ 779,456	\$ (29,454,924)	\$ -	\$ 1,058,686

The accompanying notes are an integral part of these consolidated financial statements.

PEGASUS RESOURCES INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(EXPRESSED IN CANADIAN DOLLARS)

	Years ended May 31,	
	2024	2023
OPERATING ACTIVITIES		
Net loss for the year	\$ (1,086,750)	\$ (1,518,834)
Adjustments for non-cash items:		
Accrued interest	-	9,583
Share-based payments	278,600	39,500
Change in fair value of marketable securities	16,155	49,404
Foreign exchange	(156)	(1,341)
Flow-through premium recovery	(844)	-
Gain on sale of exploration and evaluation assets	(60,000)	-
Write-off of accounts payable	(12,101)	(123,498)
Write-off of exploration and evaluation assets	182,346	830,752
	(682,750)	(714,434)
Changes in non-cash working capital:		
Taxes recoverable	(13,257)	13,391
Prepaid expenses	(48,707)	-
Accounts payable and accrued liabilities	(173,415)	132,431
Net cash flow used in operating activities	(918,129)	(568,612)
INVESTING ACTIVITIES		
Purchase of reclamation bond	-	(3,167)
Exploration and evaluation assets and exploration advances	(171,708)	(209,019)
Tax credit recovery	87,593	17,516
Proceeds from sale of exploration and evaluation assets	85,000	-
Proceeds from sale of marketable securities	9,895	315,509
Net cash flow provided by investing activities	10,780	120,839
FINANCING ACTIVITIES		
Proceeds from the private placements, net of share issuance costs	903,794	353,844
Subscription received in advance	-	1,200
Proceeds from option exercise	40,200	75,000
Proceeds from warrant exercise	213,555	-
Repayment of promissory note and loans	-	(70,000)
Net cash flows provided by financing activities	1,157,549	360,044
CHANGE IN CASH	250,200	(87,729)
CASH, BEGINNING OF THE YEAR	7,200	94,929
CASH, END OF THE YEAR	\$ 257,400	\$ 7,200
Additional Cash Flow Information (Note 14)		

The accompanying notes are an integral part of these consolidated financial statements.

PEGASUS RESOURCES INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
AS AT AND FOR THE YEARS ENDED MAY 31, 2024 AND 2023
(EXPRESSED IN CANADIAN DOLLARS)

1. NATURE OF OPERATIONS AND GOING CONCERN UNCERTAINTY

Pegasus Resources Inc. (the “Company”) was incorporated on February 20, 1995, in the Province of British Columbia. The Company’s head office is located at 700 – 838 West Hastings Vancouver, BC, V6C 0A6, and its registered address is Suite 2501 - 550 Burrard Street, Vancouver, BC V6C 2B5.

The Company is engaged in the exploration and development of mineral resources, currently focusing on projects in North America. At this time, the Company does not own any operating mines and has no operating income from mineral production. Funding for operations is raised primarily through public and private share offerings. It is not known whether the Company’s mineral properties contain reserves that are economically recoverable. The recoverability of amounts recorded by the Company for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the ability to raise funding for continued exploration and development, the completion of property option expenditures and acquisition requirements, or from proceeds from disposition.

Effective April 26, 2023, the Company consolidated its common shares on a 10:1 basis. All share and per share amounts in the consolidated financial statements have been retroactively restated to reflect the share consolidation.

These consolidated financial statements have been prepared with the assumption that the Company will realize its assets and discharge its liabilities in the normal course of business. The Company’s ability to meet its obligations and maintain its current operations through the ensuing 12-month period and thereafter is contingent upon successful completion of additional financing arrangements and ultimately upon the discovery of proven reserves and generating profitable operations.

The Company’s business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events and potential economic global challenges such as the risk of higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company’s business.

As at May 31, 2024, the Company has a working capital deficiency of \$147,880 (2023 – \$521,059) and an accumulated deficit of \$29,454,924 (2023 – \$28,584,244). Consequently, there is a material uncertainty that casts significant doubt on the Company’s ability to continue as a going concern. For significant expenditures and resource property development, the Company will depend almost exclusively on outside capital. Such outside capital will include the issuance of additional equity shares. There can be no assurance that capital will be available, as necessary, to meet the Company’s operating commitments and further exploration and development plans. The issuance of additional equity securities by the Company may result in significant dilution to the equity interests of current shareholders. The continued operations of the Company are dependent on its ability to develop a sufficient financing plan, receive continued financial support from related parties, complete sufficient public equity financing, and ultimately generate profitable operations in the future. The Company has no assurance that it will be successful in its efforts. If the Company is unable to obtain financing in the amounts and on terms deemed acceptable, the future success of the business could be adversely affected.

These consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

PEGASUS RESOURCES INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
AS AT AND FOR THE YEARS ENDED MAY 31, 2024 AND 2023
(EXPRESSED IN CANADIAN DOLLARS)

2. BASIS OF PRESENTATIONBasis of preparation

The Company's consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments that are measured at fair value, and are presented in Canadian dollars, except where otherwise indicated.

Basis of consolidation

These consolidated financial statements include the accounts of the Company and its subsidiaries as at May 31, 2024. Where the Company has the power, either directly or indirectly, to govern the financial and operating policies of another entity or business so as to obtain benefits from its activities, it is classified as a subsidiary. The consolidated financial statements present the results of the Company and its subsidiaries as if they formed a single entity. All inter-company transactions and balances between the companies are therefore eliminated in full.

On January 4, 2018, the Company incorporated a subsidiary, PB Blockchain Inc. ("PB") under the Business Acts in British Columbia. PB focuses on blockchain applications for mining and resource company management. Since its inception, there had been no business activities in PB, and the Company has decided not to pursue any activities in blockchain business in the future. During the year ended May 31, 2024, PB was dissolved.

On July 26, 2022, the Company incorporated a subsidiary, Pegasus Resources (South Dakota) Inc. ("South Dakota") under the law of South Dakota, USA. Since its inception, there have been no business activities yet. During the year ended May 31, 2024, South Dakota was dissolved.

On July 22, 2022, the Company incorporated a subsidiary, Pegasus Resources (USA) Inc. ("USA") under the law of Nevada, USA. The Company holds a 100% interest.

Statement of compliance

These consolidated financial statements have been prepared by management of the Company in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

Approval of the consolidated financial statements

The consolidated financial statements of the Company for the year ended May 31, 2024 were reviewed by the Audit Committee and approved and authorized for issue on September 27, 2024 by the Board of Directors of the Company.

PEGASUS RESOURCES INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
AS AT AND FOR THE YEARS ENDED MAY 31, 2024 AND 2023
(EXPRESSED IN CANADIAN DOLLARS)

3. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATE

Significant accounting judgments, estimates and assumptions

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenue and expenses.

Significant accounting judgments

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements are discussed below:

i) Going concern

The assessment of the Company's ability to continue as a going concern involves judgment regarding future funding available for its exploration projects and working capital requirements.

Significant accounting estimates

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Management believes the estimates are reasonable; however, actual results could differ from those estimates and could impact future results of operations and cash flows.

i) Exploration and evaluation costs

Management is required to assess impairment in respect to the Company's intangible mineral property interests. The triggering events are defined in IFRS 6. In making the assessment, management is required to make judgments on the status of each project and the future plans towards finding commercial reserves. The carrying value of each exploration and evaluation asset is reviewed regularly for conditions that may suggest impairment. This review requires significant judgment. Factors considered in the assessment of asset impairment include, but are not limited to, whether there has been a significant adverse change in the legal, regulatory, accessibility, title, environmental or political factors that could affect the property's value; whether there has been an accumulation of costs significantly in excess of the amounts originally expected for the property's acquisition, development or cost of holding; and whether exploration activities produced results that are not promising such that no more work is being planned in the foreseeable future. If impairment is determined to exist, a formal estimate of the recoverable amount is performed, and an impairment loss is recognized to the extent that the carrying amount exceeds the recoverable amount.

During the year ended May 31, 2023, management estimated the recoverable amount of the AurCrest property to be \$25,000 based on consideration received (Note 7).

During the year ended May 31, 2024, management did not continue on certain uranium properties and allowed the claims to lapse and wrote off exploration and evaluation assets of \$182,346 (Note 7)

PEGASUS RESOURCES INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
AS AT AND FOR THE YEARS ENDED MAY 31, 2024 AND 2023
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4. MATERIAL ACCOUNTING POLICIESForeign currency translation

The consolidated financial statements are presented in Canadian dollar which is the Company and its subsidiaries' functional and presentation currency. Transactions in foreign currencies are translated at rates in effect at the time of the transaction. Monetary assets and liabilities are translated at the exchange rate prevailing at the reporting date. Gains and losses are included in profit or loss.

Impairment of non-financial assets

At the end of each reporting period the carrying amounts of the Company's long-lived assets, including mineral property interests, are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Exploration and evaluation assets

Costs incurred before the Company has obtained the legal rights to explore an area are expensed in the period in which they are incurred.

Costs incurred to acquire the legal right to explore a property are capitalized. Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures are recognized and capitalized on a property-by-property basis. These direct expenditures include such costs as surveying costs, drilling costs, labor and contractor costs, materials used and licensing and permit fees.

Government tax credits are recognized when received due to uncertainty of the recoverability. Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

Once the technical feasibility and commercial viability of extracting the mineral resource have been determined, the property is considered to be under development and is classified as development properties. The carrying value of exploration and evaluation assets is transferred to development properties after being tested for impairment.

Once commercial production has commenced all capitalized costs related to the property are transferred to producing properties and the costs of acquisition, exploration and development will be amortized over the life of the property based on estimated economic reserves. Proceeds received from the sale of any interest in a property will be credited against the carrying value of the property, with any excess included in other income for the period. If a property is abandoned, the acquisition, deferred exploration and development costs will be written off to other expenses.

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4. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Exploration and evaluation assets (continued)

Currently, all mineral properties of the Company are at the exploration stage.

Although the Company has taken steps to verify title to mineral properties in which it has an interest, in accordance with industry norms for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or inadvertent non-compliance with regulatory requirements.

Exploration costs renounced due to flow-through share subscription agreements remain capitalized; however, for corporate income tax purpose the Company has no right to claim these costs as tax deductible expenses.

Recorded costs of mineral properties and deferred exploration costs are not intended to reflect present or future values of resource properties. The recorded costs are subject to measurement uncertainty and it is reasonably possible, based on existing knowledge that changes in future conditions could require a material change in the recognized amount.

Payments on mineral property option agreements are made at the discretion of the Company and, accordingly, are recorded as incurred.

When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to profit or loss.

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount.

Decommissioning and restoration provision

The Company recognizes the fair value of a legal or constructive liability for a rehabilitation obligation in the year in which it is incurred and when a reasonable estimate of fair value can be made. The carrying amount of the related long-lived asset is increased by the same amount as the liability. Changes in the liability for an asset retirement obligation due to the passage of time will be measured by applying an interest method of allocation. The amount will be recognized as an increase in the liability and an accretion expense in profit or loss. Changes resulting from revisions to the timing or the amount of the original estimate of undiscounted cash flows are recognized as an increase or a decrease to the carrying amount of the liability and the related long-lived asset. The Company does not have significant rehabilitation obligations.

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4. MATERIAL ACCOUNTING POLICIES (CONTINUED)

Share capital

The Company engages in equity financing transactions to obtain the funds necessary to continue operations and explore and evaluate resource properties. These equity financing transactions may involve issuance of common shares or units. A unit comprises a certain number of common shares and a certain number of share purchase warrants ("Warrants"). Depending on the terms and conditions of each equity financing agreement ("Agreement"), the Warrants are exercisable into additional common shares prior to expiry at a price stipulated by the Agreement. Warrants that are part of units are valued using residual value method which involves comparing the selling price of the units to the Company's share price on the announcement date of the financing. The market value is then applied to the common share, and any residual amount is assigned to the warrants. Warrants that are issued as payment for agency fee or other transaction costs are accounted for as share-based payments and are recognized in equity. When warrants are forfeited or are not exercised at the expiry date the amount previously recognized in equity remains in warrant reverses.

In situations where share capital is issued, or received, as non-monetary consideration and the fair value of the asset received, or given up is not readily determinable, the fair market value (as defined) of the shares is used to record the transaction. The fair market value of the shares issued, or received, is based on the trading price of those shares on the appropriate exchange on the date the shares are issued.

Share issuance costs

Share issue costs are deferred and charged directly to share capital on completion of the related equity financing. If the financing is not completed, share issue costs are charged to profit or loss. Costs directly identifiable with the raising of capital will be charged against the related share capital.

Flow-through shares

The Company may from time to time, issue flow-through common shares to finance a significant portion of its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company allocates the proceeds from flow-through shares into 1) share capital based on the fair value of the Company's shares at the date of issuance, and 2) a flow-through share premium, calculated based on the share issuance price and market price at the time of closing, if any, which is recognized as a liability. In accordance with IAS 12, *Income Taxes*, a deferred tax liability is recognized, with certain specific exceptions, for the taxable temporary difference that arises from the difference between the carrying amount of eligible expenditures capitalized as an asset in the statement of financial position and its tax base. Upon expenditures being incurred, the flow-through share premium is drawn down proportionately and recorded to other income. In instances where the Company has sufficient deductible temporary differences available to offset the deferred income tax liability created from renouncing qualifying expenditures, the realization of the deductible temporary differences will be shown as a recovery in profit or loss in the period of renunciation.

Proceeds received from the issuance of flow-through shares must be used only for Canadian resource property exploration expenditures within a two-year period.

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Look-Back Rule, in accordance with Canada Revenue Agency flow-through regulations. When applicable, this tax is accrued as a financial expense.

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4. MATERIAL ACCOUNTING POLICIES (CONTINUED)Earnings (loss) per share

Earnings (loss) per share is calculated on the basis of the weighted average number of common shares outstanding during the year. The Company follows the treasury share method to calculate the dilutive effect of options, warrants and similar instruments. Under this method, the dilutive effect on earnings per share is recognized on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the period. Existing share options and share purchase warrants have not been included in the computation of diluted loss per share, as it would be anti-dilutive. Accordingly, basic and diluted loss per share is the same for the periods presented.

Share-based payments

When equity instruments are granted to non-employees, they are recorded at the fair value of the goods and services received, unless the fair value of the goods and services received cannot be reasonably measured, in which case they are measured using the fair value of the equity instruments issued. The fair value of stock options granted to employees is recognized as an expense over the vesting period with a corresponding increase in the reserves account. The fair value is measured at the grant date using the Black-Scholes option-pricing model, taking into account the terms and conditions upon which the options were granted. At each statement of financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of stock options that are expected to vest.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by using a valuation model.

All equity-settled share-based payments are reflected in share-based payments reserve, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in share-based payment reserve is credited to share capital, adjusted for any consideration paid.

If the options expire or are forfeited, the corresponding amount previously recorded is transferred from share-based payments reserve to deficit.

Income taxes

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the financial statements date, and includes any adjustments to tax payable or receivable in respect of previous years.

Deferred income tax is recorded using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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4. MATERIAL ACCOUNTING POLICIES (CONTINUED)Financial instruments

Financial instruments classified at fair value through profit or loss (“FTVPL”) are initially and subsequently measured at fair value. Financial instruments classified at amortized cost are initially measured at fair value and subsequently measured at amortized cost using the effective interest method.

A summary of the classification and measurement of the Company’s financial instruments is set out below.

	IFRS 9 classification
<u>Financial Asset</u>	
Cash	FVTPL
Marketable securities	FVTPL
Reclamation bond	Amortized cost
<u>Financial Liabilities</u>	
Accounts payable and accrued liabilities	Amortized cost
Loans payable	Amortized cost

Accounting standards not yet effective

A number of new standards, and amendments to standards and interpretations, are not effective and have not been early adopted in preparing these consolidated financial statements. The following accounting standards and amendments are effective for future periods:

Classification of Liabilities as Current or Non-current (Amendments to IAS 1) - The amendments to IAS1 provide a more general approach to the classification of liabilities based on the contractual arrangements in place at the reporting date.

This amendment is effective for reporting periods beginning on or after January 1, 2024.

The Company has assessed that the impact of adopting this accounting standard on its consolidated financial statements would not be significant.

New accounting standards adopted

Amendments to IAS 1 and IFRS Practice Statement 2 – Disclosure of Accounting Policies – These amendments help companies provide useful accounting policy disclosures. The IASB also amended IFRS Practice Statement 2 to include guidance and examples on applying materiality to accounting policy disclosures.

The adoption of the amendment during 2023 reduced the disclosure of the Company’s accounting policies.

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5. MARKETABLE SECURITIES

	Common shares	Total
<i>Imagine Lithium Inc.</i>		
As of May 31, 2022	2,500,000 \$	200,000
Sales of common shares	(2,219,000)	(166,396)
Change in fair value	-	(11,124)
As of May 31, 2023	281,000	22,480
Change in fair value	-	(14,050)
As of May 31, 2024	281,000 \$	8,430
<hr/>		
	Common shares	Total
<i>Renegade Gold Inc.</i> <i>(Formerly Trillium Gold Mines Inc.)</i>		
As of May 31, 2022	58,099 \$	171,393
Additions	10,000	28,000
Sales of common shares	(58,099)	(149,113)
Change in fair value	-	(38,280)
As of May 31, 2023	10,000	12,000
Sales of common shares	(10,000)	(9,895)
Change in fair value	-	(2,105)
As of May 31, 2024	- \$	-

During the year ended May 31, 2024, the Company:

- i) sold 10,000 common shares of Renegade Gold Inc. (formerly Trillium Gold Mines Inc.) for proceeds of \$9,895.

During the year ended May 31, 2023, the Company:

- i) received 10,000 common shares of Renegade Gold Inc. (formerly Trillium Gold Mines Inc.) valued at \$28,000 pursuant to the sale of the Company's exploration and evaluation properties (Note 7).
 - ii) sold 2,219,000 common shares of Imagine Lithium Inc. for proceeds of \$166,396.
 - iii) sold 58,099 common shares of Renegade Gold Inc. (formerly Trillium Gold Mines Inc.) for proceeds of \$149,113.
-

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6. RECLAMATION BOND

The Company has provided \$20,109 (2023 - \$19,953) (USD \$14,679) reclamation bond to the Bureau of Land Management in the state of Nevada as security against future reclamation on the Company's mineral property, Millionara Property. The bond will be held by the Company until the property is assumed by a new owner.

On July 9, 2022, the Company paid \$3,167 reclamation bond to the Ministry of Energy and Resources in Saskatchewan to meet the assessment requirement for work to be done on the Company's mineral property, Pine Channel Property.

As of May 31, 2024, the total carrying value of the bond was \$23,276 (2023 - \$23,120).

7. EXPLORATION AND EVALUATION ASSETS**a) Dixie Property, Ontario****Dixie 17-18-19 properties:**

On May 21, 2015 and amended on March 22, 2016, the Company entered into an option agreement to acquire 100% Zinc-Copper properties located in the Red Lake, Ontario region. The Dixie 17-18-19 properties consist of 1,072 hectares located in the Confederation Lake greenstone belt, 35 kilometers southeast of Red Lake, Ontario. To earn the 100% interest in the Dixie 17-18-19 properties, the Company has made total cash payments of \$76,000 and issued a total of 120,000 common shares of the Company over a four-year period.

The vendors of the Dixie 17-18-19 properties will retain a 0.5% net smelter royalty, which may be repurchased for \$400,000 at any time up to when a production decision is made.

On January 27, 2020, the Company entered into an option agreement with Imagine Lithium Inc. ("Imagine") under which Imagine can acquire up to a 75% interest in the Dixie 17-18-19 properties. As per the terms of the agreement, the Company will transfer an initial 75% interest in the Dixie 17-18-19 properties in lieu of a total cash receipts of \$60,000 (received), a total of 1,000,000 fully assessed common shares of Imagine (received and valued at \$105,000) and Imagine will incur exploration expenditures of \$550,000 over a two-year period (incurred). These option payments were fulfilled as of May 31, 2022.

Upon satisfaction of the above terms, Imagine will then have the right to acquire an additional 15% in the Dixie 17-18-19 properties by paying \$30,000 (amended to \$20,000 due to outstanding royalty payment of \$10,000 received) and issuing 500,000 common shares of Imagine (received and valued at \$47,500) to the Company on or before the date that is 24 months after the Exchange Approval Date. The Company also received 10,000 common shares of Renegade (received and valued at \$28,000) in relations to the acquisition of the remaining interest. During the year ended May 31, 2022, the Company impaired \$64,354 to the carrying value at May 31, 2022 represented the recoverable amounts which were received during the year ended May 31, 2023.

Under the option agreement with Imagine, the Company and the vendors of the Dixie 17-18-19 properties will each retain a 0.5% net smelter royalty. Imagine has the option to purchase the net smelter royalty from the vendors for \$400,000 at any time up to when a production decision is made.

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7. EXPLORATION AND EVALUATION ASSETS (CONTINUED)

b) AurCrest Properties, Ontario

Garnet Lake Property:

On February 3, 2020, the Company entered into an option agreement with Imagine under which Imagine can acquire an 80% interest in the Garnet Lake property. As per the terms of the agreement, the Company will transfer an 80% interest in the Garnet Lake property in lieu of a total cash receipts of \$300,000, receipt of a total of 4,000,000 fully assessed common shares of Imagine and Imagine to incur \$1,500,000 in exploration expenditures over a 36-month period.

Under the option agreement, Imagine shall pay to the Company a royalty of 1.0% on all mineral products produced from certain claims. Imagine has the right to purchase one-half (50%) of the royalty in consideration of paying \$500,000 to the Company.

The NI 43-101 and this option agreement was approved by the exchange on December 30, 2020.

During the year ended May 31, 2022, the Company reacquired a 100% interest of Garnet Property in consideration of the issuance of 500,000 common shares (valued at \$250,000) to Imagine.

During the year ended May 31, 2023, the Company determined it would no longer explore the property and the impairment indicators were triggered accordingly. The Company entered into, and amended on March 14, 2024, an option agreement with Compton Mining Corp ("Compton") where Compton has an option to acquire a 100% interest in the property for cash consideration of \$135,000 over a 2-year period as follows:

- i) \$25,000 on or before the date that is within 10 days of the execution of the option agreement (July 23, 2023) (received).
- ii) \$60,000 upon TSX Venture, CBOE, or CSE acceptance of the option agreement (received).
- iii) \$25,000 on or before June 14, 2024 (outstanding).
- iv) \$25,000 on or before June 14, 2025.

Due to uncertainty whether or when Compton may make the remaining option payments. As such, management estimated the recoverable amount of the property to be \$25,000 and wrote off \$664,684 in the year ended May 31, 2023.

During the year ended April 30, 2024, the Company received \$85,000, of which \$25,000 was deducted from the remaining balance in exploration and evaluation assets and \$60,000 was recorded as gain on sales of exploration and evaluation assets.

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7. EXPLORATION AND EVALUATION ASSETS (CONTINUED)**c) Icefield Project, British Columbia**

On September 9, 2020, the Company entered into an option agreement with DG Resource Management Ltd. ("the Optionor") to acquire a 100% right, title and interest in and to the 7 mining claims in Icefield Gold Project, British Columbia. Pursuant to the option agreement, the Company is required to pay a total of \$50,000 in cash, issue 700,000 common shares and 200,000 share purchase warrants ("warrants") in a period of two years as follow:

- (i) Pay \$10,000 (paid) upon signing of the agreement (September 9, 2020).
- (ii) Pay \$15,000 in cash (paid), issue 100,000 common shares (issued and valued at \$55,000), and 100,000 warrants (granted and valued at \$50,300) within five days of the exchange approval date (September 16, 2020). The warrants entitle the holders to purchase one common share for a 24-month period from the closing date at an exercise price of \$0.06 per common share.
- (iii) Pay \$25,000 in cash (subsequently paid), issue 100,000 common shares (issued and valued at \$90,000), and 100,000 warrants (granted and valued at \$81,680) on the first anniversary of the exchange approval date (September 10, 2021).
- (iv) Issue 500,000 common shares on the second anniversary of the Exchange approval date (issued and valued at \$100,000).

Subsequent to the year ended May 31, 2024, the Company completed the payments and are deemed to have a 100% interest in the property, subject to the NSR royalty.

In the event that a gold equivalent resource of more than 1 million ounces is outlined within a NI 43-101 resource estimate, the Company will be required to pay \$1,000,000 within 30 days of receiving such resource estimate, in common shares or cash or a combination of both, at the Company's discretion and subject to the policies of the Exchange.

A 2.0% net smelter return royalty is payable to the Optionors, of which 1.0% may be purchased at any time in consideration of \$1,000,000.

The Company agrees to engage the Optionor for all exploration work conducted on the property during the term of this agreement plus 12 months.

d) Uranium Properties, Saskatchewan

On October 20, 2021, the Company entered into an option agreement to acquire an interest in four uranium properties located immediately northwest of the prolific Athabasca Basin of northern Saskatchewan.

Pursuant to the option agreement to acquire a 100% interest in the property, the Company will reimburse staking costs of approximately \$35,000 (paid) and issue 120,000 common shares (issued and valued at 108,000).

A 2% NSR will be granted to the vendors with 1% purchasable by the Company at any time for \$1,000,000.

The Company also issued 15,000 common shares (valued at \$13,500) as finder's fee.

During the year ended May 31, 2024, the Company allowed the uranium properties to lapse and wrote off exploration and evaluation assets of \$182,346.

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7. EXPLORATION AND EVALUATION ASSETS (CONTINUED)**e) Pine Channel Property, Saskatchewan**

On October 5, 2021, the Company entered into an option agreement to acquire an interest in the Pine Channel Claim located in the Athabasca Basin of northern Saskatchewan.

Pursuant to the option agreement to acquire a 100% interest in the property, the Company will issue 50,000 common shares to Eagle Plains Resources (issued and valued at \$45,000).

A 2% NSR will be granted to the vendors with 1% purchasable by the Company at any time for \$1,000,000.

The Company entered into a separate option agreement to acquire a 70% interest in additional claims on the property from ALX Resources Corp. in consideration of the following payments:

Cash payments

- i) \$25,000 cash payment on or before October 27, 2021 (paid).
- ii) \$25,000 cash payment on or before October 27, 2022 (paid).

Share issuances

- i) 10,000 common shares on or before October 27, 2021 (issued and valued at \$9,000).
- ii) 15,000 common shares on or before October 27, 2022 (issued and valued at \$4,500).
- iii) 20,000 common shares on or before October 27, 2023 (issued and valued at \$4,000).
- iv) 25,000 common shares on or before October 27, 2024 (subsequently issued).

Exploration expenditures

- i) incur exploration expenditures of \$300,000 on or before October 27, 2024.

Upon completing the 70% earn-in interest, the Company will have the option to earn the remaining 30% interest by making a cash payment of \$200,000 and issuing 50,000 common shares over an additional 2 year period.

f) Energy Sands Property, USA

During the year ended May 31, 2022, the Company acquired, by staking, the Energy Sands Project, located in Emery County, Utah.

g) Chord Property, USA

On April 4, 2022, the Company entered into an option agreement to acquire 100% interest in the Chord Property, South Dakota.

To earn the 100% interest in the property, the Company is required to make total cash payments of US\$1,500,000 by certain dates.

The vendors has a 2% NSR on the Chord Property's claims. The Company has an option to repurchase 1% NSR for US\$1,000,000 on or before the fifth anniversary of commercial production.

During the year ended May 31, 2023, the Company decided not to proceed with the option agreement and wrote off exploration and evaluation assets of \$166,068.

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7. EXPLORATION AND EVALUATION ASSETS (CONTINUED)

For the year ended May 31, 2024, the exploration and evaluation assets consisted of the following:

	Aurcrest Property, Ontario	Icefield Project, British Columbia	Uranium Properties, Saskatchewan	Energy Sands Uranium Property, USA	Pine Property, Saskatchewan	Total
BALANCE May 31, 2023	\$ 25,000	\$ 761,845	\$ 164,218	\$ 40,926	\$ 229,997	\$ 1,221,986
ACQUISITION COSTS:						
Cash	-	-	-	56,276	22,771	79,047
Shares	-	-	-	-	4,000	4,000
Total acquisition costs	-	-	-	56,276	26,771	83,047
EXPLORATION COSTS:						
Admin	-	-	-	-	2,277	2,277
Assays	-	1,790	-	-	-	1,790
Geological consulting	-	24,083	513	111,273	4,079	139,948
Field expenses	-	1,255	-	2,066	-	3,321
Travel	-	4,903	17,615	-	-	22,518
Cost recovery	-	-	-	-	(2,754)	(2,754)
Total exploration costs	-	32,031	18,128	113,339	3,602	167,100
Option out - cash	(25,000)	-	-	-	-	(25,000)
Tax credit recovery	-	(87,593)	-	-	-	(87,593)
Write off	-	-	(182,346)	-	-	(182,346)
BALANCE May 31, 2024	\$ -	\$ 706,283	\$ -	\$ 210,541	\$ 260,370	\$ 1,177,194
TOTAL COSTS:						
Acquisition costs	\$ 681,250	\$ 408,773	\$ 156,500	\$ 97,202	\$ 135,271	\$ 1,478,996
Exploration costs	860,934	402,619	25,846	113,339	125,099	1,527,837
Tax credit recovery	-	(105,109)	-	-	-	(105,109)
Receipts from option out and sale of properties	(877,500)	-	-	-	-	(877,500)
Write off	(664,684)	-	(182,346)	-	-	(847,030)
BALANCE May 31, 2024	\$ -	\$ 706,283	\$ -	\$ 210,541	\$ 260,370	\$ 1,177,194

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7. EXPLORATION AND EVALUATION ASSETS (CONTINUED)

For the year ended May 31, 2023, the exploration and evaluation assets consisted of the following:

	Dixie Property, Ontario	Aurcrest Property, Ontario	Icefield Project, British Columbia	Uranium Properties, Saskatchewan	Energy Sands Uranium Property, USA	Pine Property, Saskatchewan	Chord Property South Dakota, USA	Total
BALANCE								
May 31, 2022	\$ 48,000	\$ 689,684	\$ 678,896	\$ 156,500	\$ 33,657	\$ 90,072	\$ 85,555	\$ 1,782,364
ACQUISITION COSTS:								
Cash	-	-	-	-	7,269	25,000	80,513	112,782
Shares	-	-	100,000	-	-	4,500	-	104,500
Total acquisition costs	-	-	100,000	-	7,269	29,500	80,513	217,282
EXPLORATION COSTS:								
Consulting	-	-	465	7,718	-	110,425	-	118,608
Total exploration costs	-	-	465	7,718	-	110,425	-	118,608
Option out - cash	(20,000)	-	-	-	-	-	-	(20,000)
Option out - shares	(28,000)	-	-	-	-	-	-	(28,000)
Tax credit recovery	-	-	(17,516)	-	-	-	-	(17,516)
Write off	-	(664,684)	-	-	-	-	(166,068)	(830,752)
BALANCE								
May 31, 2023	\$ -	\$ 25,000	\$ 761,845	\$ 164,218	\$ 40,926	\$ 229,997	\$ -	\$ 1,221,986
TOTAL COSTS:								
Acquisition costs	\$ 357,500	\$ 681,250	\$ 408,773	\$ 156,500	\$ 40,926	\$ 108,500	\$ 166,068	\$ 1,919,517
Exploration costs	217,354	860,934	370,588	7,718	-	121,497	-	1,578,091
Tax credit recovery	-	-	(17,516)	-	-	-	-	(17,516)
Receipts from option out and sale of properties	(574,854)	(852,500)	-	-	-	-	-	(1,427,354)
Write off	-	(664,684)	-	-	-	-	(166,068)	(830,752)
BALANCE								
May 31, 2023	\$ -	\$ 25,000	\$ 761,845	\$ 164,218	\$ 40,926	\$ 229,997	\$ -	\$ 1,221,986

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8. ACCOUNTS PAYABLES AND ACCRUED LIABILITIES

		May 31, 2024		May 31, 2023
Accounts payable and accrued liabilities	\$	387,364	\$	513,385
	\$	387,364	\$	513,385

During the year ended May 31, 2023, the Company has determined that certain payables are no longer applicable due to lapse of statute of limitations and wrote off the outstanding accounts payable in the amount of \$123,498.

During the year ended May 31, 2024, the Company has determined that certain payables are no longer applicable due to lapse of statute of limitations and wrote off the outstanding accounts payable in the amount of \$12,101.

9. PROMISSORY NOTE PAYABLE

On April 14, 2022, the Company signed a promissory note with an arm's-length company to receive \$60,000. Pursuant to the promissory note, the Company is required to repay the principal amount along with interest of \$6,000 on or before June 1, 2022. If the amount is not paid at the due date, interest of \$1,000 will be charged for each period of 30 days the amount remains outstanding.

During the year ended May 31, 2023, the Company accrued interest of \$4,140 and repaid total outstanding amount of \$70,000.

	Outstanding balance as at May 31, 2024	Outstanding balance as at May 31, 2023
Principal amount	\$ -	\$ 60,000
Interest	-	10,000
Repayment	-	(70,000)
	\$ -	\$ -

10. LOANS PAYABLE

Loan Date	Principal amount	Outstanding balance as at May 31, 2024	Outstanding balance as at May 31, 2023
2019-03-29 ⁽¹⁾	\$ 10,000	\$ 10,000	\$ 10,000
2019-09-20 ⁽¹⁾	50,000	50,000	50,000
	\$ 60,000	\$ 60,000	\$ 60,000

⁽¹⁾ The loans are unsecured, non-interest bearing and due on demand.

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11. SHARE CAPITAL

The authorized share capital of the Company consists of an unlimited number of common shares without par value.

During the year ended May 31, 2024, the Company:

- i) closed a non-brokered private placement of 1,272,500 units at a price of \$0.08 per unit for aggregate gross proceeds of \$101,800. Each unit is comprised of one common share and one transferable common share purchase warrant of the Company. Each whole warrant will entitle the holder to purchase one share for a 24-month period from the closing date at an exercise price of \$0.12 per share.
- ii) closed a non-brokered private placement of 2,477,500 units at a price of \$0.08 per unit for aggregate gross proceeds of \$198,200, of which \$1,200 was received during the year ended May 31, 2023. Each unit is comprised of one common share and one transferable common share purchase warrant of the Company. Each whole warrant will entitle the holder to purchase one share for a 24-month period from the closing date at an exercise price of \$0.12 per share. In connection with the financing, the Company paid finders' fees of \$4,340 cash and 54,250 warrants fair valued at \$3,200. These warrants entitle the holders to purchase one share for a 24-month period from the closing date at an exercise price of \$0.12 per share. The Company paid other share issuance costs of \$3,167.
- iii) issued 20,000 common shares valued at \$4,000 pursuant to the acquisition of the Pine Channel Property (Note 7).
- iv) closed a private placement of 2,875,875 units at a price of \$0.16 per unit for gross proceeds of \$460,140. Each unit is comprised of one common share and one transferable common share purchase warrant of the Company. Each whole warrant will entitle the holder to purchase one share for a 24-month period from the closing date at an exercise price of \$0.20 per share.

Concurrently, the Company closed a private placement of 995,000 flow-through units at a price of \$0.20 per unit for gross proceeds of \$199,000. The Company recognized a flow-through premium of \$39,800. Each unit consists of a common share and a share purchase warrant. Each whole warrant will entitle the holder to purchase one share for a 24-month period from the closing date at an exercise price of \$0.28 per share. During the year ended May 31, 2024, the Company recorded flow-through premium recovery of \$844. As at May 31, 2024, the Company has a remaining flow through exploration expenditure commitment of \$194,778.

In connection with the financing, the Company paid finders' fees of \$46,639 cash and 163,931 finders' warrants with two different terms as follows:

- a) For 103,031 finders' warrants (fair valued at \$12,400), each warrant entitles the holders to purchase one share for a 24-month period from the closing date at an exercise price of \$0.20 per share.
 - b) For 60,900 finders' warrants (fair valued at \$8,900), each warrant entitles the holders to purchase one share for a 24-month period from the closing date at an exercise price of \$0.28 per share.
- v) issued 1,767,125 common shares pursuant to the exercise of warrants for gross proceeds of \$213,555, and accordingly, the Company allocated \$4,550 from warrant reserve to share capital.
 - vi) issued 310,000 common shares pursuant to the exercise of options for gross proceeds of \$40,200, and accordingly, the Company allocated \$31,089 from share-based payment reserve to share capital.
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11. SHARE CAPITAL (CONTINUED)

During the year ended May 31, 2023, the Company:

- i) issued 110,000 common shares pursuant to the exercise of options for gross proceeds of \$75,000, and accordingly, the Company allocated \$59,922 from share-based payment reserve to share capital.
- ii) issued 515,000 common shares valued at \$104,500 for the acquisition of exploration and evaluation assets (Note 7).
- iii) closed its non-brokered private placement of 1,217,267 units at a price of \$0.30 per unit for aggregate gross proceeds of \$365,180. Each unit is comprised of one common share and one transferable common share purchase warrant of the Company. Each whole warrant will entitle the holder to purchase one share for a 24-month period from the closing date at an exercise price of \$0.50 per share.

In connection with the financing, the Company paid finders' fees of \$11,336 cash and 36,000 finders' warrants valued at \$5,700. These warrants entitle the holders to purchase one share for a 24-month period from the closing date at an exercise price of \$0.50 per share.

Share Options

Under the Company's share option plan, the Company may grant options to employees, consultants and directors up to 10% of the issued and outstanding share capital at the date of grant. The exercise price of the options granted will be no less than the discounted market price of the Company's shares and the maximum term of the options will be 10 years or such longer term as permitted by the TSX-V Exchange.

Share options granted to directors, employees and consultants, other than employees or consultants engaged in investor relations activities, will vest fully on the date of grant. Share options granted to employees or consultants engaged in Investor Relations activities will vest in stages over a minimum period of 12 months with no more than one-quarter of the share options vesting in any three-month period.

A summary of share options outstanding is as follows:

	Outstanding and exercisable	Weighted Average Exercise Price	Weighted Average Years to Expiry
Balance at May 31, 2022	912,500	\$ 0.60	2.27
Granted	80,000	0.50	-
Exercised	(110,000)	0.68	-
Expired and cancelled	(45,000)	0.66	-
Balance at May 31, 2023	837,500	0.52	1.09
Granted	2,040,000	0.17	-
Exercised	(310,000)	0.13	-
Expired and cancelled	(467,500)	0.54	-
Balance at May 31, 2024	2,100,000	\$ 0.24	1.10

As at May 31, 2024, the weighted average trading price of options exercised during the year ended May 31, 2024 is \$0.21 (2023 - \$0.06).

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11. SHARE CAPITAL (CONTINUED)**Share Options (continued)**

As at May 31, 2024, the Company had share purchase options outstanding as follows:

Outstanding	Exercisable	Exercise Price	Expiry Date	Contractual life (in years)
47,500 ⁽¹⁾	47,500	\$0.50	11-Aug-24	0.20
22,500 ⁽¹⁾	22,500	\$0.50	10-Sep-24	0.28
20,000	20,000	\$0.50	22-Nov-24	0.48
30,000	30,000	\$0.50	01-Jun-25	1.00
230,000	230,000	\$0.50	28-Aug-25	1.24
150,000	150,000	\$0.12	28-Aug-25	1.24
20,000	20,000	\$0.50	03-Sep-25	1.26
275,000	275,000	\$0.175	11-Sep-25	1.28
355,000	355,000	\$0.17	09-Jan-26	1.61
250,000	250,000	\$0.215	02-Feb-26	1.68
125,000	125,000	\$0.17	13-Mar-26	1.78
575,000	575,000	\$0.19	14-May-27	2.95
2,100,000	2,100,000			

⁽¹⁾ subsequently expired.

During the year ended May 31, 2024

- i) On August 28, 2023, the Company granted 400,000 share options, which are exercisable for a period of two years, at a price of \$0.12 per share. The fair value of \$37,600 was estimated using the Black-Scholes Option Pricing Model. The options vested immediately.
 - ii) On September 11, 2023, the Company granted 275,000 share options, which are exercisable for a period of two years, at a price of \$0.175 per share. The fair value of \$37,800 was estimated using the Black-Scholes Option Pricing Model. The options vested immediately.
 - iii) On January 9, 2024, the Company granted 355,000 share options, which are exercisable for a period of two years, at a price of \$0.17 per share. The fair value of \$46,700 was estimated using the Black-Scholes Option Pricing Model. The options vested immediately.
 - iv) On February 2, 2024, the Company granted 250,000 share options, which are exercisable for a period of two years, at a price of \$0.215 per share. The fair value of \$41,300 was estimated using the Black-Scholes Option Pricing Model. The options vested immediately.
 - v) On March 13, 2024, the Company granted 185,000 share options, which are exercisable for a period of two years, at a price of \$0.17 per share. The fair value of \$23,400 was estimated using the Black-Scholes Option Pricing Model. The options vested immediately.
 - vi) On May 14, 2024, the Company granted 575,000 share options, which are exercisable for a period of three years, at a price of \$0.19 per share. The fair value of \$91,800 was estimated using the Black-Scholes Option Pricing Model. The options vested immediately.
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11. SHARE CAPITAL (CONTINUED)**Share options (continued)**

During the year ended May 31, 2024, 467,500 of the share options expired or cancelled unexercised. The Company has reclassified a total of \$216,070 from reserves to deficit as a result of the expired and cancelled options.

During the year ended May 31, 2023

- i) On June 1, 2022, the Company granted 80,000 share options, which are exercisable for a period of three years, at a price of \$0.50 per share. The fair value of the options was \$39,500. The options vested immediately.

During the year ended May 31, 2023, 10,000 of the share options expired unexercised and 35,000 of the stock options were cancelled. The Company has reclassified a total of \$29,299 from reserves to deficit as a result of the expired and cancelled options.

The following weighted average assumptions were used in the Black-Scholes Option Pricing Model for the valuation of the share options granted:

	May 31, 2024	May 31, 2023
Risk-free interest rate	4.30%	2.79%
Exercise price	\$0.17	\$0.50
Share price	\$0.17	\$0.55
Expected life of options	2.28 years	3.00 years
Expected annualized volatility	165.84%	183.64%
Expected dividend rate	0.00%	0.00%

Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate. The pricing models adopted by management do not necessarily provide a consistent single measure of the fair value of the Company's share options and other share-based transactions.

The Company uses historical volatility to estimate the volatility of the share price.

Warrants

A summary of changes in share purchase warrants outstanding is as follows:

	Outstanding and exercisable	Weighted average exercise price	Weighted average years to expiry
Balance at May 31, 2022	2,409,660	\$ 0.80	1.07
Granted	1,253,267	0.50	-
Expired	(576,800)	0.60	-
Balance at May 31, 2023	3,086,127	0.69	0.60
Granted	7,839,056	0.17	-
Exercised	(1,767,125)	0.12	-
Expired	(1,832,860)	0.82	-
Balance at May 31, 2024	7,325,198	\$ 0.24	1.22

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11. SHARE CAPITAL (CONTINUED)**Warrants (continued)**

Details of warrants outstanding as at May 31, 2024 are as follows:

Outstanding and exercisable	Exercise price	Expiry Date	Weighted average life (in years)
1,217,267	\$0.50	November 23, 2024	0.48
36,000	\$0.50	November 23, 2024	0.48
1,232,500	\$0.12	July 20, 2025	1.14
796,250 ⁽¹⁾	\$0.12	September 7, 2025	1.27
27,125	\$0.12	September 7, 2025	1.27
2,857,125	\$0.20	December 28, 2025	1.58
103,031	\$0.20	December 28, 2025	1.58
995,000	\$0.28	December 28, 2025	1.58
60,900	\$0.28	December 28, 2025	1.58
7,325,198			

⁽¹⁾ 31,250 warrants subsequently exercised.

During the year ended May 31, 2024, the Company:

- i) issued 7,620,875 warrants and 218,181 brokers warrants related to private placement.
- ii) 1,832,860 warrants expired unexercised.

During the year ended May 31, 2023, the Company:

- i) issued 1,217,267 warrants and 36,000 brokers warrants related to private placement.
- ii) 576,800 warrants expired unexercised.

The following weighted average assumptions were used for the Black-Scholes valuation of warrants granted:

	May 31, 2024	May 31, 2023
Risk-free interest rate	4.09%	3.92%
Exercise price	\$0.20	\$0.50
Share price	\$0.14	\$0.25
Expected life of warrants	2.00 years	2.00 years
Expected annualized volatility	168.85%	154.96%
Expected dividend rate	0.00%	0.00%

The Company uses historical volatility to estimate the volatility of the share price.

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12. RESERVES**Share-based payment reserve**

The share option reserve records items recognized as share-based payments expense until such time that the share options are exercised, at which time the corresponding amount will be transferred to share capital. If the options expire or are forfeited, the corresponding amount previously recorded is transferred from share-based payment reserve to deficit.

Balance, May 31, 2022	\$	797,736
Granted		39,500
Fair value of share options exercised		(59,922)
Fair value of share options expired and cancelled		(29,299)
Balance, May 31, 2023		748,015
Granted		278,600
Fair value of share options exercised		(31,089)
Fair value of share options expired and cancelled		(216,070)
Balance, May 31, 2024	\$	779,456

Warrant reserve

The warrant reserve records items recognized as warrants until such time that the warrants are exercised, at which time the corresponding amount will be transferred to share capital. If the warrants expire unexercised, the amount previously recorded remains in warrant reserve.

Balance, May 31, 2022	\$	759,846
Broker warrants issued		5,700
Balance, May 31, 2023		765,546
Broker warrants issued		24,500
Fair value of broker warrants exercised		(4,550)
Balance, May 31, 2024	\$	785,496

13. RELATED PARTY TRANSACTIONS

Related party transactions are in the normal course of operations and measured at the exchange amount, which is the amount of consideration established and agreed by the related parties. Amounts due to or from related parties are non-interest bearing and unsecured. As at May 31, 2024, due to related parties amounted to \$21,680 (2023 – \$98,300) included in accounts payable and accrued liabilities and prepaid expenses to related parties amounted to \$10,000 (2023 - \$Nil) on the statements of financial position.

During the year ended May 31, 2024 and 2023, the Company incurred the following amounts through transactions with directors and officers of the Company:

		2024		2023
Consulting fees	\$	237,500	\$	219,000
Share-based payments		116,180		14,812
	\$	353,680	\$	233,812

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13. RELATED PARTY TRANSACTIONS (continued)**Key Management Compensation:**

Key management includes directors (executive and non-executive) and officers of the Company. The compensation paid or payable to key management is as follows:

During the year ended May 31, 2024, the Company:

- i) paid or accrued \$66,000 (2023 - \$69,000) to a director of the Company in consulting fees.
- ii) paid or accrued \$20,000 (2023 - \$30,000) in consulting fees to a former director of the Company.
- iii) paid or accrued \$120,000 (2023 - \$80,000) to the President of the Company in consulting fees.
- iv) paid or accrued \$27,500 (2023 - \$Nil) to a director of the Company in consulting fees.
- v) paid or accrued \$4,000 (2023 - \$Nil) to a director of the Company in consulting fees.
- vi) paid or accrued \$Nil (2023 - \$40,000) to the son of a former director of the Company in consulting fees.
- vii) granted 825,000 (2023 – 30,000) stock options with a value of \$116,180 (2023 - \$14,812) to directors of the Company for services provided.

14. ADDITIONAL CASH FLOW INFORMATION

	For the year ended May 31,	
	2024	2023
Cash paid for:		
Interest	\$ -	\$ 4,140
Income taxes	-	-
Non-cash financing activities and investing activities:		
Exploration and evaluation assets included in accounts payable and accrued liabilities	90,777	37,378
Exploration advance included in accounts payable and accrued liabilities	6,096	21,040
Fair value of options exercised	31,089	59,922
Fair value of options cancelled and expired	216,070	29,299
Fair value of broker's warrant granted	24,500	5,700
Fair value of broker's warrant exercised	4,550	-
Flow-through premium liability	39,800	-
Marketable securities received for exploration and evaluation assets	-	28,000
Shares issued for exploration and evaluation assets	4,000	104,500

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15. CAPITAL MANAGEMENT

The Company considers its capital structure to include net residual equity of all assets, less liabilities. The Company's objectives when managing capital are to (i) maintain financial flexibility in order to preserve its ability to meet financial obligations and continue as a going concern; (ii) maintain a capital structure that allows the Company to pursue the development of its mineral properties; and (iii) optimize the use of its capital to provide an appropriate investment return to its shareholders commensurate with risk. The Company's financial strategy is formulated and adapted according to market conditions in order to maintain a flexible capital structure that is consistent with its objectives and the risk characteristics of its underlying assets. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of its underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, acquire or dispose of assets, or adjust the amount of cash and cash equivalents and receivables. The Company is not subject to any externally imposed capital requirements.

There have been no changes to the Company's approach to capital management during the year ended May 31, 2024.

16. FINANCIAL INSTRUMENTS AND RISKS

The Company's financial instruments are comprised of cash, marketable securities, reclamation bond, accounts payable and accrued liabilities, promissory note payable and loans payable. The carrying value of cash, accounts payable and accrued liabilities, promissory note payable and loan payable as presented in the statements of financial position is a reasonable estimate of its fair value.

Financial assets and liabilities measured at fair value on a recurring basis are classified in their entirety based on the lowest level of input that is significant to their fair value measurement. Certain non-financial assets and liabilities may also be measured at fair value on a non-recurring basis. There are three levels of the fair value hierarchy that prioritize the inputs to valuation techniques used to measure fair value, with Level 1 inputs having the highest priority. The levels and the valuation techniques used to value financial assets and liabilities are described below.

Level 1 – Quoted Prices in Active Markets for Identical Assets

Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Cash and marketable securities are valued using quoted market prices in active markets. Accordingly, these are included in Level 1 of the fair value hierarchy.

Level 2 – Significant Other Observable Inputs

Quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 – Significant Unobservable Inputs

Unobservable (supported by little or no market activity) prices.

Fair Values

The following table outlines the Company's financial instruments measured at fair value by level with the fair value hierarchy described above. Assets and liabilities are classified based on the lowest level of input that is significant to the fair measurement.

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16. FINANCIAL INSTRUMENTS AND RISKS (CONTINUED)

As at May 31, 2024 and 2023, the Company's financial instruments measured at fair value are as follows:

	Level 1	Level 2	Level 3	Total
May 31, 2024				
Cash	\$ 257,400	\$ -	\$ -	\$ 257,400
Marketable securities	\$ 8,430	\$ -	\$ -	\$ 8,430
May 31, 2023				
Cash	\$ 7,200	\$ -	\$ -	\$ 7,200
Marketable securities	\$ 34,480	\$ -	\$ -	\$ 34,480

Financial Instrument Risks

The Company's financial instruments are exposed to certain financial risks, including credit risk, interest rate risk, market risk, liquidity risk and currency risk.

a) Credit risk

The Company is exposed to credit concentration risk by holding cash. This risk is minimized by holding the investments in large Canadian financial institutions. The Company has no accounts receivable exposure.

b) Interest rate risk

The Company is exposed to minimal interest rate risk. Fluctuations in market interest rates do not have a significant impact on the Company's operations.

c) Market risk

The Company is exposed to market risk for fluctuating values of its publicly traded marketable securities and other corporate investments. The Company has no control over these fluctuations and does not hedge its investments.

d) Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its financial obligations as they come due. As at May 31, 2024, the Company manages this risk by monitoring its working capital to ensure its expenditures will not exceed available resources. As at May 31, 2024, the Company had cash of \$257,400 (2023 - \$7,200) and a working capital deficiency of \$147,880 (2023 - \$521,059). The Company may not be able to settle accounts payable and accrued liabilities of \$387,364 (2023 - \$513,385), and loans payable of \$60,000 (2023 - \$60,000) which fall due for payment within 12 months of the statement of financial position date. The Company will require financing from lenders, shareholders and other investors to generate sufficient capital to meet its short term business requirements. All of the Company's financial liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms.

e) Currency risk

Currency risk is the risk from fluctuations in foreign exchange rates and the degree of volatility of these rates. At May 31, 2024, the Company's cash is held in Canadian dollars and accordingly the Company's exposure to foreign currency risks on cash balances held in foreign currencies is not expected to be significant.

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17. LEGAL JUDGEMENT

On July 8, 2015, Pacific Centre Leaseholds Limited (the "Landlord") filed a civil claim against the Company and three related companies for the unpaid lease payments and assessed damages pursuant to the amended lease agreements dated June 16, 2014. The assessed damages claimed by the Landlord for the breaches of the lease agreement are \$156,424 for arrears of rent prior to termination of the lease, \$70,316 for accelerated rent for December 2014, \$70,316 for accrued rent from April 2015 to July 2015, cost on a full indemnity basis, and accruing interest on the assessed amounts. The amount claimed is \$279,056. As at May 31, 2024 and 2023, the Company has accrued \$105,272 in accounts payable and accrued liabilities in connection with the outstanding amounts. In the Company's opinion, it will not be liable for the other related companies' portion of the amount claimed.

18. SEGMENTED INFORMATION

The Company currently operates in a single reportable operating segment. The acquisition, exploration and development of mineral properties are in North America. All of the Company's assets and expenditures are located in Canada and US. Since the Company does not have any revenue producing activities, there is no segment information by revenues.

19. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	2024		2023	
Net loss before income taxes	\$	(1,086,750)	\$	(1,518,834)
Statutory tax rate		27%		27%
Expected income tax recovery at the statutory tax rate	\$	(294,000)	\$	(410,000)
Permanent difference		79,000		26,000
True up		33,000		(174,000)
Change in tax benefits not recognized		182,000		558,000
Income tax expense (recovery)	\$	-	\$	-

Details of unrecognized deductible temporary differences and tax losses are as follows:

	Expiry	2024	Expiry	2023
Loss carry-forwards	2026-2044	\$ 15,781,000	2026-2043	\$ 15,293,000
Exploration and evaluation assets	None	1,821,000	None	1,639,000
Share issuance costs	2024-2028	60,000	2023-2027	13,000
Deductible capital losses carry-forward	None	366,000	None	416,000
Others	None	22,000	None	56,000
Unrecognized deductible temporary differences and tax losses		\$ 18,050,000		\$ 17,417,000

Management has determined that there is insufficient likelihood of recovery to record a benefit arising from potential tax assets. Accordingly, no deferred tax asset has been recognized.

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20. SUBSEQUENT EVENTS

Subsequent to May 31, 2024, the Company:

- i) issued 31,250 common shares pursuant to the exercise of warrants for gross proceeds of \$3,750.
- ii) entered into a property purchase and sales agreement dated July 3, 2024 (amended on September 17, 2024) to acquire an interest in the Jupiter Project located in Emery County, Utah, USA.

To earn a 75% interest in the property, the Company is required to satisfy all considerations as follows:

Share issuances

- i) 2,200,000 common shares on or before the date that is within 10 days of the Exchange approval of the option agreement (subsequently issued).

Cash payments

- i) USD \$25,000 cash payment on or before August 2, 2024 (subsequently paid).
- ii) USD \$75,000 cash payment on or before the earlier of July 3, 2025 or 15 business days following the closing of the private placement announced on July 22, 2024.

The Company will earn the remaining 25% upon completion of the NI 43-101 resource estimate.

This interest is subject to resource bonuses of USD\$100,000 for every increment of 500,000 lbs of uranium up to 2,500,000 lbs. The first resource bonus payment will be due within 90 days from the date the initial resource Calculation exceeding 475,000 lbs of uranium is issued.

Upon completion of the agreement, the vendor will retain 2.5% NSR.

- iii) closed a non-brokered private placement of 4,047,750 units at a price of \$0.16 per unit for aggregate gross proceeds of \$647,640. Each unit is comprised of one common share and one-half transferable common share purchase warrant of the Company. Each whole warrant will entitle the holder to purchase one share for a 24-month period from the closing date at an exercise price of \$0.20 per share. In connection with the financing, the Company paid finders' fees of \$15,862 cash and 99,138 brokers warrants. These warrants entitle the holders to purchase one share for a 24-month period from the closing date at an exercise price of \$0.20 per share.
-