

**MATERIAL CHANGE REPORT
FORM 51-102F3**

Item 1. Name and Address of Company

Pegmatite One Lithium and Gold Corp. (the "Company")
3606-833 Seymour Street
Vancouver, British Columbia
V6B 0G4

Item 2. Date of Material Change

June 28, 2023.

Item 3. News Release

A news release was issued by the Company via Newsfile Corp. on June 28, 2023, and filed on SEDAR at www.sedar.com, a copy of which is attached hereto as Schedule "A".

Item 4. Summary of Material Change

The Company announced that it entered into an option agreement dated June 28, 2023 (the "Agreement") with an arm's length party (the "Optionor"), whereby the Company has been granted the option to acquire a 100-per-cent interest in the Frazer Lake - Mound Property (the "Property"), located in Ontario, Canada.

The Company also announced that it intends to complete a non-brokered private placement for aggregate gross proceeds of up to \$500,000 (the "Offering"), through the issuance of up to 10,000,000 units of the Company (each, a "Unit" and collectively, the "Units"), at a price of \$0.05 per Unit.

Item 5. 5.1 - Full Description of Material Change

The Transaction

Pursuant to the Agreement, the Company may acquire a 100-per-cent interest in the Property by paying a total of \$250,000 to the Optionor and issuing an aggregate of ten million common shares and seven million warrants, according to the following schedule:

Pursuant to the Agreement, the Company will acquire the interest in the Property by paying the Optionor a total cash consideration of \$250,001 as follows: (i) \$1 on June 28, 2028, and (ii) \$250,000 on or before June 28, 2024. In addition, pursuant to the Agreement, the Company will issue the Optionor 7,000,000 warrants on or before July 5, 2023, each warrant will entitle the holder to acquire one common share of the Company (each a "PGA Share") at a price of \$0.05 per PGA Share until June 28, 2025.

Finally, pursuant to the Agreement, the Company will issue the Optionor 20,000,000 PGA Shares on or before June 28, 2024. The Company will grant the Optionor a royalty of 2.0% of net smelter returns from minerals mined and removed from the Property, of which the Company may purchase 1.0% at any time by paying a total of \$1,500,000 to the Optionor.

The Private Placement

Each Unit will be comprised of (i) one PGA Share; and (ii) one half of one warrant. Each whole warrant will entitle the holder to acquire one PGA Share at \$0.10 for a period of 12 months following issuance. The net proceeds from the Offering will be used for SG&A, marketing, and development.

All of the securities issued in connection with the Offering are subject to a "hold period" of four months plus one day from the date of closing pursuant to applicable securities laws.

5.2 - Disclosure for Restructuring Transactions

Not applicable

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

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

For additional information with respect to this material change, please contact:

Kelly Abbott
CEO and President
Phone: (778) 237-5212
Email: kelly.abbott1117@gmail.com

Item 9. Date of Report

July 5, 2023.

Schedule “A”

(See attached.)

Pegmatite One Lithium and Gold Announces Option Agreement and Private Placement

Vancouver, British Columbia--(Newsfile Corp. - June 28, 2023) - Pegmatite One Lithium and Gold Corp. (CSE: PGA) ("**Pegmatite One**" or the "**Company**") is pleased to announce it has entered into an option agreement dated June 28, 2023 (the "**Agreement**") with an arm's length party (the "**Optionor**"), whereby the Company has been granted the option to acquire a 100-per-cent interest in the Frazer Lake - Mound Property (the "**Property**"), located in Ontario, Canada.

The Frazer Lake - Mound Property is comprised of 279 unpatented single cell mining claims located in the Townships of Cockeram, Church, Mclvor, Adamson, Purdom and Oskawe Lake Area, Thunder Bay Mining Division, Ontario, Canada.

The increasing worldwide need for lithium, fueled by the surge in green energy initiatives and the rapid expansion of electric vehicles, presents an enticing investment opportunity in the acquisition of the Frazer Lake - Mound property. This acquisition holds the potential to establish the Company as a key player in the burgeoning lithium market, presenting substantial prospects for growth.

TRANSACTION DETAILS

Pursuant to the Agreement, the Company may acquire a 100-per-cent interest in the Property by paying a total of \$250,000 to the Optionor and issuing an aggregate of ten million common shares and seven million warrants, according to the following schedule:

Pursuant to the Agreement, the Company will acquire the interest in the Property by paying the Optionor a total cash consideration of \$250,001 as follows: (i) \$1 on June 28, 2028, and (ii) \$250,000 on or before June 28, 2024. In addition, pursuant to the Agreement, the Company will issue the Optionor 7,000,000 warrants on or before July 5, 2023, each warrant will entitle the holder to acquire one common share of the Company (each a "**PGA Share**") at a price of \$0.05 per PGA Share until June 28, 2025. Finally, pursuant to the Agreement, the Company will issue the Optionor 20,000,000 PGA Shares on or before June 28, 2024.

The Company will grant the Optionor a royalty of 2.0% of net smelter returns from minerals mined and removed from the Property, of which the Company may purchase 1.0% at any time by paying a total of \$1,500,000 to the Optionor.

PRIVATE PLACEMENT

In addition, the Company is pleased to announce that it intends to complete a non-brokered private placement for aggregate gross proceeds of up to \$500,000 (the "**Offering**"), through the issuance of up to 10,000,000 units of the Company (each, a "**Unit**" and collectively, the "**Units**"), at a price of \$0.05 per Unit. Each Unit will be comprised of (i) one PGA Share; and (ii) one half of one warrant. Each whole warrant will entitle the holder to acquire one PGA Share at \$0.10 for a period of 12 months following issuance. The net proceeds from the Offering will be used for SG&A, marketing, and development. All of the securities issued in connection with the Offering are subject to a "hold period" of four months plus one day from the date of closing pursuant to applicable securities laws.

About Pegmatite One Lithium and Gold Corp.

Pegmatite One is a publicly traded company exploring for lithium and gold. The Company is committed to responsible mining practices and operates two mining properties in Northwestern Ontario and on Vancouver Island. The Morrison River property consists of 222 claims and 335 cell claim units in the Morrison River area, Muskrat Dam Lake, Northwestern Ontario. The Morrison River property is Pegmatite One's flagship lithium asset; the company sees its potential lithium production to be part of

the world's continued shift toward electric vehicles and green technologies. The Georgina property, a gold prospect located in the Nanaimo mining division, Vancouver Island, British Columbia, consists of one mineral claim covering an area of 2,069 hectares.

For more information, please contact:

Kelly Abbott Chief Executive Officer and President

E: Kelly.abbott1117@gmail.com

Forward-Looking Information and Cautionary Statements

*Certain information contained herein may constitute forward-looking statements and information (collectively, "**forward-looking statements**") within the meaning of applicable securities legislation that involve known and unknown risks, assumptions, uncertainties and other factors. Forward-looking statements may be identified by words like "anticipates", "estimates", "expects", "indicates", "intends", "may", "could", "should", "would", "plans", "proposed", "potential", "will", and similar expressions. Forward-looking statements in this news release include: the Morrison River Property potential in lithium production; the world's shift towards electric vehicles and green technologies and the increasing worldwide need for lithium; the expectation that the Offering will be completed in accordance with their terms; the Company's intention fulfill the obligations of the Agreement; anticipated subscription amounts, pricing and terms under the Offering; the planned use of the net proceeds of the Offering; and other similar statements. Such statements reflect the current views of the Company with respect to future events and are subject to certain risks, uncertainties and assumptions that could cause results to differ materially from those expressed in the forward-looking statements.*

Factors that could cause actual results to vary from forward-looking statements or may affect the operations, performance, development and results of the Company's businesses include, among other things: increases in maintenance, operating or financing costs; the Company's ability to manage and meet the timing and costs of future activities on the Company's Properties; the Company's ability to maintain its mineral tenures and concessions in good standing; the Company's ability to manage the economic conditions or financial markets; the Company's ability to manage the inherent hazards associates with mineral exploration and mining operations; future prices of metals; changes in general economic conditions; the potential for newdiscoveries; the ability of the Company to obtain the necessary permits and consents required to explore, drill and develop the its projects located on its Properties, and if obtained, to obtain such permits and consents in a timely fashion relative to the Company's plans and business objectives for such projects; the general ability of the Company to monetize its mineral resources; and changes in environmental and other laws or regulations that could have an impact on the Company's operations, compliance with environmental laws and regulations, dependence on key management personnel and general competition in the mining industry.

These statements involve known and unknown risks, uncertainties and other factors, which may cause actual results, performance or achievements to differ materially from those expressed or implied by such statements, including but not limited to: the Company's inability to manage and meet the timing and costs of future activities on the Company's properties; the Company's inability to maintain its mineral tenures and concessions in good standing; the Company's inability to manage the economic conditions or financial markets; the Company's inability to manage the inherent hazards associates with mineral exploration and mining operations; adverse changes to future prices of metals; adverse changes in general economic conditions; the lack of newdiscoveries; the inability of the Company to obtain the necessary permits and consents required to explore, drill and develop the its projects located on its properties, and if obtained, its inability to obtain such permits and consents in a timely fashion relative to the Company's plans and business objectives for such projects; the inability of the Company to monetize its mineral resources; and adverse changes in environmental and other laws or

regulations that will have an impact on the Company's operations, the Company's inability to maintain compliance with environmental laws and regulations, the adverse effects resulting from its dependence on key management personnel and adverse changes due to the general competition in the mining industry.

Readers are cautioned that the foregoing list is not exhaustive. Readers are further cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this press release are expressly qualified by this cautionary statement and reflect the Company's expectations as of the date hereof and are subject to change thereafter. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, estimates or opinions, future events or results or otherwise or to explain any material difference between subsequent actual events and such forward-looking information, except as required by applicable law.

To view the source version of this press release, please visit
<https://www.newsfilecorp.com/release/171554>