

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Regulus Resources Inc. (the "Company")
Suite 2300, 1177 West Hastings Street
Vancouver, British Columbia V6E 2K3

Item 2: Date of Material Change

August 22, 2018

Item 3: News Release

The news release was disseminated on August 22, 2018 through PR Newswire/Cision and filed on SEDAR.

Item 4: Summary of Material Change

The Company announced a private placement financing, on a best efforts basis, of not less than 10,600,000 common shares of the Company at an issue price of C\$1.90 per share for gross proceeds of not less than \$20,140,000.

Item 5: Full Description of Material Change

See attached news release.

Item 6: Reliance on subsection 7.2 of National Instrument 51-102

N/A.

Item 7: Omitted Information

N/A.

Item 8: Executive Officer

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

John Black
Chief Executive Officer
(720) 514-9036

Item 9: Date of Report

August 22, 2018

PRESS RELEASE

REGULUS RESOURCES INC.

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PART, IN OR INTO THE UNITED STATES

NEWS RELEASE

August 22, 2018

Stock Symbol: TSXV:REG

REGULUS ANNOUNCES \$20,140,000 PRIVATE PLACEMENT FINANCING

Regulus Resources Inc. (TSXV:REG) ("**Regulus**" or the "**Company**") is pleased to announce that it has engaged Canaccord Genuity Corp. leading a syndicate of agents including PI Financial Corp. and Haywood Securities Inc. (together, the "**Agents**") to complete a private placement financing, on a best efforts basis, of not less than 10,600,000 common shares ("Shares") of the Company at an issue price of C\$1.90 per Share for gross proceeds of not less than \$20,140,000 (the "**Offering**"). All dollar amounts in this press release are expressed in Canadian currency.

Regulus has been advised by Route One Investment Company, L.P. that it intends, for one or more of its managed investment funds (such funds, collectively, "**Route One**"), to participate in the Offering for 7,000,000 of the 10,600,000 Shares.

The Agents will have the option, but not the obligation, exercisable in whole or in part at any time up to 48 hours prior to the closing of the Offering, to increase the size of the Offering by up to an additional 1,590,000 Shares at the issue price.

The Offering is expected to close before the end of September 2018 after the Regulus shareholder meeting currently scheduled for September 21, 2018, but prior to the closing of the proposed plan of arrangement (the "**Arrangement**") among Regulus, Sibanye Gold Ltd. and Aldebaran Resources Inc. ("**Aldebaran**"), the terms of which were outlined in the Company's press release dated June 29, 2018. As a result, the Shares issued pursuant to the Offering will be entitled to participate in the distribution of Aldebaran common shares contemplated under the Arrangement.

Route One currently owns or exercises control over 14,139,376 Shares of the Company, representing approximately 18% of the issued and outstanding Shares. If the Offering as described herein is consummated, the 7,000,000 Shares subscribed for by Route One will give Route One ownership or control of over 20% of the Company's voting securities, so the closing of the Offering would also require approval by a majority vote of the shareholders of Regulus, excluding any Shares owned or controlled by Route One. Accordingly, the Company will add this item of business to the agenda for the September 21, 2018 shareholder meeting. If the Offering is approved and completed and Route One participates for 7,000,000 Shares, Route One would own or control approximately 24% of the outstanding Shares.

(assuming the Offering is subscribed for at its minimum level and that no other Shares are issued through warrant or option exercises before then).

The Company intends to use the net proceeds of the Offering primarily for exploration on its AntaKori copper-gold-silver project in Peru and for general corporate purposes.

The Shares will be offered and sold by way of private placement exemptions in all provinces and territories of Canada, and other jurisdictions as agreed upon between the Agents and the Company.

The Offering is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory approvals, including the approval of the TSX-V. If the minimum amount of the Offering is not achieved, the Offering may not proceed. Closing is expected on or about September 27, 2018. All securities issued in connection with the Offering will be subject to a four month hold period. The Agents will receive a cash commission of 6.0% of the gross proceeds raised pursuant to the Offering as well as broker warrants which will entitle the Agents to acquire that number of Shares which is equal to 6.0% of the aggregate number of Shares sold pursuant to the Offering, with each broker warrant to be exercisable to purchase one Share at the offering price at any time, on or before the date which is 24 months after the Closing. The commission and broker warrants will be reduced for certain investors identified by the Company to the Agents, including Route One.

For further information please contact:

Regulus Resources Inc.

John E. Black, CEO / Director

Phone: +1 303.618.7797 (mobile)

+1 720.514.9036 (office)

Email: john.black@regulusresources.com

About Regulus Resources Inc.

Regulus Resources Inc. is an international mineral exploration company run by an experienced technical and management team, with a portfolio of precious and base metal exploration properties located in North and South America. The principal project held by Regulus is the AntaKori copper-gold-silver project in northern Peru. The AntaKori project currently hosts an inferred mineral resource of 294.8 million tonnes with a grade of 0.48% Cu, 0.36 g/t Au and 10.2 g/t Ag based upon 17,950 m of drilling by previous operators (see Southern Legacy Minerals press release of July 3rd, 2012 – Southern Legacy Minerals and the Company entered into a business arrangement in 2014 and kept the name Regulus Resources Inc.). Mineralization remains open in most directions and drilling is currently underway to confirm and increase the size of the resource.

For further information on Regulus Resources Inc., please consult our website at www.regulusresources.com.

Forward-Looking Statements

This press release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. The use of any of the words “expect”, “anticipate”, “continue”, “estimate”, “objective”, “ongoing”, “may”, “will”, “project”, “should”, “believe”, “plans”, “intends” and similar expressions are intended to identify forward-looking statements or information. In particular this press release contains forward-looking statements and information relating to the completion of the Offering and the timing thereof; the ability to get shareholder approval for the creation of a new control person and the timing thereof and the timing of closing, amount of, and the use of proceeds of the Offering; Although

Regulus believe that the expectations and assumptions on which the forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information because Regulus cannot give any assurance that they will prove to be correct. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. The forward-looking statements and information is based on certain key expectations and assumptions made by management of Regulus, including expectations and assumptions concerning: the satisfaction of all conditions to the closing of the Offering and on the time frames contemplated. Actual results could differ materially from those currently anticipated due to a number of factors and risks, including but not limited to: risks related to the receipt of all necessary approvals for the Offering. Regulus cautions that the foregoing list of risks and uncertainties is not exhaustive.

The forward-looking statements and information contained in this press release are made as of the date hereof and Regulus undertakes no obligation to update publicly or revise any forward-looking statement or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

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