

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

PEGASUS MERCANTILE INC. (Formerly Xtacy Therapeutics Corp.) (the “Company”)
1100 – 1111 Melville Street
Vancouver, BC V6E 3V6

Item 2 - Date of Material Change

January 31, 2025

Item 3 News Release

A news release was issued and disseminated on January 28, 2025, and filed on SEDAR+ (www.sedarplus.ca). and with the CSE.

Item 4 Summary of Material Change

Vancouver: January 28, 2025 – Pegasus Mercantile Inc. (formerly Xtacy Therapeutics Corp.) (**CSE: LOAN**) (**Frankfurt: TT5**) (**OTC: XTCYF**) (“the Company”) announces, further to its news release of January 24, 2025, and effective January 31, 2025, the Company will consolidate the common shares in the capital of the Company (the “Common Shares”) on the basis of one (1) post consolidated Common Share to every five (5) pre-consolidated Common Shares (the “Consolidation”).

The name of the Company and trading symbol will remain the same after the Consolidation. The new CUSIP number will be 70557Y204 and the new ISIN number will be CA70557Y2042 for the post Consolidation Common Shares.

The Company’s post-Consolidation Common Shares are expected to begin trading on the Canadian Securities Exchange (“CSE”) on or about January 31, 2025. The total issued and outstanding number of Common Shares post-Consolidation will be approximately 11,631,394.

Item 5 Full Description of Material Change

See the News Release attached as Schedule “A”.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

The following senior officer of the Company is knowledgeable about the material change and this report:

Meris Kott, CEO and Director
Email: info@pegasusmercantile.com
Phone: 561-212-3323

Item 9 Date of Report

January 31, 2025



PEGASUS ANNOUNCES EFFECTIVE DATE OF CONSOLIDATION

Vancouver: January 28, 2025 – Pegasus Mercantile Inc. (formerly Xtacy Therapeutics Corp.) (CSE: LOAN) (Frankfurt: TT5) (OTC: XTCYF) (“the Company) announces, further to its news release of January 24, 2025, and effective January 31, 2025, the Company will consolidate the common shares in the capital of the Company (the “Common Shares”) on the basis of one (1) post consolidated Common Share to every five (5) pre-consolidated Common Shares (the “Consolidation”).

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Letters of transmittal with respect to the Consolidation will be mailed to all registered shareholders of the Company. All registered shareholders will be required to send their respective certificates representing the pre-Consolidation Common Shares along with a properly executed letter of transmittal to the Company’s transfer agent, Computershare Trust Company of Canada (“Computershare”), in accordance with the instructions provided in the letter of transmittal. All shareholders who submit a duly completed letter of transmittal along with their respective pre-Consolidation Common Share certificate(s) to Computershare, will receive a post Consolidation Common Share certificate or Direct Registration Advice representing the post Consolidation Common Shares.

About Pegasus Mercantile:

Pegasus is a prospect generator that provides high growth companies with financial, operational, and management assistance in the fast-growing market for consumer products . The focus of the Company has been on global wellness and healthcare-related target companies.

For further information visit website:

www.pegasusmercantile.com

Contact Meris Kott CEO

info@pegasusmercantile.com

(561) 212-3323

Neither the Canadian Securities Exchange nor its regulation services provider accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Information: This news release includes certain statements that may be deemed "forwardlooking statements". The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "would", "project", "should", "believe" and similar expressions are intended to identify forwardlooking statements. Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forwardlooking statements because the Company can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. These statements speak only as of the date of this News Release. Actual results could differ materially from those currently anticipated due to a number of factors and risks including various risk factors discussed in the Company's disclosure documents which can be found under the Company's profile on www.sedarplus.ca.