MOONBOUND MINING LTD.

FORM 2A

LISTING STATEMENT

January 5, 2023

NOTE TO READER

This Form 2A – Listing Statement incorporates by reference the long form final prospectus of Moonbound Mining Ltd. (the "Issuer") dated December 14, 2022 (the "Prospectus").

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MOONBOUND MINING LTD.
(the "Issuer")

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14. Capitalization

14.1 Issued Capital

Issued Capital	**Number of Securities (non-diluted)**	**Number of Securities (fully diluted)**	**% of Issued (non-diluted)**	**% of Issued (fully diluted)**
Public Float				
Total outstanding (A)	8,137,000	14,137,000	100	100
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	5,805,000	10,160,000	71.34	71.87
Total Public Float (A-B)	2,332,000	3,977,000	28.66	28.13
Freely-Tradeable Float				

Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	805,000	805,000	9.89	5.69
Total Tradeable Float (A- C)	7,332,000	13,332,000	90.11	94.31

Public Securityholders (Registered)

For the purposes of this report, "public securityholders" are persons other than persons enumerated in section (B) of the previous chart. List registered holders only.

Class of Security – Common Shares		
Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 shares	-	-
100 – 499 shares	-	-
500 – 999 shares	-	-
1,000 – 1,999 shares	86	86,000
2,000 – 2,999 shares	19	38,000
3,000 – 3,999 shares	6	18,000
4,000 – 4,999 shares	-	-
5,000 or more shares	45	2,190,000
Total	**156**	**2,332,000**

Public Securityholders (Beneficial)

Include (i) beneficial holders holding securities in their own name as registered shareholders; and (ii) beneficial holders holding securities through an intermediary where the Issuer has been given written confirmation of shareholdings. For the purposes of this section, it is sufficient if the intermediary provides a breakdown by number of beneficial holders for each line item below; names and holdings of specific beneficial holders do not have to be disclosed. If an intermediary or intermediaries will not provide details of beneficial holders, give the aggregate position of all such intermediaries in the last line.

Class of Security– Common Shares		
Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 shares	-	-
100 – 499 shares	-	-
500 – 999 shares	-	-
1,000 – 1,999 shares	86	86,000
2,000 – 2,999 shares	19	38,000
3,000 – 3,999 shares	6	18,000
4,000 – 4,999 shares	-	-
5,000 or more shares	45	2,190,000
Unable to confirm	-	-
Total	**156**	**2,332,000**

Non-Public Securityholders (Registered)

For the purposes of this report, "non-public securityholders" are persons enumerated in section (B) of the issued capital chart.

Class of Security – Common Shares		
Size of Holding	**Number of holders**	**Total number of securities**
1 – 99 shares	-	-
100 – 499 shares	-	-
500 – 999 shares	-	-
1,000 – 1,999 shares	-	-
2,000 – 2,999 shares	-	-
3,000 – 3,999 shares	-	-
4,000 – 4,999 shares	-	-
5,000 or more shares	13	5,805,000
Total	**13**	**5,805,000**

14.2 Provide the following details for any securities convertible or exchangeable into any class of listed securities

Description of Security (include conversion / exercise terms, including conversion / exercise price)	Number of convertible / exchangeable securities outstanding	Number of listed securities issuable upon conversion / exercise
Common Share Purchase Warrants, each exercisable for one common share at $0.10 until September 9, 2026	6,000,000	6,000,000

14.3 There are no listed securities reserved for issuance that are not included in section 14.2.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus does not constitute a public offering of securities.

PROSPECTUS

NEW ISSUE

December 14, 2022

MOONBOUND MINING LTD.

502,000 Common Shares ($nil per Common Share)

This prospectus (the "**Prospectus**") of Moonbound Mining Ltd. ("**Moonbound**" or the "**Company**"), is being filed with the British Columbia Securities Commission (the "**Qualifying Jurisdiction**") for the purposes of the Company becoming a reporting issuer pursuant to applicable securities legislation in the Province of British Columbia and to qualify the distribution of the following securities in British Columbia:

- 302,000 common shares in the capital of the Company (the "**Common Shares**") issuable upon the deemed conversion of the currently issued and outstanding Special Warrants of the Company; and
- 200,000 Common Shares issuable upon the deemed conversion of the currently issued and outstanding Compensation Special Warrants of the Company.

The Company is a corporation incorporated under the *Business Corporations Act* of British Columbia. The Company is a mineral exploration company.

The Special Warrants were issued on a private placement basis on May 19, 2022, at a price of $0.10 per Special Warrant, to purchasers in the provinces of British Columbia and Ontario. The Special Warrants were issued pursuant to certain prospectus exemptions under applicable Canadian securities legislation. The Compensation Special Warrants were issued as compensation in connection with the private placement. The Common Shares issuable upon the conversion of the Special Warrants and the Compensation Special Warrants are referred to herein as the "**Qualified Securities**". **The Special Warrants and the Compensation Special Warrants are not available for purchase pursuant to this Prospectus and no additional funds are to be received by the Company from the distribution of the Qualified Securities.**

Each of the Special Warrants and Compensation Special Warrants will be deemed converted and exchanged, without payment of any additional consideration and without any further action by the holder, for one Common Share, on the Prospectus Receipt Date (defined herein). See "Description of Securities".

Upon the final receipt of this Prospectus by the Qualifying Jurisdiction, the Company will become a reporting issuer in British Columbia. Since no securities are being offered pursuant to this Prospectus, no proceeds will be raised and all expenses in connection with the preparation and filing of this Prospectus will be paid by the Company from its general corporate funds.

There is no market through which the securities of the Company may be sold. This may affect the pricing of the Company's securities in the secondary markets; the transparency and availability of

trading prices; the liquidity of the Company's securities and the extent of issuer regulations. See "Risk Factors" and "Forward-Looking Information".

The Company has filed an application to have the Common Shares listed for trading on the Canadian Securities Exchange (the "**CSE**" or the "**Exchange**"). Listing on the CSE (the "**Listing**") will be subject to the Company fulfilling all of the listing requirements of the CSE and meeting all minimum requirements. See "Stock Exchange Listing".

As at the date of this Prospectus, the Company is an "IPO Venture Issuer" (defined under National Instrument 41-101 – *General Prospectus Requirements* as an issuer that: (a) files a long form prospectus; (b) is not a reporting issuer in any jurisdiction immediately before the date of the final long form prospectus; and (c) at the date of the long form prospectus, does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside of Canada and the United States of America, other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

No underwriter has been involved in the preparation of this Prospectus or performed any review or independent due diligence of the contents of this Prospectus. No person is authorized by the Company to provide any information or make any representations other than those contained in this Prospectus.

This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities.

An investment in Common Shares of the Company is highly speculative due to various factors, including the nature and stage of development of the business of the Company. An investment in these securities should only be made by persons who can afford the total loss of their investment. See "Risk Factors".

Investors are advised to consult their own tax advisors regarding the application of Canadian federal income tax laws to their particular circumstances, as well as any other provincial, foreign and other tax consequences of acquiring, holding, or disposing of Common Shares, including the Canadian federal income tax consequences applicable to a foreign controlled Canadian corporation that acquires Common Shares.

Prospective investors should rely only on the information contained in this Prospectus. The Company has not authorized anyone to provide you with different information. Readers should assume that the information appearing in this Prospectus is accurate only as of its date, regardless of its time of delivery. The Company's business, financial condition, results of operations and prospects may have changed since that date.

The Company's head office is located at 2820 – 200 Granville Street, Vancouver, BC V6C 1S4, and its registered and records office is located at 600 - 1090 West Georgia Street, Vancouver, BC V6E 3V7.

Natalia Clemente, a director of the Company, currently resides outside of Canada. She has appointed Fehr & Associates at 2820 – 200 Granville Street, Vancouver, BC V6C 1S4 as agent for service of process. Investors are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

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CERTIFICATE OF MOONBOUND MINING LTD.
CERTIFICATE OF THE PROMOTER

GLOSSARY

The following is a glossary of certain terms used in this Prospectus. Terms and abbreviations used in the financial statements of the Company may be defined separately and the terms defined below may not be used therein.

"**Author**" means James Hutter, P.Geo., the author of the Technical Report;

"**Base Management Fee**" means the monthly base management team payable by the Company under the Services Agreement;

"**BCBCA**" means the *Business Corporations Act* (British Columbia), as amended, together with all regulations promulgated thereto;

"**BCSC**" means the British Columbia Securities Commission;

"**Board**" means the board of directors of the Company;

"**CEO**" means chief executive officer;

"**CFO**" means chief financial officer;

"**Cloudbreak**" means Cloudbreak Discovery PLC and its subsidiary Cloudbreak Discovery (Canada) Ltd., collectively, each an arm's length party to the Company;

"**Common Shares**" means the common shares in the capital of the Company and "**Common Share**" means any one of them;

"**Company**" or "**Moonbound**" means Moonbound Mining Ltd.;

"**Compensation Special Warrants**" means the 200,000 compensation warrants of the Company issued to Vested Technology Corp. in connection with the Company's May 19, 2022 private placement financing of Special Warrants. Each Compensation Special Warrant entitles the holder to receive, for no additional consideration, one Common Share pursuant to the terms and conditions in the certificates representing the Compensation Special Warrants;

"**Consultants**" means Ann Fehr, Yulia McCutcheon and other Fehr & Associates employees;

"**CTO**" means a cease trade order;

"**Escrow Agreement**" means the NP 46-201 escrow agreement to be entered into among the Company, the escrow agent and certain shareholders of the Company;

"**Exchange**" or "**CSE**" means the Canadian Securities Exchange;

"**Form 51-102F6**" means Form 51-102F6 – *Statement of Executive Compensation;*

"**Go Public Transaction**" means a transaction that results in Moonbound shareholders holding shares in a "reporting issuer" (as defined under applicable Canadian securities laws) that is listed on a recognized Canadian stock exchange;

"**IFRS**" means International Financial Reporting Standards;

"**Listing**" means the proposed listing of the Common Shares on the CSE for trading;

"**Listing Date**" means the date on which the Common Shares of the Company are listed for trading on the Exchange;

"**MD&A**" means management's discussion and analysis of financial condition and operating results;

"**Named Executive Officers**" or "**NEOs**" has the meaning set forth under "Executive Compensation";

"**NI 41-101**" means National Instrument 41-101 *General Prospectus Requirements* of the Canadian Securities Administrators;

"**NI 43-101**" means National Instrument 43-101 *Standards of Disclosure for Mineral Properties* of the Canadian Securities Administrators;

"**NI 52-110**" means National Instrument 52-110 *Audit Committees* of the Canadian Securities Administrators;

"**NI 58-101**" means National Instrument 58-101 *Disclosure of Corporate Governance Practices* of the Canadian Securities Administrators;

"**NP 46-201**" means National Policy 46-201 *Escrow for Initial Public Offerings* of the Canadian Securities Administrators;

"**NP 58-201**" means National Policy 58-201 *Corporate Governance Guidelines* of the Canadian Securities Administrators;

"**Option Agreement**" means an Option Agreement – Yak Property dated effective October 13, 2021 between Cloudbreak as Optionor and Moonbound as Optionee, pursuant to which Cloudbreak granted to Moonbound the option to acquire a 100% legal and beneficial interest in the Yak Property, subject to a 2% net smelter returns royalty, as such transaction is further described in this Prospectus;

"**Options**" means options to purchase Common Shares issued pursuant to the Option Plan;

"**Option Plan**" means the Company's stock option plan adopted on July 26, 2022 by the Board, and providing for the granting of incentive options to the Company's directors, officers, employees and consultants in accordance with the rules and policies of the Exchange;

"**Principal**" of an issuer means:

(a) a person or company who acted as a promoter of the issuer within two years before the prospectus;

(b) a director or senior officer of the issuer or any of its material operating subsidiaries at the time of the prospectus;

(c) a person or company that holds securities carrying more than 20% of the voting rights attached to the issuer's outstanding securities; or

(d) a person or company that:

  (i) holds securities carrying more than 10% of the voting rights attached to the issuer's outstanding securities, and

(ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the issuer or any of its material operating subsidiaries;

"**Property**" and "**Yak Property**" mean the Yak property located in Northwestern British Columbia, consisting of three contiguous mineral claims, the rights to which are the subject of the Option Agreement, and all other interests derived from any such mineral tenure claims, including any leases or other interests into which such mineral claims may be converted;

"**Prospectus**" means this prospectus dated as of the date first written above;

"**Prospectus Receipt Date**" means the date that a receipt for a final prospectus of the Company is issued by a Canadian provincial securities regulatory authority;

"**Qualified Person**" or "**QP**" has the meaning given to it in NI 43-101;

"**Qualified Securities**" has the meaning as set forth on the face page of this Prospectus;

"**Royalty Agreement**" means a Royalty Agreement dated effective October 13, 2021 between Cloudbreak and Moonbound which governs the 2% net smelter returns royalty on the Property, as further described in this Prospectus;

"**SEDAR**" means the System for Electronic Document Analysis and Retrieval (www.sedar.com);

"**Services**" means the services to be provided to the Company under the Services Agreement;

"**Services Agreement**" means a Management Services Agreement effective September 1, 2022, among the Company, Fehr & Associates, Ann Fehr and Yulia McCutcheon;

"**Special Warrants**" means the 302,000 special warrants issued by the Company under the Company's May 19, 2022 private placement financing. Each Special Warrant entitles the holder to receive, for no additional consideration, one Common Share pursuant to the terms and conditions in the certificates representing the Special Warrants;

"**Technical Report**" means the technical report on the Property entitled "Technical Report on the Yak Property, Northwestern British Columbia, Canada" dated effective January 15, 2022, prepared for the Company by the Author, in accordance with NI 43-101;

"**Units**" means the 6,000,000 units issued by the Company under the Company's September 9, 2021 private placement financing. Each Unit is comprised of one Common Share and one Warrant; and

"**Warrants**" means the 6,000,000 warrants issued as part of the Units under the Company's September 9, 2021 private placement financing. Each Warrant is exercisable for one Common Share at an exercise price of $0.10 for five years from the date of issuance.

CURRENCY

In this Prospectus, unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and references to $ are to Canadian dollars.

FORWARD-LOOKING INFORMATION

Except for statements of historical fact relating to the Company, certain statements in this Prospectus may constitute forward-looking information, future oriented financial information, or financial outlooks (collectively, “forward-looking information”) within the meaning of Canadian securities laws. Forward-looking information may relate to this Prospectus, the Company’s future outlook and anticipated events or results and, in some cases, can be identified by terminology such as “may”, “could”, “should”, “expect”, “plan”, “anticipate”, “believe”, “intend”, “estimate”, “projects”, “predict”, “potential”, “targeted”, “possible”, “continue” or other similar expressions concerning matters that are not historical facts and include, but are not limited in any manner to, those with respect to commodity prices, mineral resources, mineral reserves, realization of mineral reserves, existence or realization of mineral resource estimates, the timing and amount of future production, the timing of construction of any proposed mine and process facilities, capital and operating expenditures, the timing of receipt of permits, rights and authorizations, and any and all other timing, development, operational, financial, economic, legal, regulatory and political factors that may influence future events or conditions, as such matters may be applicable. The forward-looking information includes, among other things, statements relating to:

- the Company’s intention to complete the listing of the Common Shares on the Exchange;
- the Company’s business plans focusing on the exploration and development of the Property;
- the proposed work program on the Property;
- costs and timing of future exploration and development activities;
- timing and receipt of approvals, consents and permits under applicable legislation;
- use of available funds and ability for the Company to raise additional funds;
- business objectives and milestones; and
- adequacy of financial resources.

Such forward-looking statements are based on a number of material factors and assumptions, and include the ultimate determination of mineral reserves, if any, the availability and final receipt of required approvals, licenses and permits, sufficient working capital to develop and operate any proposed mine, access to adequate services and supplies, economic conditions, commodity prices, foreign currency exchange rates, interest rates, access to capital and debt markets and associated costs of funds, availability of a qualified workforce, and the ultimate ability to mine, process and sell mineral products on economically favourable terms. While the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in this Prospectus. See “Risk Factors”'. Forward-looking statements are based upon management’s beliefs, estimates and opinions on the date the statements are made and, other than as required by law, the Company does not intend, and undertakes no obligation to update any forward-looking information to reflect, among other things, new information or future events.

Upon becoming a reporting issuer, the Company intends to discuss in its quarterly and annual reports referred to as the Company's MD&A documents, any events and circumstances that occurred during the period to which such document relates that are reasonably likely to cause actual events or circumstances to differ materially from those disclosed in the Prospectus. New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement.

Investors are cautioned against placing undue reliance on forward-looking statements.

All of the forward-looking information contained in this Prospectus is expressly qualified by the foregoing cautionary statements. Investors should read this entire Prospectus and consult their own professional advisors to ascertain and assess the income tax, legal, risk factors and other aspects of their investment.

PROSPECTUS SUMMARY

The following is a summary of the principal features of this distribution and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus. You should read this entire prospectus carefully, especially the "Risk Factors" section of this prospectus.

The Company:	Moonbound Mining Ltd. (the "**Company**") was incorporated under the laws of British Columbia on July 30, 2021. The Company's head office is located at 2820 – 200 Granville Street, Vancouver, BC V6C 1S4, and its registered and records office is located at 600 - 1090 West Georgia Street, Vancouver, BC V6E 3V7. The Company is an exploration and development-stage company. See "Corporate Structure".
Business of the Company:	The Company's principal business activities include the exploration of mineral resource properties with an emphasis on the Yak Property located in Northwestern British Columbia. The Company intends to fund the exploration of the Yak Property and its initial commitments thereon using the proceeds of its prior private placement financings. See "Description of the Business" and "Yak Property".
Qualified Securities:	The Prospectus is being filed to qualify the distribution of the following Qualified Securities in British Columbia: • 302,000 Common Shares issuable upon the deemed conversion of the 302,000 Special Warrants; and • 200,000 Common Shares issuable upon the deemed conversion of the 200,000 Compensation Special Warrants.
Listing:	The Company has applied to list its Common Shares on the CSE. Listing is subject to the Company fulfilling all of the requirements of the Exchange, including minimum public distribution requirements. See "Stock Exchange Listing."

Available Funds and Principal Purposes:

It is anticipated that the Company will have available funds of approximately $299,989 based on the Company's working capital of November 30, 2022 less the estimated expense for Listing on the CSE. Upon the Listing, the principal purposes for the foregoing available funds are anticipated to be as follows:

Funds Available	**Funds ($)**
Estimated working capital as of November 30, 2022	299,989
Estimated expense for listing on the CSE	(50,000)
Total funds available	**249,989**
Principal Purposes	**Funds ($)**
Exploration program expenditures on the Property(1)	124,850
Option Agreement payment(2)	35,000
Exploration travel and permits	20,000
Auditor fees	11,000
Accounting and management fees (3)	25,000
General and administrative costs(4)	29,805
Unallocated funds	**4,334**
Total use of available funds	**249,989**

Notes:

(1) This figure is for a forecasted period of 12 months of the total recommended program budget $124,850. See "Yak Property – Recommendations".

(2) This amount is payable under the Option Agreement for a forecasted period of 12 months after listing on the CSE See "History – Option Agreement".

(3) This figure will be payable to Fehr & Associates pursuant to the Services Agreement.

(4) This figure is for a forecasted period of 12 months and is comprised of office and administrative expenses in the amount of: (i) $17,305 of office and administrative costs, including office services, travel and filing fees; and (ii) $12,500 of marketing, AGM and website expenses.

The Company intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where for sound business reasons a reallocation of funds may be necessary. Use of funds will be subject to the discretion of management. For further details, see "Use of Available Funds – Available Funds and Principal Purposes".

The Company had negative cash flow from operating activities for the three months ended July 31, 2022 and for the financial period ended April 30, 2022. To the extent that the Company has negative cash flow from operating activities in future periods, the Company may need to use a portion of proceeds from any offering to fund such negative cash flow. See "Risk Factors – Negative Cash Flows From Operations".

Management, Directors & Officers:	The Board of Directors of the Company consists of Ann Fehr, David Eaton and Natalia Clemente. The officers of the Company are Ann Fehr (President and CEO) and Yulia McCutcheon (CFO and Corporate Secretary). See “Directors and Executive Officers”.
Selected Financial Information:	The following selected financial information has been derived from and is qualified in its entirety by the annual financial statements of the Company for the period ended April 30, 2022 (audited) and notes thereto and the interim financial statements of the Company for the three months ended July 31, 2022 (unaudited) and notes thereto, included in this Prospectus, and should be read in conjunction with such financial statements and the related notes thereto included in Schedule “A” of this Prospectus. All financial statements of the Company are prepared in accordance with IFRS. All amounts referred to as being derived from the financial statements of the Company are denoted in Canadian Dollars.

	As at and for the period from incorporation to April 30, 2022 (audited) ($)	**As at and for the three months ended July 31, 2022 (unaudited) ($)**
Total Assets	288,173	326,894
Total Liabilities	12,500	8,649
Total Equity	275,673	318,245
Revenue	-	-
Net Loss and Comprehensive Loss for the Period	(63,077)	(3,500)

See “Selected Financial Information and Management’s Discussion and Analysis.”

Risk Factors:	Due to the nature of the Company’s business and the present stage of development of its business, the Company is subject to significant risks. Readers should carefully consider all such risks. Risk factors include, but are not limited to, limited operating history, speculative nature of mineral exploration, dilution, mineral titles, loss of interest in properties, permits and government regulations, environmental and safety regulations and risks, fluctuating mineral prices, financing risks and competition. For a detailed description of these and other risks, please see “Risk Factors”.

CORPORATE STRUCTURE

The Company was incorporated under the BCBCA on July 30, 2021 as “Moonbound Mining Ltd.”.

The Company’s head office is located at 2820 – 200 Granville Street, Vancouver, BC V6C 1S4, and its registered and records office is located at 600 - 1090 West Georgia Street, Vancouver, BC V6E 3V7.

The Company has no subsidiaries.

DESCRIPTION OF THE BUSINESS

Yak Property

The Company is a mineral exploration and development company focused on the Yak Property in Northwestern British Columbia, Canada. The Property consists of three contiguous mineral tenures which cover 4,020.7 hectares (40.20 km^2). The Company is party to the Option Agreement, pursuant to which it has the option to acquire a 100% legal and beneficial interest in the Property. See “History - Option Agreement” and “Yak Property”.

Stated Business Objectives and Competitive Conditions

The Property is in the exploration stage and considered early-stage and high risk. The Company intends to use its available funds to carry out the exploration program for the Property, which is budgeted for $124,850 See “Yak Property – Recommendations” and “Use of Available Funds”.

The Company has no source of operating cash flow and no revenue from operations. The Company has not determined whether its Property contains any metals of economically recoverable concentrations. The Property does not contain any resources or reserves. The Company also evaluates other prospective projects and as a result may be in competition with other entities in the search for and acquisition of mineral properties. As a result of this competition, the Company may be unable to acquire attractive properties in the future on terms it considers acceptable. The Company also competes for financing with other resource companies. There is no assurance that additional capital or other types of financing will be available to the Company if needed or that, if available, the terms of such financing will be favourable to the Company. See “Risk Factors”.

HISTORY

Financings

On July 30, 2021 and August 6, 2021, the Company completed a private placement financing transaction of 750,000 Common Shares at a price of $0.005 per share for gross proceeds of $3,750.

On September 9, 2021, the Company completed a private placement financing transaction of 6,000,000 Units at a price of $0.05 per Unit for gross proceeds of $300,000.

On May 19, 2022, the Company completed a private placement financing transaction of 185,000 Common Shares at a price of $0.10 per share for gross proceeds of $18,500.

On May 19, 2022, the Company completed a private placement financing transaction issuing 302,000 Special Warrants at a price of $0.10 per share for gross proceeds of $30,200. The Company issued 200,000 Compensation Special Warrants and paid a total of $2,628 in cash commission in connection to the broker with the financing.

On September 7, 2022, the Company entered into loan agreements with three shareholders for a total amount of $80,000 at an interest rate of 5% per annum. Under the loan agreements, the loans are retractable by the lenders at any time, upon giving a demand notice. On December 12, 2022, the Company and each of the lenders entered into postponement of claim agreements under which the lenders agreed to postpone repayment under the loan agreements to the earlier of (1) the date which is 366 days following the filing of the Prospectus and (2) January 1, 2024. The Company is to utilize the funds in the pursuit of filing the Prospectus and executing an exploration program on the Property.

Option Agreement

Moonbound entered into the Option Agreement dated effective October 13, 2021 with Cloudbreak, pursuant to which Cloudbreak granted to Moonbound the option to acquire a 100% legal and beneficial interest in the Yak Property from Cloudbreak by satisfying the following requirements:

(a) Moonbound paying an aggregate of $145,000 to Cloudbreak as follows:

- (i) $10,000 on October 13, 2021 (paid);
- (ii) $25,000 on April 13, 2022 (paid);
- (iii) $35,000 on or before the first anniversary of Moonbound completing a transaction that results in Moonbound shareholders holding shares in a “reporting issuer” (as defined under applicable Canadian securities laws) that is listed on a recognized Canadian stock exchange (a “**Go Public Transaction**”); and
- (iv) $75,000 to Cloudbreak on or before the second anniversary of Moonbound completing a Go Public Transaction.

(b) Moonbound incurring an aggregate of $700,000 in mining work expenditures on the Property (or cash payments to Cloudbreak in lieu of all or any portion of such mining work expenditures) as follows:

- (i) $150,000 on or before the second anniversary of Moonbound completing a Go Public Transaction; and
- (ii) $550,000 on or before the third anniversary of Moonbound completing a Go Public Transaction.

(c) Moonbound issuing an aggregate of 2,700,000 Common Shares to Cloudbreak as follows:

(i) 700,000 Common Shares on October 13, 2021 (issued);
(ii) 750,000 Common Shares on or before the first anniversary of Moonbound completing a Go Public Transaction (outstanding); and
(iii) 1,250,000 Common Shares on or before the second anniversary of Moonbound completing a Go Public Transaction (outstanding).

The Option Agreement provides that Moonbound will be the operator of the Property during the option period. The Option Agreement also provides for the establishment of an area of mutual interest located up to and within three kilometres of the existing exterior boundaries of the Property, such that if a party acquires mineral interests within such area of mutual interest, the other party may elect to include such mineral interests as part of the Property for purposes of the Option Agreement.

The Option Agreement also contains varying representations, warranties and covenants of the parties relating to, among other matters: incorporation, standing and authority of the party, and enforceability of the Option Agreement against the party; in the case of Cloudbreak, Cloudbreak's unencumbered ownership of the Property, Cloudbreak's compliance with applicable laws with respect to the Property, and the status and standing of the Property; and in the case of Moonbound, the issuance of Moonbound Common Shares to Cloudbreak and Moonbound's future conduct of operations on the Property. The assertions embodied in the Option Agreement's representations, warranties and covenants are solely for the purposes of the Option Agreement and should not be relied on as statements of factual information.

Upon successful exercise of the option under the Option Agreement, Cloudbreak will retain a 2% net smelter returns ("**NSR**") royalty on production from the Property, such NSR royalty governed by the terms of the Royalty Agreement entered into by Moonbound and Cloudbreak concurrently with the Option Agreement. Moonbound may repurchase one-half (net 1%) of the NSR royalty from Cloudbreak (leaving a 1% NSR royalty remaining) for $1,500,000.

Cloudbreak is arm's length to the Company, and the Option Agreement is not a related party transaction.

YAK PROPERTY

The Property

The information in this Prospectus with respect to the Property is derived from a NI 43-101 report entitled "Technical Report on the Yak Property, Northwestern British Columbia, Canada" dated effective January 15, 2022, prepared for the Company by the Author. The Author is independent of the Company and is a "Qualified Person" for the purposes of NI 43-101. The full text of the Technical Report is available for review at the registered and records office of the Company at 600 - 1090 West Georgia Street, Vancouver, BC V6E 3V7.

Property Description

The Yak Property consists of three contiguous mineral claims which cover 4,020.7 hectares (40.20 km^2) of the Northwest Mining District of British Columbia. The mineral claims associated with the Yak Property are in good standing, with an anniversary date on the claims of January 29, 2026.

Access, Infrastructure and Physiography

The Property is 40 km to the northeast on the North Shore of Bennett Lake. The main industry in Carcross is tourism. The community has a population of 334. The community is located along the highway that connects Skagway with the highway network in the rest of the continent.

Access to the Property has been with use of helicopters, which can be sourced from many of the surrounding communities. During the site visit by the Author a helicopter was chartered and based out of Atlin, BC, but field crews could establish a field camp on the Property. There is a staging area which could be used to mobilize equipment 25 km southeast of the Property, where the rail line crosses the South Klondike Highway (BC Highway 2). This intersection provides a straight shot up a valley to the Property and is the closest road access to the Property.

The topography of the area is generally moderate to strongly mountainous. The regional drainage flow is southward by small and large rivers. The overburden consists of glacial-fluvial till and lacustrine deposits with a thickness typically less than 15m thick and averaging 3m depth. Elevation on the Property ranges from 700m to 2130m above sea level. There are multiple cirques and small icefields, typically on the north facing slopes of the ridges, which have an overall NW-SE trend. Outcrops occur frequently throughout the Property.

The climate in Northwestern BC is a cooler, temperate climate: The summers are short, warm (average of 14.2° C in July) and humid with frequent rain (average ~152.2mm per year). Winters are cool, average temperature in the winter ~-10°C with snow accumulation averaging 127.6 cm per year. Snow cover tends to be present from September to June. Mineral exploration of all types including drilling would be best conducted during the summer and autumn months (Mid-June to Early-October). The Property is predominantly in sub-alpine to alpine and water will have to be pumped from the valleys in the winter months. As a result of the alpine to sub-alpine vegetation, the Property contains alpine grasses and mosses, transitioning to include junipers and then at lower elevations/in the valley floors spruce and jack pine forests.

Property History

The region first saw exploration during the 1890’s with prospectors focused on rivers and lakes. The Klondike gold rush saw an increased number of prospectors in the area. A number of high-grade precious metal-bearing quartz veins were identified and exploited in the region, including the Engineer mine, Venus and Big Thing producing periodically in the early 1900’s. Documentation specific to exploration conducted on the Property prior to 1978 was not uncovered by the Author or previous operators.

In 1978, E & B Exploration conducted regional exploration for uranium. There were 2 samples with anomalous results, one of which assayed 0.027% U and 0.015% Th in brecciated quartz monzonite. The river valley south of the current property boundary was recommended for follow-up work. No record of additional work taking place was found.

In 1987 Doron Exploration Ltd. staked a group of claims that covered both the Yak claims and the adjacent Eagle claims north of the current property. The program consisted of a 3-day reconnaissance sampling program across the claim block, which identified mineralization in several float samples. One of these float samples was described as a galena-bearing quartz vein, which yielded sample results up to 142.87 oz/t Ag at what is now known as the Julia showing.

Doron Exploration followed up on the 1987 results with an additional 10-day program in 1988. The additional work on the Property continued to identify the same style of mineralization in both outcrop and talus within the cirques.

In 2006 another short exploration program was conducted by Aurora Geoscience for Endurance Gold Corp. The focus of the crew was predominantly on what is now the Eagle Claims, an adjacent claim group, but there was also exploration conducted in the center portion of the current Yak claim block where multiple silver mineralized boulders were identified and sampled. Several narrow quartz veins containing sulphides were located, with some Ag grades as high as 400g/t, grades of Au were typically less than 100ppb.

There are no known historical mineral resource nor mineral reserve estimates on the Property or immediate surrounding area.

There has been no drilling on the Yak Property.

Geological Setting and Mineralization

Regional Geology

The Property is in the southern portion of the Bennett Lake Caldera, an Eocene volcanic cauldron comprised of Skukum group volcanic rocks of the Sloko volcanic province. The basement rocks are comprised of cretaceous and lower tertiary Coast plutonic complex. The Bennett Lake Caldera is an eroded structural dome composed of felsic pyroclastic and epiclastic rocks.

The Bennett Lake Caldera encompasses an area of 15 x 20km bisected by the BC – Yukon border. The pyroclastic and epiclastic rocks of the Skukum group in the area are mainly rhyolite to dacite ash-flow tuffs and breccias with a lesser rhyolite, dacite and even andesite flows. These units include air-fall and water laid tuffs as well as lava flows with auto-brecciation and welded textures.

The area is also intruded by a series of dykes that formed as a ring-dyke system around the margins of the caldera. They comprise a series of arcuate rhyolite dykes that form a sub-elliptical arc around the periphery of the caldera subsidence complex. The dykes are nearly vertical, pinch and swell, and range from 150 to 300m wide.

Structure

The dominant regional structural fabric is northwest-trending and persists throughout the area. Brittle deformation and semi-ductile deformation are common and appear to follow the structural trend. Faulting in the area, likely related to uplift of the Coast plutonic complex as a whole during the last 10 Ma, is visible along the Bennett Lake shoreline to the east of the Property.

Property Geology

The Property is predominantly underlain by granite and granodiorite of the Coast Plutonic suite. These crystalline rocks are unconformably overlain by Skukum group volcanic rocks and Partridge Lake formation. The eruptive events have caused radial fracturing and brecciation of the country rock and provided the structural ground preparation for the ring-dykes which also outcrop on the Property.

The Property has not been mapped in detail. Mapping that has been conducted has documented a number of brittle fractures perpendicular to the caldera edge. Attention to the structures should be a focus of future programs as mineralization appears to be associated with dykes and faults. A total of six mineral occurrences have been observed on the Property. All six are historic in nature and limited information is available.

Exploration

Cloudbreak, as the optionor of the Property, completed a mapping and sampling program on September 22, 2021.

Mapping and prospecting was done with the intent of confirming the mineralization and grades identified in the Minfile and assessment reports. Unfortunately, snow cover on the Property was greater than anticipated, particularly at higher elevations, where the occurrences have previously been observed.

A total of 15 samples were collected by Cloudbreak geologists and consultants from Hardline Exploration. Samples were transported to ALS Minerals in North Vancouver and analyzed using 33 element four acid ICP-AES. Analytical results for all samples showing select elements of interest are provided in Table 1, and locations are shown in Figure 1.

Table 1: Sample Results – Yak Property 2021

Sample_ID	Easting	Northing	Elev (m)	Type	Au_ppm	Ag_ppm	Cu_ppm	Pb_ppm	Zn_ppm
58276	479810	6648819	1423	FLOAT	0.006	1.3	8	10	33
58279	479699	6648481	1504	FLOAT	0.003	0.25	2	5	117
58280	479698	6648303	1508	FLOAT	0.0005	0.25	6	6	27
58281	479846	6648801	1420	FLOAT	0.0005	2.4	75	48	41
58299	479621	6648602	1535	FLOAT	0.0005	0.25	21	19	71
C00178801	480011.6	6648878	1417	FLOAT	0.002	0.25	1	13	26
C00178803	480148.7	6648577	1603	FLOAT	0.002	0.25	1	9	18
C00178804	480209.6	6648537	1639	FLOAT	0.938	342	7	117	32
C00178805	480115.1	6648403	1706	FLOAT	0.035	1	1	45	51
C00178806	480140	6648440	1692	FLOAT	0.006	0.25	1	40	17
C00178807	480228	6648514	1650	FLOAT	0.007	0.5	18	17	60
C00178808	480006.3	6648774	1448	FLOAT	0.016	5.1	3	5	34
58277	479584	6648596	1554	OUTCROP	0.0005	0.25	1	20	41
58278	479581	6648490	1569	OUTCROP	0.0005	0.25	2	22	83
C00178802	480099.5	6648632	1544	OUTCROP	0.003	0.25	1	16	36

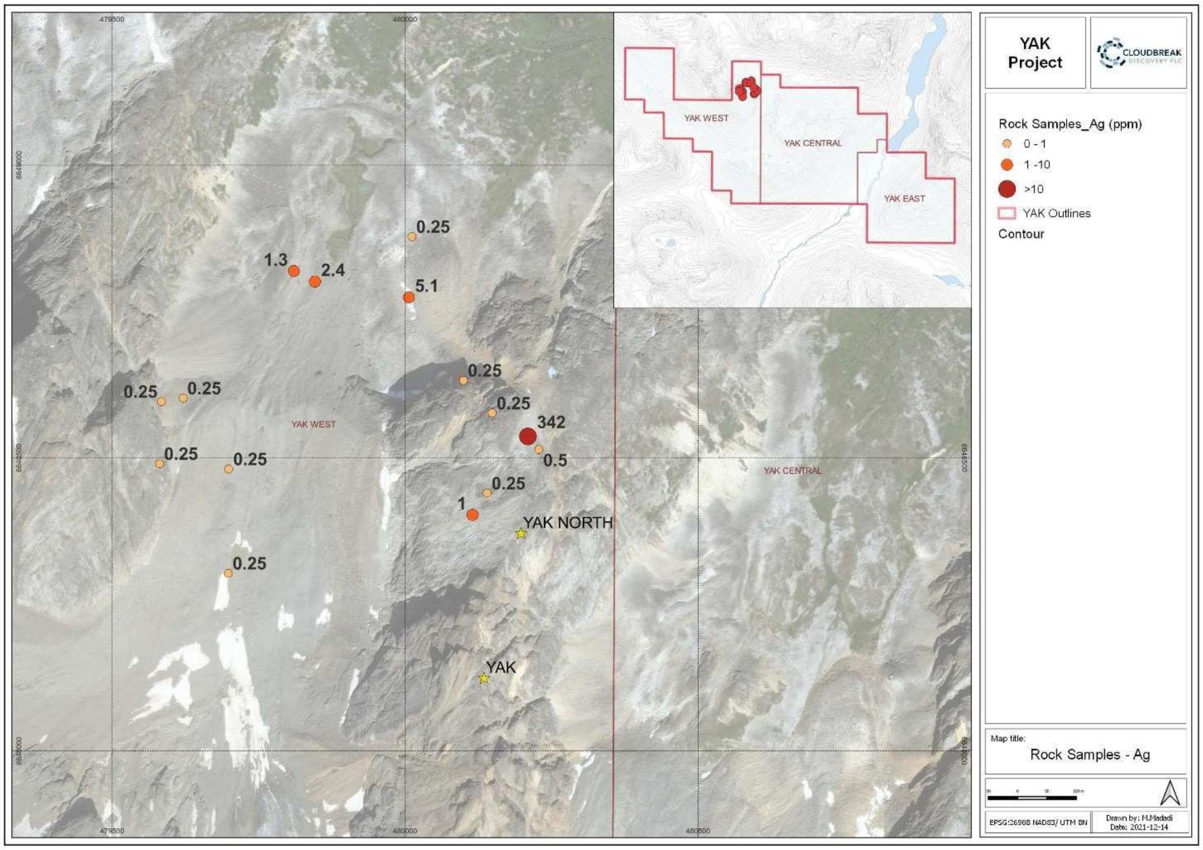

Figure 1: 2021 Grab sample results – Silver (ppm)

Drilling

There has been no drilling on the Yak Property.

Sample Preparation, Analyses and Security

All rock samples collected by Hardline Exploration and CloudBreak personnel were included within a larger shipment of 44 samples collected from Yak Property and other nearby properties plus four certified reference samples for quality control and quality assurance purposes. Rock samples were taken from outcrop or float boulders and placed in a poly-ore bag with a sample identification tag. Location and geological data were recorded for each rock sample. Before shipment to the lab, a representative sub sample was removed from each sample, cut by diamond saw and retained for future reference. Rock samples in poly-bags to be sent for assay were sealed shut with a zip tie. These were then placed in larger rice bags, which were labeled and sealed shut with a zip tie and a uniquely numbered security tag. The rice bags were then placed on a pallet, and delivered by the Author to Bandstra Transportation Systems Ltd. in Smithers, BC, to be shipped directly to ALS Canada Ltd. in North Vancouver, BC. Chain of custody was recorded for each sample shipment.

All samples were received by ALS Canada Ltd. in North Vancouver, BC, an independent analytical laboratory with an accredited ISO 9001 certification. Rock samples were submitted for crushing to 70% passing 2mm, riffle splitting 250g and pulverization of the split to better than 80% passing 75 microns, and processing with four acid digestion followed by analysis for 33 elements using ICP-AES. Gold analysis was performed by 30g fire assay with ICP-AES finish.

QA/QC procedures undertaken by Hardline Exploration consisted of >5% QA/QC samples including a certified blank (OREAS 21c) and certified reference (OREAS 630b).

It is the Author's opinion that the adequacy of the sample preparation, security and analytical procedures fulfills and exceeds best practices and will result in accurate and reliable data.

Data Verification

On September 22, 2021, the Author conducted a Property visit to confirm access and site conditions and assess the area for future exploration programs. The Author collected six samples for verification purposes as listed in Table 2 below:

Table 2: List of samples collected by the Author

Sample ID	Easting	Northing	Elev (m)	Type	Au_ ppm	Ag_ ppm	Cu_ ppm	Pb_ ppm	Zn_ ppm
58276	479810	6648819	1423	FLOAT	0.006	1.3	8	10	33
58279	479699	6648481	1504	FLOAT	0.003	0.25	2	5	117
58280	479698	6648303	1508	FLOAT	0.0005	0.25	6	6	27
58281	479846	6648801	1420	FLOAT	0.0005	2.4	75	48	41
58277	479584	6648596	1554	OUTCROP	0.0005	0.25	1	20	41
58278	479581	6648490	1569	OUTCROP	0.0005	0.25	2	22	83

At this early stage of exploration on the Property, no formal Quality Assurance/Quality Control (QA/QC) protocol has been established by the Company. The Author has not carried out any data verification procedures other than the site visit as no exploration has yet to be performed by Moonbound on the Property and there has been no exploration or drilling data collected by the Company. The historic data that has been compiled is largely of non-NI 43-101 compliant nature, however, in the opinion of the Author it is sufficient for use in the planning of preliminary exploration programs.

Adjacent Properties

There is one additional showing northwest along the trend of showings on the Property. The claims and its main showing are known as the Eagle. The Eagle vein occurs along a ridgetop in the upper valley of Jones Ck. Mineralization is described in the BC Minfile database (Minfile #104M 070) as mineralized with pyrite, galena and fluorite and is hosted in altered volcanic (tuff) of the Eocene Skukum Group (previously the Jones Ck. Formation). A channel sample (63826), across 30 centimetres, assayed 109.7g/t Ag; a sample from a silicified zone in a trench assayed 44.46g/t Au and 14,356g/t Ag (Assessment Report 18176).

Interpretations and Conclusions

The Yak Property lies within a region of British Columbia with a long history of exploration and mining and is underlain by geology favourable for hosting both polymetallic vein and epithermal deposits.

The 2021 work provided the first look at the area in many years and was successful in confirming mineralization style and grades identified in historic reports. The Property warrants follow-up work to determine the extent of the mineralization observed at surface.

Recommendations

The Property has yielded multiple anomalous mineral occurrences in limited exploration programs on the Property. There are multiple boulder occurrences referenced throughout the years that merit follow-up and it is reasonable to assume they are locally derived. Additionally, the glaciers have been receding significantly in the decades since the last exploration, increasing the likelihood of identifying bedrock sources for these boulder trains.

A systematic program of mapping and sampling is recommended to delineate lithologies, alteration and mineralization, to start to put together the Property-scale exploration potential and areas for more detailed work. This can be achieved through a 7-day, heli-supported, mapping and prospecting program made up of a team of two geologists and two samplers.

The total budget for the recommended exploration program is $124,850, as broken down below.

Description	**Estimated Cost ($)**
Crew	17,750
Camp	12,200
Field Consumables	1,200
Sat phones, Radios, etc.	700
Helicopter	35,000
Truck	2,450
Travel	9,100
Assays	24,500
Shipping	600
Reporting	10,000
10% Contingency	11,350
Total use of available funds	**124,850**

Priority targets identified during the exploration program should be drill-tested during a subsequent phase of work. Any drilling should be contingent upon the successful completion and target delineation during the exploration program described above.

USE OF AVAILABLE FUNDS

Funds Available and Principal Purposes

It is anticipated that the Company will have available funds of approximately $299,989, based on the Company's working capital as of November 30, 2022.

The principal purposes for the foregoing available funds are anticipated to be as follows:

Principal Purposes	Funds ($)
Estimated expense for listing on the CSE (1)	50,000
Exploration program expenditures on the Property(2)	124,850
Option Agreement payment (3)	35,000
Exploration travel and permits	20,000
Auditor fees	11,000
Accounting and management fees (4)	25,000
General and administrative costs (5)	29,805
Unallocated funds	**4,334**
Total use of available funds	**299,989**

Notes:

(1) This amount includes approximately: $40,000 in legal and audit fees; and CSE and securities commission filing fees of $10,000.

(2) This figure is for a forecasted period of 12 months of the total recommended program budget $124,850. See "Yak Property – Recommendations".

(3) This amount is payable under the Option Agreement for a forecasted period of 12 months: $35,000 on or before the 1st anniversary of the completion of a Go Public Transaction. See "History –Option Agreement".

(4) This figure will be payable to Fehr & Associates pursuant to the Services Agreement.

(5) This figure is for a forecasted period of 12 months and is comprised of office and administrative expenses in the amount of: (i) $17,305 of office and administrative costs, including office services, travel and filing fees; and (ii) $12,500 of marketing, AGM and investor communication expenses.

It is anticipated that the Company will have sufficient cash available upon Listing, to execute its exploration program and business objectives and milestones set out below and to pay its operating and administrative costs for at least twelve months after the completion of the Listing.

Unallocated funds will be deposited in the Company's bank account and added to the working capital of the Company. The CFO of the Company will be responsible for the supervision of all financial assets of the Company. Based on the Company's cash flow requirements, management will determine the appropriate level of liquidity required for operations and will draw down such funds as necessary.

There may be circumstances, where for business reasons, a reallocation of funds may be necessary in order for the Company to achieve its stated business objectives.

The Company had negative cash flow from operating activities for the three months ended July 31, 2022 and the financial period ended April 30, 2022. The Company cannot guarantee it will have a cash flow positive status from operating activities in future periods. As a result, the Company continues to rely on the issuance of securities or other sources of financing to generate sufficient funds to fund its working capital requirements and for corporate expenditures. The Company may continue to have negative cash flow from operating activities until sufficient levels of sales are achieved. To the extent that the Company has negative cash flow from operating activities in future periods, the Company may need to use a portion of proceeds from any offering to fund such negative cash flow. See "Risk Factors –Negative Cash Flow".

Business Objectives and Milestones

The Company's intended business objectives and milestones following the Listing are to: (1) make the required option payments, share issuances and exploration expenditures under the Option Agreement; and (2) complete the recommended exploration program on the Property, as described herein, on or before the second anniversary of the Go-Public Transaction. To achieve these business objectives, the Company will seek to accomplish the following significant events:

Significant Event	Specific Time Period for Significant Event	Costs related to Significant Event
Make $35,000 cash payment under the Option Agreement	On or before the first anniversary of Go-Public Transaction	$35,000
Issue 750,000 Common Shares under the Option Agreement	On or before the first anniversary of Go-Public Transaction	$1,000 (1)
Make additional $75,000 cash payment under the Option Agreement	On or before the second anniversary of Go-Public Transaction	$75,000
Issue additional 1,250,000 Common Shares under the Option Agreement	On or before the second anniversary of Go-Public Transaction	$1,000 (1)
Incur $150,000 in expenditures on the Property (including the recommended exploration program under the Technical Report)	On or before the second anniversary of Go-Public Transaction	$150,000
Incur additional $550,000 in expenditures on the Property	On or before the third anniversary of Go-Public Transaction	$550,000
Total		**$812,000**

Note:

(1) This amount represents estimated legal fees and transfer agent fees, and does not include the value of the Common Shares to be issued.

In conducting exploration on the Property, the Company will rely on the experience and expertise in the mining and mineral exploration industry of its officers and directors, including in particular the Company's CEO and President, Ann Fehr, and David Eaton, one of the directors of the Company (see "Directors and Executive Officers"). In addition, the Company will engage geologists or other independent consultants at hourly rates for additional assistance on an as and when needed basis.

The Company will be required to obtain an exploration permit to carry out line-cutting and any exploration technique with that level, or greater impact, on the Property. Exploration permits of this type are routinely granted in the area in which the Property is situated. The Company does not anticipate that obtaining the permit will impact the overall timing of the exploration program. The cost of obtaining the exploration permit is included in the existing budget for the exploration program.

The Company intends to spend a significant portion of the funds available to it for the Property, as stated in this Prospectus. There may be circumstances however, where for sound business reasons, a reallocation of funds may be necessary.

The Company may incur additional expenses or delays due to capital market uncertainty and business disruptions caused by the COVID-19 global pandemic. The future impact of the outbreak is highly uncertain and cannot be predicted. There can be no assurance that such disruptions, delays and expenses will not have a material adverse impact on the Company's business objectives and milestones over the next 12 months. See "Risk Factors".

Special Warrants

The Company raised gross proceeds of $30,200 through the issuance of 302,000 Special Warrants at a price of $0.10 per Special Warrant on May 19, 2022. The net proceeds received by the Company from the Special Warrant financing will be used for general working capital.

DIVIDENDS OR DISTRIBUTIONS

The Company has neither declared nor paid any dividends on its Common Shares. The Company intends to retain its earnings to finance growth and expand its operations and does not anticipate paying any dividends on its Common Shares in the foreseeable future.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

Selected Financial Information

The following selected financial information has been derived from and is qualified in its entirety by the financial statements of the Company for the period ended April 30, 2022 (audited) and notes thereto and the financial statements of the Company for three months ended July 31, 2022 (unaudited) and notes thereto included in this Prospectus, and should be read in conjunction with such financial statements and the related notes thereto included in Schedule "A" of this Prospectus. All financial statements of the Company are prepared in accordance with International Financial Reporting Standards.

All amounts referred to as being derived from the financial statements of the Company are denoted in Canadian Dollars.

	As at and for the period ended April 30, 2022 (audited) ($)	**As at and for the three months ended July 31, 2022 (unaudited) ($)**
Total Assets	288,773	326,894
Total Liabilities	12,500	8,649
Total Equity	275,673	318,245
Revenue	-	-
Net Loss and Comprehensive Loss for the Period	(63,077)	(3,500)

As an exploration stage company, the Company has not generated revenue from its property interest and does not anticipate it will do so for the foreseeable future. The Company has the option to acquire the Property, and management of the Company anticipates that expenses related to mineral exploration and administration of the Company will materially increase following closing of the Listing. Management anticipates that such expenses will include increased exploration expenditures with respect to the Property and increased professional fees, and other costs associated with compliance with applicable securities laws following closing of the Listing.

Management's Discussion and Analysis

The Company's MD&A is included in this Prospectus as Schedule "B". The MD&A should be read in conjunction with the Company's financial statements and the disclosure contained in this Prospectus.

DESCRIPTION OF SECURITIES

Common Shares

The Company's authorised capital consists of an unlimited number of Common Shares of which 7,635,000 Common Shares are issued and outstanding as at the date of this Prospectus as fully paid and non-assessable. Holders of the Common Shares are entitled to vote at all meetings of the holders of the Common Shares, to receive any dividend declared by the Company and, subject to the rights of holders of any shares ranking in priority to or on a parity with the Common Shares, to participate rateably in any distribution of the Company's property or assets upon liquidation or wind-up.

The Board is authorised to issue additional Common Shares on such terms and conditions and for such consideration as the Board may deem appropriate without further security holder action.

Warrants

The Company has an aggregate of 6,000,000 Warrants issued and outstanding. Each Warrant is exercisable for one Common Share at an exercise price of $0.10 for five years from the date of issuance.

Special Warrants

The Company has 302,000 Special Warrants issued and outstanding. Each Special Warrant entitles the holder to receive, for no additional consideration, one Common Share pursuant to the terms and conditions in the certificates representing the Special Warrants. Each of the Special Warrants will automatically convert into a Common Share without payment of any additional consideration and without any further action by the holder, (a) at any time, at the discretion of the Company; (b) on the Prospectus Receipt Date; or (iii) on the date that is 18 months from the date of issuance of the Special Warrant.

Compensation Special Warrants

The Company has 200,000 Compensation Special Warrants issued and outstanding. Each Compensation Special Warrant entitles the holder to receive, for no additional consideration, one Common Share pursuant to the terms and conditions in the certificates representing the Compensation Special Warrants. Each of the Compensation Special Warrants will automatically convert into a Common Share without payment of any additional consideration and without any further action by the holder, (a) at any time, at the discretion of the Company; (b) on the Prospectus Receipt Date; or (iii) on the date that is 18 months from the date of issuance of the Compensation Special Warrant.

Options

The Board has approved an Option Plan, designed for selected employees, officers, directors, consultants and contractors, to incentivize such individuals to contribute toward the Company's long-term goals, and to encourage such individuals to acquire Common Shares as long-term investments. The Option Plan is administered by the Board and no Options have been granted as of the date of this Prospectus. The terms of any award are determined by the Board, provided that no options may be granted with an exercise price lower than the greater of the closing market prices of the Common Shares on (a) the trading day prior to the date of grant of the stock options, and (b) the date of grant of the stock options. As of the date of this Prospectus, there are no outstanding options to purchase Common Shares under the Option Plan.

CONSOLIDATED CAPITALIZATION

The following table sets out the share capitalization of the Company as at the dates specified below.

Description	Authorized	Outstanding as at April 30, 2022(1)	Outstanding as at the date of this Prospectus(1)(2)
Common Shares	Unlimited	7,450,000	7,635,000
Share Capital	n/a	$338,750	$357,250
Stock Options	Up to 10% of issued and outstanding Common Shares (per Option Plan)	-	-
Warrants	Unlimited	6,000,000	6,000,000
Special Warrants	Unlimited	-	302,000
Compensation Special Warrants	Unlimited	-	200,000
Long-term debt	n/a	-	$80,000 (3)-

Notes:

(1) See "Prior Sales".

(2) On an undiluted basis.

(3) On September 7, 2022, the Company entered into loan agreements with three shareholders for a total amount of $80,000 at an interest rate of 5% per annum. Under the loan agreements, the loans are retractable by the lenders at any time, upon giving a demand notice. On December 12, 2022, the Company and each of the lenders entered into postponement of claim agreements under which the lenders agreed to postpone repayment under the loan agreements to the earlier of (i) the date which is 366 days following the filing of the Prospectus and (ii) January 1, 2024.

OPTIONS TO PURCHASE SECURITIES

Outstanding Options

No Options have been granted as of the date of this Prospectus.

Option Plan

The Option Plan was adopted by the Board on July 26, 2022. The purpose of the Option Plan is to advance the interests of the Company and its shareholders by attracting, retaining and motivating the performance of selected directors, officers, employees or consultants of the Company of high calibre and potential and to encourage and enable such persons to acquire and retain a proprietary interest in the Company by ownership of its Common Shares. The Option Plan provides that, subject to the requirements of the Exchange, the aggregate number of securities reserved for issuance, set aside and made available for issuance under the Option Plan may not exceed 10% of the number of Common Shares of the Company issued and outstanding from time to time.

The Option Plan will be administered by the Board or a committee of the Board, either of which will have full and final authority with respect to the granting of all Options thereunder. Options may be granted under the Option Plan to such directors, officers, employees or consultants of the Company, as the Board may from time to time designate.

The exercise price of any Options granted under the Option Plan shall be determined by the Board but may not have an exercise price lower than the greater of the closing market prices of the underlying securities on (a) the trading day prior to the date of grant of the Options; and (b) the date of grant of the Options. The term of any Options granted under the Option Plan shall be determined by the Board at the time of grant but, subject to earlier termination in the event of termination or in the event of death, the term of any Options granted under the Option Plan may not exceed ten years. Options granted under the Option Plan are not to be transferable or assignable. Subject to certain exceptions, in the event that a director or officer ceases to hold office, options granted to such director or officer under the Option Plan will expire 60 days after such director or officer ceases to hold office. Subject to certain exceptions, in the event that an employee, or consultant ceases to act in that capacity in relation to the Company, Options granted to such employee, consultant or management company employee under the Option Plan will expire 60 days after such individual or entity ceases to act in that capacity in relation to the Company.

PRIOR SALES

The following table summarises the sale of securities of the Company in the 12 months prior to the date of this Prospectus:

Date of Issue	Price per Security	Number and Type of Securities
Incorporation	$0.01	1 Common Share (1)
July 30, 2021	$0.005	500,000 Common Shares (2)
August 6, 2021	$0.005	250,000 Common Shares (2)
September 9, 2021	$0.05	6,000,000 Units (3)
October 13, 2021	$0.05	700,000 Common Shares (4)
May 19, 2022	$0.10	185,000 Common Shares (4)
May 19, 2022	$0.10	302,000 Special Warrants (5)

Notes:
(1) Cancelled on July 30, 2021.
(2) Issued under a private placement financing transaction.
(3) Issued under a private placement financing transaction.
(4) Issued under the Option Agreement.
(5) Issued under a private placement financing transaction.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Escrowed Securities

As at the date of this Prospectus, the Common Shares subject to contractual restriction and escrow are as shown in the following table:

Name	Designation of class	Number of securities held in escrow or that are subject to a contractual restriction on transfer (1)	Percentage of class (2)
1176661 B.C. Ltd. (3)	Common Shares	400,000	5.24%
Ann Fehr	Common Shares	120,000	1.57%
Yulia McCutcheon	Common Shares	15,000	0.20%
David Eaton	Common Shares	250,000	3.27%
Natalia Clemente	Common Shares	20,000	0.26%

Notes:

(1) These Common Shares are held under the Escrow Agreement in accordance with NP 46-201. The escrow agent is Odyssey Trust Company.

(2) Based on 7,635,000 Common Shares issued and outstanding as at the date of this Prospectus.

(3) Controlled by Ann Fehr.

Escrow Agreement

NP 46-201 provides that all shares of an issuer owned or controlled by its Principals will be escrowed at the time of the issuer's initial public offering. At the time of its initial public offering, an issuer will be classified for the purposes of escrow as either an "exempt issuer", an "established issuer" or an "emerging issuer" as those terms are defined in NP 46-201.

Uniform terms of automatic timed release escrow apply to Principals of exchange listed issuers, differing only according to the classification of the issuer. As the Company anticipates that its Common Shares will be listed on the Exchange, it will be classified as an "emerging issuer". As such, the following automatic timed releases will apply to the securities held by its Principals:

Date of Automatic Timed Release	Amount of Escrowed Securities Released
On the Listing Date	1/10 of the escrowed securities
6 months after the Listing Date	1/6 of the remaining escrowed securities
12 months after the Listing Date	1/5 of the remaining escrowed securities

18 months after the Listing Date	1/4 of the remaining escrowed securities
24 months after the Listing Date	1/3 of the remaining escrowed securities
30 months after the Listing Date	1/2 of the remaining escrowed securities
36 months after the Listing Date	The remaining escrowed securities

Assuming there are no changes to the escrowed securities initially deposited and no additional escrowed securities are deposited, automatic timed release escrow applicable to the Company will result in a 10% release on the Listing Date, with the remaining escrowed securities being released in 15% tranches every six months thereafter.

The automatic timed release provisions under NP 46-201 pertaining to "established issuers" provide that 25% of each Principal's and shareholder's escrowed securities are released on the Listing Date, with an additional 25% being released in equal tranches at six month intervals over eighteen months. If, within eighteen months of the Listing Date, the Company meets the "established issuer" criteria as set out in NP 46-201, the escrowed securities will be eligible for accelerated release available for established issuers. In such a scenario, that number of escrowed securities that would have been eligible for release from escrow if the Company had been an "established issuer" on the Listing Date will be immediately released from escrow. The remaining escrowed securities would be released in accordance with the timed release provisions for established issuers, with all escrowed securities being released eighteen months from the Listing Date. The Company does not expect to become an established issuer within 18 months of the Listing Date.

Pursuant to the terms of the Escrow Agreement, 805,000 Common Shares will be held in escrow on the Listing Date.

PRINCIPAL SECURITYHOLDERS

To the best knowledge of the directors and officers of the Company, no person directly or indirectly beneficially owns, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attaching to all the outstanding 7,635,000 Common Shares as at the date of this Prospectus.

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation and Security Holdings

The following table provides the names, municipalities of residence, position, principal occupations and the number of voting securities of the Company that each of the directors and executive officers beneficially owns, directly or indirectly, or exercises control over, as of the date hereof:

Name and Municipality of Residence and Position with the Company	Director / Officer Since	Principal Occupation for the Past Five Years	Number and Percentage of Common Shares Beneficially Owned or Controlled, Directly or Indirectly(1)
Ann Fehr Vancouver, BC President, CEO & Director	July 30, 2021	Principal, Fehr & Associates; Part time CFO and corporate secretary - Dolly Varden Silver Corporation, Aequus Pharmaceuticals Ltd, Exro Technologies Inc., Bearing Lithium Corp., Ashanti Gold Corp.; Part time CFO - Pure Energy Minerals Ltd; Part time officer and director - Fieldhouse Capital Management Inc.	520,000 Common Shares (6.81%); 20,000 Warrants Direct and Indirect
Yulia McCutcheon Vancouver, BC CFO & Corporate Secretary	July 25, 2022	Corporate Secretary – Fehr & Associates;	15,000 Common Shares (0.20%); 15,000 Warrants Direct
David Eaton Vancouver, BC Director	July 30, 2021	President, Chief Executive Officer, Director - Jayden Resources Inc.; Managing Director and Chairman - Baron Global Financial Canada Ltd.	250,000 Common Shares (3.27%) Direct
Natalia Clemente Castellon, Spain Director	July 30, 2021	Accounting Manager – Fehr & Associates; Arbutus College of Communication Arts Business & Technology Inc, Co-op Diploma in Business.	20,000 Common Shares (0.26%); 20,000 Warrants Direct

Note:

(1) Percentage is based on 7,635,000 Common Shares issued and outstanding as of the date of this Prospectus.

The term of office of the directors expires annually at the time of the Company's next annual general meeting. As at the date of this Prospectus, the directors and executive officers of the Company as a group beneficially own, directly or indirectly, or exercised control or discretion over an aggregate of 7,635,000 Common Shares of the Company, which is equal to 10.54% of the Common Shares issued and outstanding as at the date hereof.

Background

The following is a brief description of each of the directors and executive officers of the Company, including their names, positions and responsibilities with the Company, relevant educational background, principal occupations or employment during the five years preceding the date hereof, experience in the Company's industry and the amount of time intended to be devoted to the affairs of the Company:

Ann Fehr, Chief Executive Officer, President and Director (Age: 53)

Ms. Fehr has been the Principal at Fehr & Associates for 11 years but has been supporting a number of junior publicly listed companies since 2007. She has served as CFO and corporate secretary and is currently the CFO of Dolly Varden Silver Corporation, Pure Energy Minerals Corp. and Aequus Pharmaceuticals Ltd. During the course of her management and consulting career, Ms. Fehr has led a number of companies through significant change and corporate milestones such as public listing applications, mergers and acquisitions, as well as strategic planning and execution. Ann Fehr received her CGA designation in 1996 and opened a registered public accounting practice in 2010. In the last five years, Ms. Fehr has been a consultant and employee at Fehr & Associates. As a consultant and with the support of her team, she held part time officer roles for Pure Energy Minerals Ltd. (February 2020 – present), Dolly Varden Silver Corporation (March 2020 – present), Aequus Pharmaceuticals Ltd. (July 2017 – present), Exro Technologies Inc. (November 2016 – October 2017), Bearing Lithium Corp. (July 2016 – February 2020) and Ashanti Gold Corp. (August 2016 – August 2019). She was also a part time officer and director for a private company, Fieldhouse Capital Management Inc. until her resignation in September 2021. To her knowledge, all of her employers during the last five years are carrying on business as of the date of this Prospectus. Ms. Fehr has not signed a non-disclosure agreement or non-competition agreement with the Company. She intends to dedicate approximately 25% of her working time to the affairs of the Company.

Yulia McCutcheon, Chief Financial Officer and Corporate Secretary (Age: 46)

Ms. McCutcheon is a part time employee at Fehr & Associates and has worked closely with Ms. Fehr for the past six years, assisting with corporate secretary duties. Ms. McCutcheon assists the firm's clients with conducting private placements, going public, continuous disclosure obligations with Canadian Securities Commissions, compliance with CSE and OTCQX, preparation for annual general meetings, managing stock option plans and SEDAR filings. Ms. McCutcheon's previous work experience includes PriceWaterhouseCoopers tax department and Open Society Foundations. She holds an accounting degree from Ball State University, Muncie, IN and a MA in International Affairs from New School University, New York, NY. To her knowledge, all of her employers during the last five years are carrying on business as of the date of this Prospectus. She has not signed a non-disclosure agreement or non-competition agreement with the Company. She intends to dedicate approximately 25% of her working time to the affairs of the Company.

David Eaton, Director (Age: 60)

Mr. Eaton has over 30 years' experience in public markets with exposure to all aspects of the business as a trader, financier and market maker. Over his career, Mr. Eaton has started many public companies, managing the process from creating the structure, organizing the initial public offering and post listing administration. As Chairman of Baron Global Financial Canada Ltd. (August 2007 – present), a full-service merchant bank providing ongoing financial and legal back-office support to public companies, Mr. Eaton has a track record of creating companies that bring together solid projects with his network of North American and European investors. His experience and involvement in businesses spans many industries including real estate, mining, tourism, retail, manufacturing and marketing and distribution. Mr. Eaton also serves as CEO of Jayden Resources Inc (June 2016 – present). and has served as a Director or consultant to many Canadian public companies including: Confederation Minerals Ltd., Novo Resources Corp., Kariana Resources Inc., Delon Resources Corp., Finore Mining Inc., Healthspace Data Systems Ltd. To his knowledge, all of his employers during the last five years are carrying on business as of the date of this Prospectus. Mr. Eaton has not signed a non-disclosure agreement or non-competition agreement with the Company. Mr. Eaton intends to dedicate approximately 25% of his working time to the affairs of the Company.

Natalia Clemente, Director (Age: 35)

Ms. Clemente has an MBA with a strong background in finance with over 6 years of senior experience in the accounting area. She spent the last 4 years learning about mining industry and public markets in Canada while working at Fehr & Associates, a consulting firm focused on serving small cap public company clients. Prior to joining Fehr & Associates in April 2018, Natalia worked as an accountant for a Spanish company operating in the ceramic export industry. At Fehr & Associates, Natalia has performed controller work for public companies, including several clients within the mining sector. Natalia also has experience in IFRS Financial reporting, audit support and consulting projects. She has extensive experience working in Exempt Market Dealers and corporate finance. Ms. Clemente has not signed a non-disclosure agreement or non-competition agreement with the Company. She intends to dedicate approximately 25% of her working time to the affairs of the Company.

Corporate Cease Trade Orders or Bankruptcies

Ann Fehr was an officer of Aequus Pharmaceuticals which was subject to a cease trade order (the "**CTO**") issued by the British Columbia Securities Commission ("**BCSC**") on May 9, 2022, relating to a failure to file Aequus Pharmaceuticals' audited annual financial statements, annual management's discussion and analysis and the certification of annual filings for the year ended December 31, 2021 (collectively, the "**Annual Filings**"). The Annual Filings were filed June 30, 2022, and the BCSC revoked the CTO on July 7, 2022. The delayed filing resulted from late responses from third parties to Aequus Pharmaceuticals' audit requests, which delayed its audit procedure.

Except as set forth above, no director or executive officer of the Company is, as at the date of this Prospectus, or was within ten years before the date hereof, a director, CEO or CFO of any company, including the Company, that:

(a) was subject to a cease trade order, an order similar to cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period for more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director, CEO or CFO; or

(b) was subject to a cease trade order, an order similar to cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period for more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO.

Penalties or Sanctions

No director or executive officer of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement with a regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor in making an investment decision.

Bankruptcies

No director or executive officer of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

(a) is, as at the date of this Prospectus, or has been within the ten years before the date hereof, a director or executive officer of any company, including the Company, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(b) has, within the ten years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests, which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board, any director in a conflict will disclose his interest and abstain from voting on such matter.

To the best of the Company's knowledge, and other than as disclosed herein, there are no known existing or potential conflicts of interest among the Company, its promoters, directors and officers or other members of management of the Company or of any proposed promoter, director, officer or other member of management as a result of their outside business interests except that certain of the directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies.

The directors and officers of the Company will not be devoting all of their time to the affairs of the Company. Some of the directors and officers of the Company are directors and officers of other companies, some of which are in the same business as the Company. The directors and officers of the Company are required by law to act in the best interests of the Company. They have the same obligations to the other companies in respect of which they act as directors and officers. Discharge by the directors and officers of their obligations to the Company may result in a breach of their obligations to the other companies, and in certain circumstances this could expose the Company to liability to those companies. Similarly, discharge by the directors and officers of their obligations to the other companies could result in a breach of their obligations to act in the best interests of the Company. Such conflicting legal obligations may expose the Company to liability to others and impair its ability to achieve its business objectives.

EXECUTIVE COMPENSATION

The Company was not a reporting issuer at any time during the fiscal period ended April 30, 2022, the Company's most recently completed financial year. Accordingly, and in accordance with Form 51-102F6V Statement of Executive Compensation ("**Form 51-102F6V**"), the following is a discussion of all significant elements of compensation to be awarded to, earned by, paid to or payable to Named Executive Officers, officers and directors of the Company, once the Company becomes a reporting issuer, to the extent this compensation has been determined.

For the purposes hereof, the term Named Executive Officer, or NEO, means each CEO, each CFO and each of the Company's three most highly compensated executive officers, other than the CEO and the CFO, who were serving as executive officers as at the end of the Company's most recently completed financial period ended April 30, 2022 and whose total salary and bonus exceeds $150,000 and any additional individuals for whom disclosure would have been provided except that the individual was not serving as an officer of the Company at the end of the Company's most recently completed financial year.

As of the date of this Prospectus, the Company has the following Named Executive Officers (collectively, the "**Named Executive Officers**" or "**NEOs**"):

- Ann Fehr, CEO; and
- Yulia McCutcheon, CFO and Corporate Secretary.

Table of compensation excluding compensation securities

Name and Position	Year	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of perquisites ($)	Value of all other compensation ($)	Total compensation ($)
Ann Fehr *Chief Executive Officer, President and Director*	2021/2022	Nil(1)	Nil	Nil	Nil	Nil(1)	Nil(1)
Yulia McCutcheon *Chief Financial Officer and Corporate Secretary*	2022	Nil(1)	Nil	Nil	Nil	Nil(1)	Nil(1)
David Eaton *Director*	2021/2022	Nil(1)	Nil	Nil	Nil	Nil(1)	Nil(1)
Natalia Clemente *Director*	2021/2022	Nil(1)	Nil	Nil	Nil	Nil(1)	Nil(1)

Note:

(1) This amount does not include any other compensation not yet authorized or determined. After the Company becomes a reporting issuer and during its first year as a reporting issuer, the Company will only award stock options to executive officers and directors in accordance with the Company's adopted Stock Option Plan. No other compensation will be paid.

Stock Options and Other Compensation Securities

There were no compensation securities granted or issued to the NEOs and directors of the Company as at the end of the Company's most recently completed financial period ended April 30, 2022.

Following listing of the Common Shares on the CSE, the Company may issue stock options to executive officer and directors in accordance with the terms of the Company's Stock Option Plan. Except for this potential issuance of stock options, the Company has no plans for any changes to the compensation to be awarded to, earned by or paid to any executive officer or director of the Company.

Compensation Discussion and Analysis

The Company's executive officers consist of individuals employed by Fehr & Associates. Pursuant to a Management Services Agreement effective September 1, 2022, among the Company, Fehr & Associates, Ann Fehr and Yulia McCutcheon (the "**Services Agreement**"), Fehr & Associates' employees, including but not limited to Ann Fehr and Yulia McCutcheon, direct the affairs and manage the Company's business and administer or arrange for the administration of the Company's day-to-day operations. The Company has no employment agreements with its executive officers and the Company does not pay any cash compensation to any individuals serving as the Company's officers, directly or indirectly. Rather, those individuals are provided with cash compensation by Fehr & Associates, as applicable.

In consideration for the services provided to the Company by Fehr & Associates, Fehr & Associates will be paid a Base Management Fee (as defined below) of $500 per month plus an hourly rate for ad hoc accounting work. See "*Management Services Agreement*", below. Although certain individuals hold titles as the Company's officers, these officers are employees of Fehr & Associates and Fehr & Associates has sole responsibility for determining their cash compensation.

Notwithstanding the foregoing, the Company provides long-term incentive compensation to executive officers in the form of Options or other suitable long-term incentives designed to attract and retain such executive officers. In making its determinations regarding the various elements of executive stock option grants, Moonbound will seek to meet the following objectives:

(a) to attract, retain and motivate talented executives who create and sustain Moonbound's continued success within the context of compensation paid by other companies of comparable size engaged in similar business in appropriate regions;

(b) to align the interests of the Company's executive officers with the interests of its shareholders; and

(c) to incent extraordinary performance from the Company's key executive officers.

Management Services Agreement

Fehr & Associates is an entity which invests in and provides strategic advisory services to a number of public companies. Ann Fehr is founder and owner of Fehr & Associates and Yulia McCutcheon is an employee of Fehr & Associates.

Under the Services Agreement, the Company has appointed Fehr and Associates, as the service provider, to arrange for the following services (the "**Services**") to be provided by Ann Fehr, Yulia McCutcheon and other Fehr & Associates employees (the "**Consultants**"):

- to purchase (at Moonbound's expense) and maintain for the benefit of Moonbound all legally or contractually required insurance, including all workers' compensation and such additional insurance as set forth in the insurance strategy approved by Moonbound;

- provide advisory services with respect to, and coordination and administration of Moonbound assets;

- arrange for and negotiate, on behalf of and in the name of Moonbound, all contracts with third parties for the proper management and operation of Moonbound assets;

- provide on-site and office supervision of all work conducted in respect of the management services;

- generally provide such services as are required to carry out the business and affairs of Moonbound and in accordance with the corporate objectives from time to time approved by Moonbound; and

- perform such other management services provided for in the Services Agreement or in furtherance of or incidental to, or that is necessary or desirable in respect of, the conduct and oversight of operations for and on behalf of and in the name of Moonbound as may be directed by Moonbound.

Pursuant to the Services Agreement, Moonbound will pay a monthly base management fee, referred to as the "**Base Management Fee**", to Fehr & Associates equal to $500 per month. Moonbound will also reimburse all expenses incurred by Fehr & Associates expressly for the purpose of providing the Services at cost and authorized in advance by Moonbound.

The Services Agreement continues in perpetuity, however, it may be terminated by 120 days written notice from either party to the other party.

Upon termination of the Services Agreement, Moonbound shall pay to Fehr & Associates the applicable fees and all outstanding expenses to be paid or reimbursed in relation to the performance of Services up to the time of termination of the Services Agreement.

The Services Agreement contains indemnification provisions whereby each party will indemnify the other against any loss, expense, damage or injury suffered in the scope of its authority under the Services Agreement.

Compensation of Named Executive Officers

Cash Compensation

The cash compensation of the NEOs will be paid by Fehr & Associates from their revenues. As a private company, Fehr & Associates's compensation decisions are made independently of Moonbound. Fehr & Associates does not have a specific formula for determining the amount of compensation, nor does it have a formal approach for determining how the compensation fits into the overall compensation objectives in respect of the activities of the Company. Objectives and performance measures may vary from year to year as determined to be appropriate by Fehr & Associates' management, as applicable.

Compensation Risks

In making its compensation-related decisions, the Board carefully considers the risks implicitly or explicitly connected to such decisions. These risks include the risks associated with employing executives or consultants who are not world-class in their capabilities and experience, the risk of losing capable but under-compensated executives or consultants, and the financial risks connected to the Company's operations, of which compensation is an important part.

In adopting the compensation policy described above, the principal risks identified by Moonbound are:

- that the Company will be forced to raise additional funding (causing dilution to shareholders) in order to attract and retain the calibre of executives and consultants that it seeks;

- that Fehr & Associates' compensation objectives will not align with the compensation objectives of Moonbound;
- that the Company will have insufficient funding to achieve its objectives; and
- that the Base Management Fee paid by the Company to Fehr & Associates pursuant to the Services Agreement covers Fehr & Associates employees in addition to Ann Fehr and Yulia McCutcheon, and therefore, the Base Management Fee may need to be increased to reflect additional work performed by other Fehr & Associates employees.

After careful consideration of these risks, the Board has adopted the compensation policy described above.

Hedging by NEOs or Directors

The Company has no policy with respect to NEOs or directors purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Consulting Agreements

As a development-stage company, Moonbound cannot staff every function that would be in place in a more mature, profitable corporation. However, Moonbound also requires access to a similar range of expertise and hands-on capabilities. Therefore, Moonbound makes use of consultants, typically on a part-time basis.

All consultants must enter into a Confidential Disclosure Agreement with Moonbound. The specific terms of each consulting engagement differ as to the consultant's time commitment to Moonbound and the compensation rate paid to the consultant. Industry consultant compensation norms, consultant capabilities, and Moonbound's needs are the key factors when determining appropriate consultant compensation.

Compensation Governance

At this time, Moonbound does not have a compensation committee of the Board. All compensation matters are dealt with by the entire Board, including compensation of the Board itself. Factors that are taken into consideration when making compensation decisions include:

- the financial resources available or expected to be available to the Company;
- comparative compensations levels for companies of Moonbound's size in the industry;
- the capabilities of individual contributors to the Company's success;
- the reasonable compensation expectations of the individual contributor; and
- relative equity with other Moonbound contributors.

Defined Benefits Plans

Moonbound currently does not intend to have a defined benefits pension plan.

Defined Contribution Plans

Moonbound currently does not intend to have a defined contribution plan.

Deferred Compensation Plans

Moonbound currently does not intend to have a deferred compensation plan.

Pension Plan Benefits

Moonbound does not have any deferred compensation plan or any pension plans that provide for payments or benefits at, following, or in connection with retirement.

Termination and Change of Control Benefits

Except as described below, there are no contracts, agreements, plans or arrangements that provide for payments to an NEO at, following, or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in an NEO's responsibilities (excluding perquisites and other personal benefits if the aggregate of this compensation is less than $50,000).

Fehr & Associates shall be entitled to the Change of Control benefits as set forth herein if the engagement is terminated, during the term of the Services Agreement, but after a Change of Control during the 12-month period commencing on the date of the Change of Control. The Company shall pay Fehr & Associates a break fee in the form of a lump sum payment equivalent to a full 6-month period fee as described in this contract plus all bonuses paid in the prior 12 months under this agreement but not less than $40,000 net of any taxes, and any other compensation earned up to the date of termination, including any unreimbursed expenses. In addition to the benefits provided for above, any and all of Fehr & Associates' outstanding equity compensation, including stock options, granted shall become immediately vested and exercisable, and any provision of such options which provides for termination of the option upon, or within a stated time after termination of engagement, shall become void and such option shall become a nonqualified stock option for tax purposes (to the extent it was not already a nonqualified option).

In the event that the Firm's fees were variable for 2 years, the break fee would be the higher of $40,000 or as calculated using an average of annual fees paid or accrued during the lower of the Company's last two recently completed financial years to be effective on the date following the communication of same or the period since initially retained. The average fee for CEO and CFO will be calculated separate to other services, such as book-keeping.

Upon a Change of Control, the Board, or any committee of the Board, is not entitled to revoke or otherwise rescind any stock options of Fehr & Associates or its employees.

"Change of Control" means:

a) The acquisition , directly or indirectly, by any person or group of persons acting jointly or in concert, as such terms are defined in the Securities Act (British Columbia), of common shares of the Company which, when added to all other common shares of the Company at the time held directly or indirectly by such person or persons acting jointly or in concert, constitutes for the first time in the aggregate 50% or more of the outstanding common shares of the Company and such shareholding exceeds the collective shareholding of the current directors of the Company, excluding any directors acting in concert with the acquiring party; or

b) The removal, by special resolution of the shareholders of the Company, of more than 51% of the then incumbent Board, or the election of a majority of Board members to the Company's board who were not nominees of the Company's incumbent board at the time immediately preceding such election; or

c) Consummation of a sale of all or substantially all of the assets of the Company; or

d) The consummation of a reorganization, plan of arrangement, merger or other transaction which has substantially the same effect as (a) to (c) above.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Aggregate Indebtedness

Other than as disclosed herein and other than routine indebtedness, as that term is defined in paragraph 10.3(c) of Form 51-102F5 Information Circular ("**Form 51-102F5**"), no directors, executive officers and employees and no former directors, executive officers and employees of the Company are or were indebted to the Company in connection with a purchase of securities and all other indebtedness as at the date of this Prospectus.

Indebtedness of Directors and Executive Officers under Securities Purchase and Other Programs

Other than as disclosed herein, or other than routine indebtedness, as that term is defined in paragraph 10.3(c) of Form 51-102F5, no directors or executive officers of the Company, and associates of such directors or executive officers are or were indebted to the Company as at the date of this Prospectus.

AUDIT COMMITTEE

Audit Committee

The Audit Committee's role is to act in an objective, independent capacity as a liaison between the auditors, management and the Board and to ensure the auditors have a facility to consider and discuss governance and audit issues with parties not directly responsible for operations. NI 52-110, NI 41-101 and Form 52- 110F2 require the Company, as an IPO Venture Issuer, to disclose certain information relating to the Company's audit committee and its relationship with the Company's independent auditors. David Eaton is the chair of the audit committee.

Audit Committee Charter

The text of the Audit Committee's charter is attached as Schedule "C" to this Prospectus.

Composition of Audit Committee

The members of the Company's Audit Committee are:

David Eaton (Chair)	Independent(1)	Financially literate(2)
Natalia Clemente	Independent(1)	Financially literate(2)
Ann Fehr	Not independent(1)	Financially literate(2)

Notes:

(1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

(2) An individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

Each member of the Company's present Audit Committee has adequate education and experience that is relevant to his or her performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

(a) an understanding of the accounting principles used by the Company to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;

(b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements or experience actively supervising individuals engaged in such activities; and

(c) an understanding of internal controls and procedures for financial reporting. See "Directors and Executive Officers" for further details.

For a summary of the experience and education of the Audit Committee members see "Directors and Executive Officers".

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Pre-Approval Policies and Procedures

The Audit Committee is authorized by the Board to review the performance of the Company's external auditors and approve in advance provision of services other than auditing and to consider the independence of the external auditors, including a review of the range of services provided in the context of all consulting services bought by the Company. The Audit Committee is authorized to approve in writing any non-audit services or additional work which the Chairman of the Audit Committee deems is necessary, and the Chairman will notify the other members of the Audit Committee of such non-audit or additional work and the reasons for such non-audit work for the Committee's consideration, and if thought fit, approval in writing.

External Auditor Service Fees

The aggregate fees billed by the external auditors to the Company for the fiscal years ended April 30, 2022 are:

Fiscal Year Ended April 30	Audit Fees	Audit-Related Fees (1)	Tax Fees (2)	All Other Fees (3)
2022	$8,000	$Nil	$Nil	$Nil

Notes:
(1) Fees charged for assurance and related services that are reasonably related to the performance of an audit, and not included under Audit Fees.
(2) Fees charged for tax compliance, tax advice and tax planning services.
(3) Fees for services other than disclosed in any other column.

Exemption

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services).

The Company has relied upon the exemption provided by Section 6.1 of NI 52-110, which states that the Company, as an IPO Venture Issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations).

CORPORATE GOVERNANCE

General

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. NP 58-201 provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, NI 58-101 prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below.

Board of Directors

The Board facilitates its exercise of independent supervision over the Company’s management through frequent meetings of the Board. The Board is comprised of three directors: Ann Fehr, David Eaton and Natalia Clemente. As the size of the Board is small, the Board has no formal procedures designed to facilitate the exercise of independent supervision over management, relying instead on the integrity of the individual members of its management team to act in the best interests of the Company.

Ann Fehr is not independent as she is the CEO and President of the Company, and David Eaton and Natalia Clemente are independent of the Company.

Directorships

Currently, the following director is also a director of the following other reporting issuers:

Name	Name of Reporting Issuer	Name of Exchange or Market (if applicable)	Position
David Eaton	Jayden Resources Inc.	CSE	CEO, President and Director
	VEXT Science Inc.	CSE	Director
	Allied Copper Corp.	TSXV	Director
	Penbar Capital Ltd.	TSXV	CEO, President and Director

Orientation and Continuing Education

New Board members receive an orientation package, which includes reports on operations and results, and any public disclosure filings by the Company, as may be applicable. Board meetings are sometimes held at the Company’s offices and, from time to time, are combined with presentations by the Company’s management to give the directors additional insight into the Company’s business. In addition, management of the Company makes itself available for discussion with all Board members.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of view and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation

The Board is responsible for determining compensation for the directors of the Company to ensure it reflects the responsibilities and risks of being a director of a public company.

Other Board Committees

The Board has no committees, other than the Audit Committee.

Assessments

Due to the minimal size of the Board, no formal policy has been established to monitor the effectiveness of the directors, the Board and its committees.

PLAN OF DISTRIBUTION

This Prospectus is being filed in the province of British Columbia to qualify the Company as a reporting issuer in British Columbia and to qualify the distribution of the following securities in British Columbia:

- 302,000 Common Shares issuable upon the deemed conversion of the currently issued and outstanding Special Warrants of the Company; and
- 200,000 Common Shares issuable upon the deemed conversion of the currently issued and outstanding Compensation Special Warrants of the Company.

STOCK EXCHANGE LISTING

The Company has applied to list the Common Shares on the CSE. The Listing of the Common Shares will be subject to the Company fulfilling all of the listing requirements of the CSE, which cannot be guaranteed.

As at the date of this Prospectus, the Company is an "IPO Venture Issuer" (defined under National Instrument 41-101 – *General Prospectus Requirements* as an issuer that: (a) files a long form prospectus; (b) is not a reporting issuer in any jurisdiction immediately before the date of the final long form prospectus; and (c) at the date of the long form prospectus, does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside of Canada and the United States of America, other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

RISK FACTORS

General

The Company is in the business of exploring and, if warranted, developing mineral properties, which is a highly speculative endeavour. A purchase of any of the securities offered hereunder involves a high degree of risk and should be undertaken only by purchasers whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the securities offered hereunder should not constitute a significant portion of an individual's investment portfolio and should only be made by persons who can afford a total loss of their investment. Prospective investors should evaluate carefully the following risk factors associated with an investment in the Company's securities prior to purchasing any of the securities offered hereunder.

Limited Operating History

The Company has no history of earnings. There are no known commercial quantities of mineral reserves on any properties optioned by the Company. There is no guarantee that economic quantities of mineral reserves will be discovered on the Property by the Company in the near future or at all. If the Company does not generate revenue, it may be unable to sustain its operations in which case it may become insolvent and investors may lose their investment.

Uncertain Liquidity and Capital Resources

The Company may need to raise additional capital by way of an offering of equity securities, an offering of debt securities, or by obtaining financing through a bank or other entity. In particular, the Company may not have sufficient funds to complete the recommended exploration program on the Property. The Company has not established a limit as to the amount of debt it may incur nor has it adopted a ratio of its equity to debt allowance. If the Company needs to obtain additional financing, there is no assurance that financing will be available from any source, that it will be available on terms acceptable to the Company, or that any future offering of securities will be successful. If additional funds are raised through the issuance of equity securities, there may be a significant dilution in the value of the Company's Common Shares. The Company could suffer adverse consequences if it is unable to obtain additional capital which would cast substantial doubt on its ability to continue its operations and growth.

Dilution

Common Shares, including rights, warrants, special warrants, subscription receipts and other securities to purchase, to convert into or to exchange into Common Shares, may be created, issued, sold and delivered on such terms and conditions and at such times as the Board may determine. In addition, the Company will issue additional Common Shares from time to time pursuant to the options to purchase Common Shares issued from time to time by the Board. The issuance of these Common Shares will result in dilution to holders of Common Shares.

Speculative Nature of Mineral Exploration

Resource exploration is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital. There is no assurance that the Company's mineral exploration activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

Acquisition of Additional Mineral Properties

If the Company abandons the exploration and development of the Property, there is no assurance that it will be able to acquire another mineral property of merit or that such an acquisition would be approved by the Exchange. There is also no guarantee that the Exchange will approve the acquisition of any additional properties by the Company, whether by way of option or otherwise, should the Company wish to acquire any additional properties.

Mineral Deposits

The Property is in the exploration stage only and is without known mineral resources or reserves which could constitute deposits. Development of this Property would follow only if favourable exploration results are obtained. The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

Permits and Government Regulations

The future operations of the Company may require permits from various federal, provincial and local governmental authorities and will be governed by laws and regulations governing prospecting, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental protections, mine safety and other matters. There can be no guarantee that the Company will be able to obtain all necessary permits and approvals that may be required to undertake exploration activity or commence construction or operation of mine facilities on the Property.

Environmental and Safety Regulations and Risks

Environmental laws and regulations may affect the operations of the Company. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. The permission to operate can be withdrawn temporarily where there is evidence of serious breaches of health and safety standards, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations. In all major developments, the Company generally relies on recognized designers and development contractors from which the Company will, in the first instance, seek indemnities. The Company intends to minimize risks by taking steps to ensure compliance with environmental, health and safety laws and regulations and operating to applicable environmental standards. There is a risk that environmental laws and regulations may become more onerous, making the Company's operations more expensive.

Key Person Insurance

The Company does not maintain key person insurance on any of its directors or officers, and as result the Company would bear the full loss and expense of hiring and replacing any director or officer in the event the loss of any such persons by their resignation, retirement, incapacity, or death, as well as any loss of business opportunity or other costs suffered by the Company from such loss of any director or officer.

Mineral Titles

The Company is satisfied that evidence of title to the Property is adequate and acceptable by prevailing industry standards with respect to the current stage of exploration on the Property. The Company may face challenges to the title of the Property or subsequent properties it may acquire, which may prove to be costly to defend or could impair the advancement of the Company's business plan.

Loss of Interest in Properties

The Company's ability to maintain an interest in the properties owned by the Company will be dependent on its ability to raise additional funds by equity financing. Failure to obtain additional financing may result in the Company being unable to make the periodic payments required to keep the Property in good standing and could result in the delay or postponement of further exploration and or the partial or total loss of the Company's interest in the properties transferred to or optioned by the Company.

Failure to obtain additional financing may result in the Company being unable to complete the required work required to keep the Property interests in good standing and could result in the delay or postponement of further exploration and or the partial or total loss of the Company's interest in the Property.

Option Agreement Obligations

The Option Agreement provides that the Company must fulfil certain option obligations over specified time periods in order to earn an interest in the properties that are the subject of the agreement. If the Company fails to fulfil these obligations in a timely fashion, the Company could lose its interest in the Property.

First Nations Title

The Property or other properties owned or optioned by the Company may in the future be the subject of First Nations land claims. The legal nature of First Nations land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in the properties optioned or owned by the Company cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of First Nations rights in the area in which the properties optioned or purchased by the Company are located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company may at some point be required to negotiate with First Nations in order to facilitate exploration and development work on the properties optioned or owned by the Company. The Supreme Court of Canada's 2014 decision in *Tilhqot'in Nation v. British Columbia* marked the first time in Canadian history that a court has declared First Nations title to lands outside of a reserve. The Company is not aware of any First Nations land claims having been asserted or any legal actions relating to first nation issues having been instituted with respect to any of the land which is covered by the Property.

Fluctuating Mineral Prices

The Company's revenues in the future, if any, are expected to be in large part derived from the extraction and sale of minerals, which in turn depend on the results of the Company's exploration on these properties and whether development will be commercially viable or even possible. Factors beyond the control of the Company may affect the marketability of the commodities discovered, if any. Commodity prices have fluctuated widely, particularly in recent years. Consequently, the economic viability of any of the Company's exploration projects cannot be accurately predicted and may be adversely affected by fluctuations in mineral prices.

Competition

The mining industry is intensely competitive in all its phases. The Company competes for the acquisition of mineral properties, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees with many companies possessing greater financial resources and technical facilities than the Company. The competition in the mineral exploration and development business could have an adverse effect on the Company's ability to hire or maintain experienced and expert personnel or acquire suitable properties or prospects for mineral exploration in the future.

Management

The success of the Company is currently largely dependent on the performance of its directors and officers. The loss of the services of any of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its directors, officers or other qualified personnel required to operate its business.

Financing Risks

The Company has no history of significant earnings and, due to the nature of its business, there can be no assurance that the Company will be profitable. The Company has paid no dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is through the sale of its securities. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists on the properties owned by the Company. While the Company may generate additional working capital through further equity offerings or through the sale or possible syndication of the Property, there is no assurance that any such funds will be available. At present it is impossible to determine what amounts of additional funds, if any, may be required.

Going Concern and Requirement to Generate Cash Flow for Financial Obligations

While the information in this Prospectus has been prepared in accordance with IFRS on a going concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future, there are conditions and events that cast significant doubt on the validity of this presumption. The Company's ability to continue as a going concern is dependent upon achieving profitable operations and upon obtaining additional financing. While the Company is making its best efforts in this regard, the outcome of these matters cannot be predicted at this time. The Company's ability to generate sufficient cash flow from operations to make scheduled payments to its contractors, service providers and merchants will depend on future financial performance, which will be affected by a range of economic, competitive, regulatory, legislative and business factors, many of which are outside of its control. If the Company does not generate sufficient cash flow from operations to satisfy its contractual obligations, it may have to undertake alternative financing plans. The Company's inability to generate sufficient cash flow from operations or undertake alternative financing plans would have an adverse effect on its business, financial condition and results or operations, as well as its ability to satisfy its contractual obligations. Any failure to meet its financial obligations could result in termination of key contracts, which could harm the Company's ability to provide its products and services.

Negative Cash Flows From Operations

Since incorporation, the Company has sustained net losses from operations and has had negative cash flow from operating activities. The Company continues to have negative operating cash flow. It is highly likely the Company may have negative cash flow in any future period and as a result, the Company will need to use available cash, including proceeds to fund any such negative cash flow.

Resale of Common Shares

The continued operation of the Company will be dependent upon its ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained. If the Company is unable to generate such revenues or obtain such additional financing, any investment in the Company may be lost. In such event, the probability of resale of the Common Shares purchased would be diminished.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the initial purchase price.

Conflicts of Interest

Some of the directors and officers are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations, and situations may arise where these directors and officers will be in direct competition with the Company. Conflicts, if any, will be dealt with in accordance with the relevant provisions of the *Business Corporations Act* (British Columbia). Some of the directors and officers of the Company are or may become directors or officers of other companies engaged in other business ventures.

Public Health Crises

In December 2019, COVID-19 emerged in Wuhan, China. Since then, it has spread to several other countries and infections have been reported around the world. On March 11, 2020, the World Health Organization declared the outbreak of COVID-19 a global pandemic. In response to the outbreak, governmental authorities in Canada and internationally have introduced various recommendations and measures to try to limit the pandemic, including travel restrictions, border closures, non-essential business closures, quarantines, self-isolations, shelters-in-place and social distancing. The COVID-19 outbreak and the response of governmental authorities to try to limit it are having a significant impact on the private sector and individuals, including unprecedented business, employment and economic disruptions. The continued spread of COVID-19 nationally and globally could have an adverse impact on the Company's business, operations and financial results, including but not limited to, the Company's ability to complete the exploration program in a timely manner. In response to the COVID-19 pandemic, the Company has implemented precautionary measures at its corporate office, including limiting visits to essential personnel and ensuring proper protocols around sanitation and social distancing.

The Company may be adversely affected by other public health crises and other events outside its control. Public health crises, such as epidemics and pandemics, acts of terrorism, war or other conflicts and other events outside of its control, may adversely impact the activities of the Company as well as operating results. In addition to the direct impact that such events could have on the Company's facilities and workforce, these types of events could negatively impact capital expenditures and overall economic activity in impacted regions or, depending on the severity of the event, globally, which could impact the demand for and prices of commodities. A prolonged continuance of a public health crisis could also have a material adverse effect on overall economic growth and impact the stability of the financial markets and availability of credit. Any of these developments could have a material adverse effect on the Company's business, financial position, liquidity and results of operations.

Conflict in Ukraine

The Company's business financial condition and results of operations may be negatively affected by economic and other consequences from the conflict in the Ukraine and the sanctions imposed in response to that action in late February 2022. While the Company expects any direct impacts of the pandemic and the conflict in Ukraine to the business to be limited, the indirect impacts on the economy and on the mining industry and other industries in general could negatively affect the business and may make it more difficult for it to raise equity or debt financing. There can be no assurance that the Company will not be impacted by adverse consequences that may be brought about on its business, results of operations, financial position and cash flows in the future.

Inflation

As of the date of this Prospectus, the Company holds a significant portion of its assets in cash. The current inflationary economic environment, should it persist, could result in increased costs and reduced purchasing power for the Company from its cash, which may have an adverse impact on the Company and its financial condition.

Tax Issues

Income tax consequences in relation to the Common Shares will vary according to circumstances of each investor. Prospective investors should seek independent advice from their own tax and legal advisers prior to investing in Common Shares of the Company.

Dividends

The Company does not anticipate paying any dividends on its Common Shares in the foreseeable future.

PROMOTER

Ann Fehr, the Company's President and CEO and one of the Company's directors, may be considered to be a Promoter of the Company in that she took the initiative in organizing the business of the Company. Ann Fehr is the registered and beneficial owner of 520,000 Common Shares of the Company, which is equal to 3.68% of the Common Shares issued and outstanding as at the date hereof on a fully-diluted basis.

On September 1, 2022, the Company entered into the Services Agreement with Fehr & Associates, Ann Fehr and Yulia McCutcheon. See "Executive Compensation".

On September 7, 2022, the Company entered into a loan agreement with 1176661 B.C. Ltd., which is controlled by Ann Fehr, under which 1176661 B.C. Ltd. loaned $30,000 to the Company at an interest rate of 5% per annum. Under the loan agreement, the loan is retractable by 1176661 B.C. Ltd. at any time, upon giving a demand notice. On December 12, 2022, the Company and 1176661 B.C. Ltd. entered into a postponement of claim agreement under which 1176661 B.C. Ltd. agreed to postpone repayment under the loan agreement to the earlier of (1) the date which is 366 days following the filing of the Prospectus and (2) January 1, 2024.

Ann Fehr was an officer of Aequus Pharmaceuticals which was subject to a cease trade order (the "**CTO**") issued by the BCSC on May 9, 2022, relating to a failure to file Aequus Pharmaceuticals' audited annual financial statements, annual management's discussion and analysis and the certification of annual filings for the year ended December 31, 2021 (collectively, the "**Annual Filings**"). The Annual Filings were filed June 30, 2022, and the BCSC revoked the CTO on July 7, 2022. The delayed filing resulted from late responses from third parties to Aequus Pharmaceuticals' audit requests, which delayed its audit procedure.

Other than as disclosed above, no person who was a Promoter of the Company:

1. received anything of value directly or indirectly from the Company;
2. sold or otherwise transferred any asset to the Company within the last two years;
3. is at of the date hereof, or was within 10 years before the date hereof, a director, CEO or CFO of any person or company that was the subject of a cease trade order or similar order or an order that denied the relevant person or company access to any statutory exemptions for a period of more than 30 consecutive days while that person was acting in the capacity as director, CEO or CFO;
4. is at of the date hereof, or was within 10 years before the date hereof, a director, CEO or CFO of any person or company that was the subject of a cease trade order or similar order or an order that denied the relevant person or company access to any statutory exemptions for a period of more than 30 consecutive days that was issued after the person ceased to be a director, CEO or CFO and which resulted from an event that occurred while the person was acting in the capacity as director, CEO or CFO;

5. is at of the date hereof, or was within 10 years before the date hereof, a director or executive officer of any person or company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets;

6. has, within 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the person;

7. has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority;

8. has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision; or

9. has within the past 10 years become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets.

LEGAL PROCEEDINGS

Legal Proceedings

The Company is not currently a party to any legal proceedings, nor is the Company currently contemplating any legal proceedings, which are material to its business. Management of the Company is not currently aware of any legal proceedings contemplated against the Company.

Regulatory Actions

From incorporation to the date of this Prospectus, management knows of no:

(a) penalties or sanctions imposed against the Company by a court relating to provincial and territorial securities legislation or by a securities regulatory authority;

(b) other penalties or sanctions imposed by a court or regulatory body against the Company necessary for the Prospectus to contain full, true and plain disclosure of all material facts relating to the securities being distributed; and

(c) settlement agreements the Company entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed herein, from incorporation on July 30, 2021 to the date of this Prospectus, none of the following persons or companies has had any material interest, direct or indirect, in any transaction which has materially affected or is reasonably expected to materially affect the Company: (a) any director or executive officer of the Company; (b) any person or company that is the direct or indirect beneficial owner of, or who exercises control or direction over, more than 10% of any class or series of the Company's outstanding voting securities; and (c) any associate or affiliate of any of the persons or companies referred to in paragraphs (a) or (b).

On September 1, 2022, the Company entered into the Services Agreement with Fehr & Associates, Ann Fehr and Yulia McCutcheon. See "Executive Compensation".

On September 7, 2022, the Company entered into loan agreements for a total amount of $80,000 at an interest rate of 5% per annum. Under the loan agreements, the loans are retractable by the lenders at any time, upon giving a demand notice. On December 12, 2022, the Company and each of the lenders entered into postponement of claim agreements under which the lenders agreed to postpone repayment under the loan agreements to the earlier of (1) the date which is 366 days following the filing of the Prospectus and (2) January 1, 2024. One of the lenders, 1176661 B.C. Ltd., which is controlled by Ann Fehr, the Company's President and CEO, and a director and promoter of the Company, loaned the Company $30,000. Another of the lenders, David Eaton, a director of the Company, loaned the Company $25,000. The loans by 1176661 B.C. Ltd. and David Eaton are related party transactions for the Company and each of Ann Fehr and David Eaton has an interest in their respective transaction.

AUDITORS

The independent auditors of the Company are Crowe MacKay LLP, having an address at Suite 1100-1177 West Hastings, Vancouver, BC V6E 4T5. Crowe MacKay LLP is independent of the Company in accordance with the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of the Company is Odyssey Trust Company at its principal office at 409 Granville St, Vancouver, BC V6C 1T2.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the only material contracts entered into by the Company within the period from incorporation until the date of this Prospectus are as follows:

1. the Option Agreement;
2. the Royalty Agreement; and
3. the Escrow Agreement.

EXPERTS

The following persons or companies whose profession or business gives authority to the report, valuation, statement or opinion made by the person or company are named in this Prospectus as having prepared or certified a report, valuation, statement or opinion in this Prospectus:

Crowe MacKay LLP, independent auditors of the Company, who issued the independent auditors' report on the Company's financial statements included in and forming part of this Prospectus, has informed the Company that it is independent of the Company in accordance with the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

The Technical Report was prepared by James Hutter, P.Geo., has no interest in the Company, the Company's securities or the Property and has not held, received or is to receive any registered or beneficial interests, direct or indirect, in any securities or other property of the Company or of its associates or affiliates when the Technical Report was prepared or thereafter.

Certain legal matters related to this Prospectus has been passed upon on behalf of the Company by Beadle Raven LLP. Beadle Raven LLP, nor any director, officer, employee or partner thereof, as applicable, received or has received a direct or indirect interest in the Company's property or the property of any associate or affiliate of the Company. As at the date hereof the aforementioned persons, and the directors, officers, employees and partners, as applicable, of each of the aforementioned companies and partnerships, do not beneficially own, directly or indirectly, any securities of the Company.

OTHER MATERIAL FACTS

There are no material facts about the Company that are not otherwise disclosed in this Prospectus.

RIGHTS OF WITHDRAWAL AND RESCISSION

Canadian securities legislation requires that the following language appear in this Prospectus:

Securities legislation in certain of the provinces in Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of such purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

However, in light of the fact that this Prospectus is being filed to allow the Company to become a reporting issuer in British Columbia, and not in connection with an offering of securities, the Company believes that the remedies described in the foregoing paragraph are not applicable to the transactions described in this Prospectus.

FINANCIAL STATEMENTS AND MANAGEMENT'S DISCUSSION AND ANALYSIS

Financial statements of the Company for the period ended April 30, 2022 and for the three months ended July 31, 2022 are included in this Prospectus as Schedule "A", and Management's Discussion and Analysis for the periods ended April 30, 2022 and July 31, 2022 are included in this Prospectus as Schedule "B".

SCHEDULE "A"

FINANCIAL STATEMENTS

Audited financial statements for the period ended April 30, 2022 and unaudited financial statements for the three months ended July 31, 2022.

(See Financial Statements attached.)

MOONBOUND MINING LTD.

Financial Statements

For the period ended April 30, 2022

(Expressed in Canadian Dollars)

Crowe MacKay LLP
1100 - 1177 West Hastings Street
Vancouver, BC V6E 4T5
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Fax +1 (604) 687-5805
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Independent Auditor's Report

To the Board of Directors of Moonbound Mining Ltd

Opinion

We have audited the financial statements of Moonbound Mining Ltd (the "Company"), which comprise the statement of financial position as at April 30, 2022 and the statements of comprehensive loss, changes in shareholders' equity and cash flows for the period then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at April 30, 2022, and its financial performance and its cash flows for the period then ended in accordance with International Financial Reporting Standards.

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 Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the 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 financial statements which describes the material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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

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

In preparing the financial statements, management is responsible for assessing the Company’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 Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company’s financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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 Company'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 Company'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 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 Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

"Crowe MacKay LLP"

Chartered Professional Accountants
Vancouver, Canada
December 14, 2022

Moonbound Mining Ltd.
Statement of Financial Position
As at April 30, 2022
(Expressed in Canadian Dollars)

		April 30, 2022
ASSETS		
Current assets		
Cash	$	216,958
GST receivable		1,215
		218,173
Exploration and evaluation asset (Note 5)		70,000
Total assets	$	288,173
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	$	10,000
Due to a related party (Note 9)		2,500
Total liabilities		12,500
SHAREHOLDERS' EQUITY		
Share capital (Note 6)		338,750
Deficit		(63,077)
Total shareholders' equity		275,673
Total liabilities and shareholders' equity	$	288,173

Nature and Continuance of Operations (Note 1)
Subsequent Events (Note 11)

APPROVED ON BEHALF OF THE BOARD:

" Ann Fehr " Director   *" David Eaton "* Director

Ann Fehr   David Eaton

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

Moonbound Mining Ltd.
Statement of Comprehensive Loss
For the period from July 30, 2021 (date of incorporation) to April 30, 2022
(Expressed in Canadian Dollars)

		Period from July 30, 2021 (date of incorporation) to April 30, 2022
Expenses		
Audit fees	$	10,000
Consulting fees		20,000
Geological consultant expenses		28,015
Legal fees		4,955
Office and administrative expenses		107
Loss and comprehensive loss for the period	$	(63,077)
Basic and diluted loss per common share	$	(0.01)
Weighted average number of common shares outstanding		6,354,197

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

(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Deficit	Total
Balance, July 30, 2021, date of incorporation	-	$ -	$ -	$ -
Private placements	6,750,000	303,750	-	303,750
Issuance of common shares for acquisition of exploration and evaluation assets	700,000	35,000	-	35,000
Loss and comprehensive loss for the period	-	-	(63,077)	(63,077)
Balance, April 30, 2022	7,450,000	$ 338,750	$ (63,077)	$ 275,673

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

Moonbound Mining Ltd.
Statement of Cash Flows
For the period from July 30, 2021 (date of incorporation) to April 30, 2022
(Expressed in Canadian Dollars)

		Period from July 30, 2021 (date of incorporation) to April 30, 2022
CASH FLOWS PROVIDED BY (USED IN)		
OPERATING ACTIVITIES		
Loss for the period	$	(63,077)
Change in non-cash working capital items		
Accounts payable and accrued liabilities		10,000
Due to a related party		2,500
GST receivable		(1,215)
Net cash used in operating activities		(51,792)
INVESTING ACTIVITY		
Acquisition of exploration and evaluation assets (Note 5)		(35,000)
Net cash used in investing activity		(35,000)
FINANCING ACTIVITY		
Proceeds from private placements		303,750
Net cash provided by financing activity		303,750
Increase in cash for the period		216,958
Cash, beginning of period		-
Cash, end of period	$	216,958
Supplemental cash flow information		
Cash paid for interest during the period	$	-
Cash paid for income taxes during the period	$	-
Non-cash transactions:		
Fair value of shares issued for acquisition of E&E assets	$	35,000

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

1. Nature and Continuance of Operations

Moonbound Mining Ltd. (the "Company") was incorporated as a private company pursuant to the provisions of the British Columbia *Business Corporations Act* on July 30, 2021. The Company's head office address is 2820 – 200 Granville Street, Vancouver, British Columbia V6C 1S4. The registered and records office address is 600 – 1090 West Georgia Street, Vancouver, British Columbia V6E 3V7.

The Company's principal business activities include the acquisition and exploration of mineral property assets. On October 13, 2021, the Company entered into an option agreement (the "Agreement") with Cloudbreak Discovery PLC and Cloudbreak Discovery (Canada) Ltd. (together with Cloudbreak Discovery PLC "Cloudbreak") whereby the Company will make an aggregate of $145,000 in cash payments, incur an aggregate of $700,000 in expenditures on the property and issue 2,700,000 common shares to Cloudbreak in exchange for Cloudbreak's 100% undivided legal and beneficial interest in the YAK Property (the "Property") located in the Northwest Mining District in British Columbia.

The Company's financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. Management recognizes that the Company will need to obtain additional financial resources in order to meet its planned business objectives. There are no assurances that the Company will be able to obtain additional financial resources and/or achieve positive cash flows or profitability. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern and to realize the carrying value of its assets and discharge its liabilities when due is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs.

These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these financial statements. Such adjustments could be material.

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, including, the outbreaks of the coronavirus (COVID-19) pandemic, relations between NATO and Russian Federation regarding the situation in Ukraine, and potential economic global challenges such as the risk of the higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business.

2. Basis of Presentation

(a) Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standard ("IFRS"), as issued by International Accounting Standards Board, and interpretations of the IFRS Interpretations Committee.

These financial statements were reviewed, approved and authorized for issue by the Board of Directors on December 14, 2022.

(b) Basis of presentation

These financial statements have been prepared on the historical cost basis, except for certain financial instruments, which are measured at fair value, as explained in the significant accounting policies (Note 3). In addition, these financial statements have been prepared under the accrual basis of accounting, except for cash flow information.

(c) Functional and presentation currency

The financial statements are presented in Canadian dollars, which is also the functional currency of the Company.

3. Significant Accounting Policies

The accounting policies set out below have been applied consistently in the financial statements.

(a) Cash

Cash and cash equivalents includes cash on hand, demand deposits with financial institutions and other short-term highly liquid investments that are readily convertible to known amounts of cash and subject to an insignificant risk of change in value. The Company does not currently have any cash equivalents.

(b) Financial instruments

i) Recognition, classification and measurement

All financial assets are initially recorded at fair value and subsequently classified as measured at amortized cost, fair value through other comprehensive income or at fair value through profit or loss ("FVTPL"). On initial recognition, the Company can irrevocably designate a financial asset at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

3. Significant Accounting Policies (continued)

(b) Financial instruments (continued)

i) Recognition, classification and measurement (continued)

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated at FVTPL:

- It is held within a business model whose objective is to hold the financial asset to collect the contractual cash flows associated with the financial asset instead of selling the financial asset for a profit or loss; and
- Its contractual terms give rise to cash flows that are solely payments of principal and interest.

Subsequent measurement of financial instruments is based on their classification. Financial assets and liabilities classified at FVTPL are measured at fair value with changes in those fair values recognized in net income (loss) for the period. Financial assets classified at amortized cost and financial liabilities are measured at amortized cost using the effective interest method, net of any impairment allowance.

ii) Fair value hierarchy

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: Inputs for assets or liabilities that are not based on observable market data.

The Company has classified its cash, due to related party and accounts payable and accrued liabilities at amortized cost.

(c) Impairment of financial assets at amortized cost

The Company assesses all information available, including on a forward-looking basis, the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as the reporting date, with the risk of default as at the date of initial recognition, based on all information available, and reasonable and supportive forward-looking information.

3. Significant Accounting Policies (continued)

(d) Exploration and evaluation asset

i) Pre-exploration costs

Pre-exploration costs are expensed in the year in which they are incurred.

ii) Exploration and evaluation expenditures

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors, and amortization on plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the year in which they occur.

Mining exploration tax credits for certain exploration expenditures incurred in Québec are treated as a reduction of the exploration and development costs of the respective resource property. The amounts are recorded in the year they are received.

Mineral property acquisition costs and exploration and evaluation expenditures are recorded at cost. When shares are issued as part of mineral property acquisition costs, they are valued at the closing share price on the date of issuance. Payments related to a property acquired under an option or joint venture agreement, where payments are made at the sole discretion of the Company, are recorded upon payment.

The Company may occasionally enter into farm-out arrangements, whereby the Company will transfer part of a mineral interest, as consideration, for an agreement by the transferee to meet certain exploration and evaluation expenditures that would have otherwise been undertaken by the Company. The Company does not record any expenditures made by the farmee on its behalf. Any cash consideration received from the agreement is credited against the costs previously capitalized to the mineral interest given up by the Company, with any excess cash accounted for as a gain on disposal.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as “mines under construction”. Exploration and evaluation assets are tested for impairment before the assets are transferred to development properties.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration and evaluation assets.

Exploration and evaluation assets are classified as an intangible asset.

3. Significant Accounting Policies (continued)

iii) Decommissioning liabilities

An obligation to incur decommissioning and site rehabilitation costs occurs when environmental disturbance is caused by exploration, evaluation, development or ongoing production.

Decommissioning and site rehabilitation costs arising from the installation of plant and other site preparation work, discounted to their net present value, are provided when the obligation to incur such costs arises and are capitalized into the cost of the related asset. These costs are charged against operations through amortization of the asset and unwinding of the discount on the provision.

Amortization is included in operating costs while the unwinding of the discount is included as a financing cost. Changes in the measurement of a liability relating to the decommissioning or site rehabilitation of plant and other site preparation work are added to, or deducted from, the cost of the related asset and charged against operating profit or loss. The discount rate used to measure the net present value of the obligations is the pre-tax rate that reflects the current market assessment of the time value of money and the risks specific to the obligation.

The costs for the restoration of site damage, which arises during production, are provided at their net present values and charged against operations as extraction progresses.

(e) Impairment of non-financial assets

Impairment tests on intangible assets with indefinite useful economic lives are undertaken annually at every reporting period. Other non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable and at least annually. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets. The Company has one cash-generating unit for which impairment testing is performed.

An impairment loss is charged to profit or loss, except to the extent they reverse gains previously recognized in accumulated other comprehensive income or loss.

(f) Income taxes

Income tax expense consists of current and deferred tax. Income tax is recognized in the statement of comprehensive income (loss), except to the extent that it relates to items recognized directly in equity.

i) Current income tax

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year-end, and any adjustment to tax payable with regard to previous years.

3. Significant Accounting Policies (continued)

(f) Income taxes (continued)

ii) Deferred income tax

Deferred tax assets and liabilities and the related deferred income tax expense or recovery are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in profit or loss in the period that substantive enactment occurs.

A deferred tax asset is recognized to the extent that it is probable that future taxable income will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

(g) Share capital

Equity instruments are contracts that give a residual interest in the net assets of the Company. Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares are classified as equity instruments. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

The Company may issue units consisting of common shares and common share purchase warrants. The Company estimates the fair value of the common shares based on their market price on the share issuance date. The residual difference, if any, between the unit price and the fair value of each common share represents the fair value attributable to each warrant.

(h) Earning (loss) per share

The Company presents basic and diluted earnings (loss) per share data for its common shares, computed by dividing the net earnings (loss) by the weighted average number of outstanding shares in issue during the reporting period. Diluted earnings (loss) per share is computed similar to basic earnings (loss), except that the weighted average number of outstanding shares include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. In a loss reporting period, potentially dilutive common shares are excluded from the loss per share calculation, as the effect would be anti-dilutive.

3. Significant Accounting Policies (continued)

(i) Accounting standard issued but not yet effective

International Accounting Standard ("IAS") 1 Presentation of Financial Statements

IAS 1 has been amended to clarify classification of liabilities as current or non-current. The amendments are effective for the years beginning on or after January 1, 2023. The amendment is expected to have no impact for the Company.

4. Critical Accounting Estimates and Judgments

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may vary from these estimates.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Accounting estimates will, by definition, seldom equal the actual results. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future years affected.

Critical judgments in applying accounting policies

Critical accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments. Critical accounting judgments include, but are not limited to, the following:

Going concern

The assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. The Company is aware that material uncertainties exist related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

(Expressed in Canadian Dollars)

5. Exploration and Evaluation Asset

Option Agreement

The Company entered into the Option Agreement dated effective October 13, 2021 with Cloudbreak, pursuant to which Cloudbreak granted to the Company the option to acquire a 100% legal and beneficial interest in the Property from Cloudbreak (Note 1) by satisfying the following requirements:

(a) The Company paying an aggregate of $145,000 to Cloudbreak as follows:

- (i) $10,000 on October 13, 2021 (paid);
- (ii) $25,000 on April 13, 2022 (paid);
- (iii) $35,000 on or before the first anniversary of the Company completing a transaction that results in the Company's shareholders holding shares in a "reporting issuer" (as defined under applicable Canadian securities laws) that is listed on a recognized Canadian stock exchange (a "**Go Public Transaction**"); and
- (iv) $75,000 to Cloudbreak on or before the second anniversary of the Company completing a Go Public Transaction;

(b) The Company incurring an aggregate of $700,000 in mining work expenditures on the Property (or cash payments to Cloudbreak in lieu of all or any portion of such mining work expenditures) as follows:

- (i) $150,000 on or before the second anniversary of the Company completing a Go Public Transaction; and
- (ii) $550,000 on or before the third anniversary of the Company completing a Go Public Transaction; and

(c) The Company issuing an aggregate of 2,700,000 Common Shares to Cloudbreak as follows:

- (i) 700,000 Common Shares on October 13, 2021 (issued);
- (ii) 750,000 Common Shares on or before the first anniversary of the Company completing a Go Public Transaction; and
- (iii) 1,250,000 Common Shares on or before the second anniversary of the Company completing a Go Public Transaction.

The Option Agreement provides that the Company will be the operator of the Property during the option period. The Option Agreement also provides for the establishment of an area of mutual interest located up to and within three kilometres of the existing exterior boundaries of the Property, such that if a party acquires mineral interests within such area of mutual interest, the other party may elect to include such mineral interests as part of the Property for purposes of the Option Agreement.

At the exercise of the option, the Company will grant a 2% net smelter return (the "NSR") royalty to CloudBreak. The Company will have the right to purchase one-half (or 1%) of the NSR for $1,500,000.

During the period from July 30, 2021 to April 30, 2022, the Company issued 700,000 shares with a fair value of $35,000 and made $35,000 cash payments to Cloudbreak.

Exploration and evaluation asset costs are set out below:

Balance – July 30, 2021, date of incorporation	$	-
Addition		70,000
Balance – April 30, 2022	$	70,000

(Expressed in Canadian Dollars)

6. Share Capital

(a) Authorized

Unlimited number of common shares without par value.

(b) Issued and outstanding

On July 30, 2021, the Company issued 500,000 shares at a price of $0.005 per share for proceeds of $2,500.

On August 6, 2021, the Company issued 250,000 shares at a price of $0.005 per share for proceeds of $1,250.

On September 9, 2021, the Company issued 6,000,000 units of the Company at a price of $0.05 per unit for aggregate gross proceeds of $300,000 (the "Offering"). Each unit is comprised of one common share of the Company and one common share purchase warrant. Each warrant is exercisable to acquire one common share at a price of $0.10 per share for a period of 5 years from the closing of the Offering. The common share purchase warrants are valued at $nil.

On October 13, 2021, the Company issued 700,000 shares for acquisition of exploration and evaluation assets (Note 5).

Common Share Purchase Warrants

Common share purchase warrant transactions and the number of common share purchase warrants outstanding are summarized below:

	Number of Warrants	**Weighted Average Exercise Price $**
Balance - July 30, 2021, date of incorporation	-	-
Issued	6,000,000	0.10
Balance – April 30, 2022	6,000,000	0.10

Date of Expiry	**Number of Warrants Outstanding**	**Exercise Price $**
September 9, 2026	6,000,000	0.10

The weighted average remaining life of the common share purchase warrants as of April 30, 2022 is 4.36 years.

7. Financial Instruments

Financial risk factors

The Company's risk exposures and the impact on the Company's financial statements are summarized below.

Credit risk

Financial instruments that potentially subject the Company to a significant concentration of credit risk consists primarily of cash. The Company limits its exposure to credit loss by placing its cash with major financial institutions. The Company has minimal credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal period. The Company intends to settle these with funds from its positive working capital position. At April 30, 2022, the Company had a working capital of $205,673.

Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. Interest earned on cash is at nominal interest rates, and therefore, the Company does not consider interest rate risk to be significant. The Company has no interest-bearing financial liabilities.

Foreign currency risk

As at April 30, 2022, the Company did not have any accounts in foreign currencies and considers foreign currency risk insignificant.

8. Capital Management

Capital is comprised of the Company's shareholders' equity. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital. There were no changes in the Company's approach to capital management during the period, and there were no external restrictions.

9. Related Party Transactions

The Company's related parties include key management personnel and companies controlled and/or owned by officers and directors of the Company. Key management consists of the officers and directors who are responsible for planning, directing and controlling the activities of the Company. During the period from incorporation on July 30, 2021 to April 30, 2022, key management personnel compensation was $nil.

As at April 30, 2022, the due to related party of $2,500 is owed to a company which is controlled by the chief executive officer of the Company for reimbursements of expenses in the normal course of business. The amount is unsecured, non-interest bearing and payable on demand.

(Expressed in Canadian Dollars)

10. Income Tax

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

		For the period from July 30, 2021 (date of incorporation) to April 30, 2022
Loss before income taxes	$	(63,077)
Statutory income tax rates		27%
Expected tax recovery		(17,031)
Tax benefits not recognized		17,031
Total current and deferred income tax recovery	$	-

As at April 30, 2022, the Company had non-capital losses of approximately $63,077, which may be carried forward to reduce taxable income in future years. The non-capital loss expires in 2041.

As at April 30, 2022, the Company had unrecognized British Columbia Mineral Exploration Tax Credit of $5,600.

11. Subsequent Events

On May 19, 2022, the Company completed a private placement where 185,000 common shares were sold at $0.10 per share for gross proceeds of $18,500.

On May 19, 2022, the Company completed a private placement of 302,000 special warrants (each, a “Special Warrant) of the Company at a price of $0.10 per Special Warrant for gross proceeds of $30,200. In connection with the offering, the Company paid a total of $2,628 in cash commissions to the broker and issued a total of 200,000 compensation special warrants (each, a “Compensation Special Warrant”). Each Special Warrant and Compensation Special Warrant will be automatically exercised for one common share of the Company without additional consideration (a) at any time, at the discretion of the Company; (b) upon the issuance by a Canadian securities regulatory authority of a receipt for a final prospectus qualifying the issuance of the Common Shares upon conversion of the Special Warrants; or (c) on that date that is 18 months from the date of issuance of the Special Warrants.

The Company is in the process of completing a non-offering final prospectus (the “Prospectus”) for the purposes of the Company becoming a reporting issuer pursuant to applicable securities legislation in the Province of British Columbia. Upon the filing of the Prospectus, the Company is qualified to issue 502,000 common shares on a deemed conversion of the issued and outstanding 302,000 Special Warrants and 200,000 Compensation Special Warrants.

The Company entered into loan agreements with three shareholders, including the Company’s CEO and another director, effective on September 7, 2022 in the principal amount of $80,000 at an interest rate of 5% per annum. This loans are retractable by the lenders at any time, upon giving a demand notice. On December 12, 2022, the Company and each of the lenders entered into postponement of claim agreements under which the lenders agreed to postpone repayment under the loan agreements to the earlier of (1) the date which is 366 days following the filing of the Prospectus and (2) January 1, 2024. The Company is to utilize the funds in the pursuit of filing the Prospectus and executing exploration program.

MOONBOUND MINING LTD.

Condensed Interim Financial Statements

For the three months ended July 31, 2022 and the 2-day period ended July 31, 2021

(Unaudited - Expressed in Canadian Dollars)

Moonbound Mining Ltd.
Condensed Interim Statements of Financial Position
(Expressed in Canadian Dollars)

As at	July 31, 2022 (unaudited)	April 30, 2022 (audited)
ASSETS		
Current assets		
Cash	$ 252,259	$ 216,958
GST receivable	1,615	1,215
Holdback (Note 6)	3,020	-
	256,894	218,173
Exploration and evaluation asset (Note 5)	70,000	70,000
Total assets	$ 326,894	$ 288,173
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	$ 8,649	$ 10,000
Due to a related party	-	2,500
Total liabilities	8,649	12,500
SHAREHOLDERS' EQUITY		
Share capital (Note 6)	357,250	338,750
Reserves (Note 6)	27,572	-
Deficit	(66,577)	(63,077)
Total shareholders' equity	318,245	275,673
Total liabilities and shareholders' equity	$ 326,894	$ 288,173

Nature and Continuance of Operations (Note 1)
Subsequent Events (Note 10)

APPROVED ON BEHALF OF THE BOARD:

" Ann Fehr " Director — *" David Eaton "* Director

Ann Fehr — David Eaton

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

(Unaudited - Expressed in Canadian Dollars)

		Three Months Ended July 31, 2022		2-Day Period Ended July 31, 2021
Expenses				
Consulting fees	$	3,000	$	-
Office and administrative expenses		500		-
Loss and comprehensive loss for the period	$	3,500	$	-
Basic and diluted loss per common share	$	(0.00)	$	-
Weighted average number of common shares outstanding		7,598,407		500,000

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

Moonbound Mining Ltd.
Condensed Interim Statements of Changes in Shareholders' Equity
(Unaudited - Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Reserves	Deficit	Total
Balance, July 30, 2021, date of incorporation	-	$ -	$ -	$ -	$ -
Private placements	500,000	2,500	-	-	2,500
Balance, July 31, 2021	500,000	$ 2,500	$ -	$ -	$ 2,500
Balance, May 1, 2022	7,450,000	$ 338,750	$ -	$ (63,077)	$ 275,673
Private placements	185,000	18,500	-	-	18,500
Special warrants	-	-	30,200	-	30,200
Special warrants issuance costs	-	-	(2,628)	-	(2,628)
Loss and comprehensive loss for the period	-	-	-	(3,500)	(3,500)
Balance, July 31, 2022	7,635,000	$ 357,250	$ 27,572	$ (66,577)	$ 318,245

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

Moonbound Mining Ltd.
Condensed Interim Statements of Cash Flows
(Unaudited - Expressed in Canadian Dollars)

	Three Months Ended July 31, 2022	2-Day Period Ended July 31, 2021
CASH FLOWS PROVIDED BY (USED IN)		
OPERATING ACTIVITIES		
Loss for the period	$ (3,500)	$ -
Change in non-cash working capital items		
Accounts payable and accrued liabilities	(1,351)	-
Due to a related party	(2,500)	2,500
GST receivable	(400)	-
Net cash provided by (used in) operating activities	(7,751)	2,500
FINANCING ACTIVITIES		
Proceeds from private placements	18,500	2,500
Proceeds from special warrants issuance, net of issuance cost	24,552	-
Net cash provided by financing activities	43,052	2,500
Increase in cash for the period	35,301	5,000
Cash, beginning of period	216,958	-
Cash, end of period	$ 252,259	$ 5,000
Supplemental cash flow information		
Cash paid for interest during the period	$ -	$ -
Cash paid for income taxes during the period	$ -	$ -

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

1. Nature and Continuance of Operations

Moonbound Mining Ltd. (the "Company") was incorporated as a private company pursuant to the provisions of the British Columbia *Business Corporations Act* on July 30, 2021. The Company's head office address is 2820 – 200 Granville Street, Vancouver, British Columbia V6C 1S4. The registered and records office address is 600 – 1090 West Georgia Street, Vancouver, British Columbia V6E 3V7.

The Company's principal business activities include the acquisition and exploration of mineral property assets. On October 13, 2021, the Company entered into an option agreement (the "Option Agreement") with Cloudbreak Discovery PLC and Cloudbreak Discovery (Canada) Ltd. (together with Cloudbreak Discovery PLC "Cloudbreak") whereby the Company will make an aggregate of $145,000 in cash payments, incur an aggregate of $700,000 in expenditures on the property and issue 2,700,000 common shares to Cloudbreak in exchange for Cloudbreak's 100% undivided legal and beneficial interest in the YAK Property (the "Property") located in the Northwest Mining District in British Columbia.

These condensed interim financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. Management recognizes that the Company will need to obtain additional financial resources in order to meet its planned business objectives. There are no assurances that the Company will be able to obtain additional financial resources and/or achieve positive cash flows or profitability. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern and to realize the carrying value of its assets and discharge its liabilities when due is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs.

These condensed interim financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these condensed interim financial statements. Such adjustments could be material.

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, including, the outbreaks of the coronavirus (COVID-19) pandemic, relations between NATO and Russian Federation regarding the situation in Ukraine, and potential economic global challenges such as the risk of the higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business.

2. Basis of Presentation

(a) Statement of compliance

These condensed interim financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34 Interim Financial Reporting. They do not include all of the information required for full annual financial statements and should be read in conjunction with the Company's audited financial statements for the period from incorporation on July 30, 2021 to April 30, 2022, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board. These condensed interim financial statements were authorized for issue in accordance with a resolution from the Board of Directors on December 14, 2022.

(b) Basis of presentation

These condensed interim financial statements have been prepared on the historical cost basis, except for certain financial instruments, which are measured at fair value. In addition, these condensed interim financial statements have been prepared under the accrual basis of accounting, except for cash flow information.

(c) Functional and presentation currency

These condensed interim financial statements are presented in Canadian dollars, which is also the functional currency of the Company.

3. Significant Accounting Policies

These condensed interim financial statements have been prepared on the basis of accounting policies and methods of computation consistent with those applied in the Company's audited financial statements for the period from incorporation on July 30, 2021 to April 30, 2022.

Accounting standard issued but not yet effective

International Accounting Standard ("IAS") 1 Presentation of Financial Statements

IAS 1 has been amended to clarify classification of liabilities as current or non-current. The amendments are effective for the years beginning on or after January 1, 2023. The amendment is expected to have no impact for the Company.

4. Critical Accounting Estimates and Judgments

The preparation of these condensed interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may vary from these estimates.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Accounting estimates will, by definition, seldom equal the actual results. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future years affected.

4. Critical Accounting Estimates and Judgments (continued)

Critical judgments in applying accounting policies

Critical accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments. Critical accounting judgments include, but are not limited to, the following:

<u>Going concern</u>

The assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. The Company is aware that material uncertainties exist related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

5. Exploration and Evaluation Asset

Option Agreement

The Company entered into the Option Agreement dated effective October 13, 2021 with Cloudbreak, pursuant to which Cloudbreak granted to the Company the option to acquire a 100% legal and beneficial interest in the Property from Cloudbreak (Note 1) by satisfying the following requirements:

(a) The Company paying an aggregate of $145,000 to Cloudbreak as follows:

- (i) $10,000 on October 13, 2021 (paid);
- (ii) $25,000 on April 13, 2022 (paid);
- (iii) $35,000 on or before the first anniversary of the Company completing a transaction that results in the Company's shareholders holding shares in a "reporting issuer" (as defined under applicable Canadian securities laws) that is listed on a recognized Canadian stock exchange (a "**Go Public Transaction**"); and
- (iv) $75,000 to Cloudbreak on or before the second anniversary of the Company completing a Go Public Transaction;

(b) The Company incurring an aggregate of $700,000 in mining work expenditures on the Property (or cash payments to Cloudbreak in lieu of all or any portion of such mining work expenditures) as follows:

- (i) $150,000 on or before the second anniversary of the Company completing a Go Public Transaction; and
- (ii) $550,000 on or before the third anniversary of the Company completing a Go Public Transaction; and

(c) The Company issuing an aggregate of 2,700,000 Common Shares to Cloudbreak as follows:

- (i) 700,000 Common Shares on October 13, 2021 (issued);
- (ii) 750,000 Common Shares on or before the first anniversary of the Company completing a Go Public Transaction; and
- (iii) 1,250,000 Common Shares on or before the second anniversary of the Company completing a Go Public Transaction.

(Unaudited - Expressed in Canadian Dollars)

5. Exploration and Evaluation Asset (continued)

The Option Agreement provides that the Company will be the operator of the Property during the option period. The Option Agreement also provides for the establishment of an area of mutual interest located up to and within three kilometres of the existing exterior boundaries of the Property, such that if a party acquires mineral interests within such area of mutual interest, the other party may elect to include such mineral interests as part of the Property for purposes of the Option Agreement.

At the exercise of the option, the Company will grant a 2% net smelter return (the "NSR") royalty to CloudBreak. The Company will have the right to purchase one-half (or 1%) of the NSR for $1,500,000.

During the period from July 30, 2021 to April 30, 2022, the Company issued 700,000 shares with a fair value of $35,000 and made $35,000 cash payments to Cloudbreak.

During the three months ended July 31, 2022, no additional expenditure was made to exploration and evaluation asset.

Exploration and evaluation asset costs are set out below:

Balance – July 30, 2021, date of incorporation	$	-
Addition		70,000
Balance – April 30, 2022 and July 31, 2022	$	70,000

6. Share Capital

(a) Authorized

Unlimited number of common shares without par value.

(b) Issued and outstanding

On July 30, 2021, the Company issued 500,000 shares at a price of $0.005 per share for proceeds of $2,500.

On August 6, 2021, the Company issued 250,000 shares at a price of $0.005 per share for proceeds of $1,250.

On September 9, 2021, the Company issued 6,000,000 units of the Company at a price of $0.05 per unit for aggregate gross proceeds of $300,000 (the "Offering"). Each unit is comprised of one common share of the Company and one common share purchase warrant. Each warrant is exercisable to acquire one common share at a price of $0.10 per share for a period of 5 years from the closing of the Offering. The common share purchase warrants are valued at $nil.

On October 13, 2021, the Company issued 700,000 shares for acquisition of exploration and evaluation assets (Note 5).

On May 19, 2022, the Company issued 185,000 shares at a price of $0.10 per share for proceeds of $18,500.

(Unaudited - Expressed in Canadian Dollars)

6. Share Capital (continued)

(b) Issued and outstanding (continued)

Common Share Purchase Warrants

Common share purchase warrant transactions and the number of common share purchase warrants outstanding are summarized below:

	Number of Warrants	Weighted Average Exercise Price $
Balance - July 30, 2021, date of incorporation	-	-
Issued	6,000,000	0.10
Balance – April 30, 2022 and July 31, 2022	6,000,000	0.10

Date of Expiry	Number of Warrants Outstanding	Exercise Price $
September 9, 2026	6,000,000	0.10

The weighted average remaining life of the common share purchase warrants as of July 31, 2022 is 4.11 years (April 30, 2022 – 4.36 years).

(c) Reserves

Special Warrants and Compensation Special Warrants

On May 19, 2022, the Company completed a private placement of 302,000 special warrants (each, a "Special Warrant) of the Company at a price of $0.10 per Special Warrant for gross proceeds of $30,200. In connection with the offering, the Company paid a total of $2,628 in cash commissions to the broker and issued a total of 200,000 compensation special warrants (each, a "Compensation Special Warrant"). Each Special Warrant and Compensation Special Warrant will be automatically exercised for one common share of the Company without additional consideration (a) at any time, at the discretion of the Company; (b) upon the issuance by a Canadian securities regulatory authority of a receipt for a final prospectus qualifying the issuance of the Common Shares upon conversion of the Special Warrants; or (c) on that date that is 18 months from the date of issuance of the Special Warrants.

As of July 31, 2022, $3,020 of the $30,200 gross proceeds is held back by the broker for potential deposit charge backs. This holdback is to be released after a 90-day period from the date of private placement.

7. Financial Instruments

Financial risk factors

The Company's risk exposures and the impact on the Company's condensed interim financial statements are summarized below.

Credit risk

Financial instruments that potentially subject the Company to a significant concentration of credit risk consists primarily of cash. The Company limits its exposure to credit loss by placing its cash with major financial institutions. The Company has minimal credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal period. The Company intends to settle these with funds from its positive working capital position. At July 31, 2022, the Company had a working capital of $248,245 (April 30, 2022 - $205,673).

Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. Interest earned on cash is at nominal interest rates, and therefore, the Company does not consider interest rate risk to be significant. The Company has no interest-bearing financial liabilities.

Foreign currency risk

As at July 31, 2022, the Company did not have any accounts in foreign currencies and considers foreign currency risk insignificant (April 30, 2022 - $nil).

8. Capital Management

Capital is comprised of the Company's shareholders' equity. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital. There were no changes in the Company's approach to capital management during the period, and there were no external restrictions.

9. Related Party Transactions

The Company's related parties include key management personnel and companies controlled and/or owned by officers and directors of the Company. Key management consists of the officers and directors who are responsible for planning, directing and controlling the activities of the Company. No compensations were paid and/or accrued to key management personnel during the three months ended July 31, 2022 (July 31, 2021 – $nil).

10. Subsequent Events

The Company is in the process of completing a non-offering final prospectus (the "Prospectus") for the purposes of the Company becoming a reporting issuer pursuant to applicable securities legislation in the Province of British Columbia. Upon the filing of the Prospectus, the Company is qualified to issue 502,000 common shares on a deemed conversion of the issued and outstanding 302,000 Special Warrants and 200,000 Compensation Special Warrants (Note 6).

The Company entered into loan agreements with three shareholders, including the Company's CEO and another director, effective on September 7, 2022 in the principal amount of $80,000 at an interest rate of 5% per annum. This loans are retractable by the lenders at any time, upon giving a demand notice. On December 12, 2022, the Company and each of the lenders entered into postponement of claim agreements under which the lenders agreed to postpone repayment under the loan agreements to the earlier of (1) the date which is 366 days following the filing of the Prospectus and (2) January 1, 2024. The Company is to utilize the funds in the pursuit of filing the Prospectus and executing exploration program.

SCHEDULE "B"

MANAGEMENT'S DISCUSSION AND ANALYSIS

MD&A for the periods ended April 30, 2022 and July 31, 2022.

(See MD&A attached.)

This management discussion and analysis ("MD&A") of Moonbound Mining Ltd. (the "Company", "we") is for the period from incorporation on July 30, 2021 to April 30, 2022, and is performed by management using information available as of December 14, 2022. We have prepared this MD&A with reference to National Instrument 51-102 *Continuous Disclosure Obligations* of the Canadian Securities Administrators. This MD&A should be read in conjunction with the Company's audited financial statements for the period ended April 30, 2022, and the related notes thereto. The Company's financial statements are prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board. This MD&A complements and supplements, but does not form part of, the Company's financial statements. All amounts are expressed in Canadian dollars, unless otherwise indicated.

Forward-Looking Statements

Certain statements contained in this MD&A may constitute forward-looking statements. These statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements and are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "propose", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors, as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement. The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of various risk factors.

The Company

Moonbound Mining Ltd. was incorporated as a private company pursuant to the provisions of the British Columbia *Business Corporations Act* (the "BCBCA") on July 30, 2021. The Company's head office address is 2820 – 200 Granville Street, Vancouver, British Columbia V6C 1S4. The registered and records office address is 600 – 1090 West Georgia Street, Vancouver, British Columbia V6E 3V7.

The Company's principal business activities include the acquisition and exploration of mineral resources properties in Canada. On October 13, 2021, the Company entered into an option agreement (the "Agreement") with Cloudbreak Discovery PLC and Cloudbreak Discovery (Canada) Ltd. (together with Cloudbreak Discovery PLC "Cloudbreak") whereby the Company was granted an option to acquire a 100% legal and beneficial interest in the YAK Property (the "Property) located in the Northwest Mining District of British Columbia by satisfying the following requirements: (a) the Company making an aggregate of $145,000 in cash payments; (b) the Company incurring an aggregate of $700,000 in expenditures on the property; (c) the Company issuing 2,700,000 common shares to Cloudbreak. At the exercise of the option, the Company will grant a 2% net smelter return (the "NSR") royalty to CloudBreak. The Company will have the right to purchase one-half (or 1%) of the NSR for $1,500,000. As of the date of this MD&A, the Company has issued 700,000 shares with a fair value of $35,000 and made $35,000 cash payments to Cloudbreak.

With respect to the Property, the Company presently has one current NI 43-101 report entitled "Technical Report on the Yak Property, Northwestern British Columbia, Canada" dated January 15, 2022. This report was prepared by James Hutter, P.Geo who is independent of the Company.

The Company currently has no producing mines and consequently no revenue or cash flow from operations. The Company's ability to continue as a going concern is dependent upon (1) the ability of the Company to obtain necessary financing to successfully complete the exploration and development of the Property and any other potential mineral properties; (2) the confirmation of economically recoverable reserves; and (3) future profitable production or on selling the project. It is the intention of the Company to obtain financing through access to public equity markets, debt and partnerships as sources of funding for its exploration expenditures and to meet ongoing working capital requirements.

YAK Property

The information in this MD&A with respect to the Property is derived from the NI 43-101 report "Technical Report on the Yak Property, Northwestern British Columbia, Canada" dated effective January 15, 2022.

Property location

The Property is centred at 59˚ 57' N latitude and -135˚ 19' W longitude (NAD-83 UTM Zone 8: 6646780mN 481745mE) on NTS map-sheets 104M14 (Figure 1).

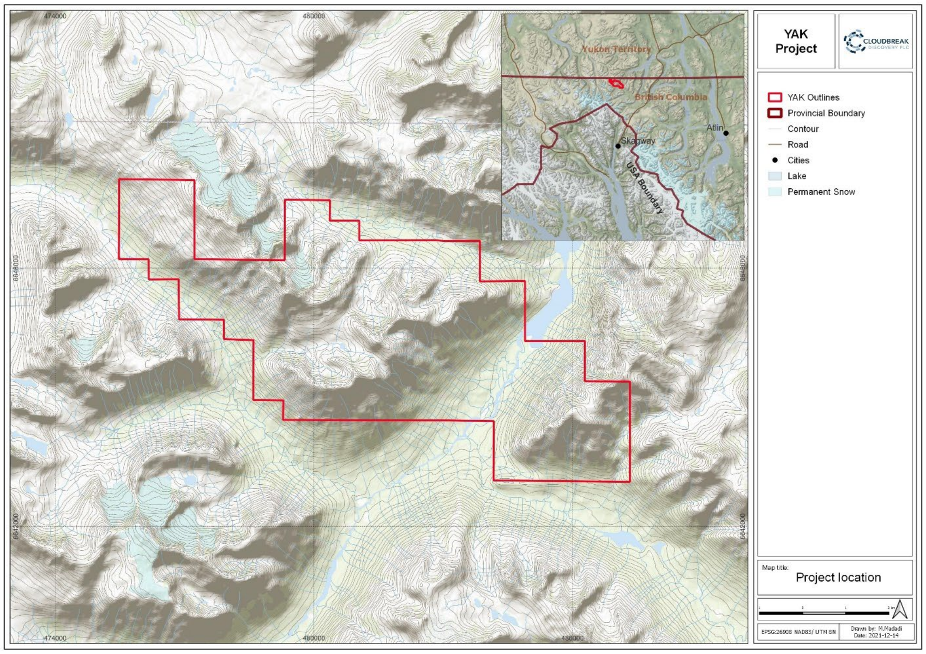

Figure 1. Location of the Yak Property.

Property Description

The Property consists of three contiguous mineral claims which cover 4,020.7 hectares (40.20 km^2) of the Northwest Mining District of BC (Table 1 & Figure 2). The mineral claims associated with the Property are in good standing with an anniversary date on the claims of January 29, 2026.

Table 1: Tenure Data.

Tenure Number	Type	Status	Owner	Area (Hectares)	Date of Registration	Expiration Date
1083715	Claim	Active	Cloudbreak Discovery (Canada) Ltd	1,393.9354	2021-08-16	2026-01-29
1083716	Claim	Active	Cloudbreak Discovery (Canada) Ltd	1,621.1880	2021-08-16	2026-01-29
1083717	Claim	Active	Cloudbreak Discovery (Canada) Ltd	1,005.6528	2021-08-16	2026-01-29

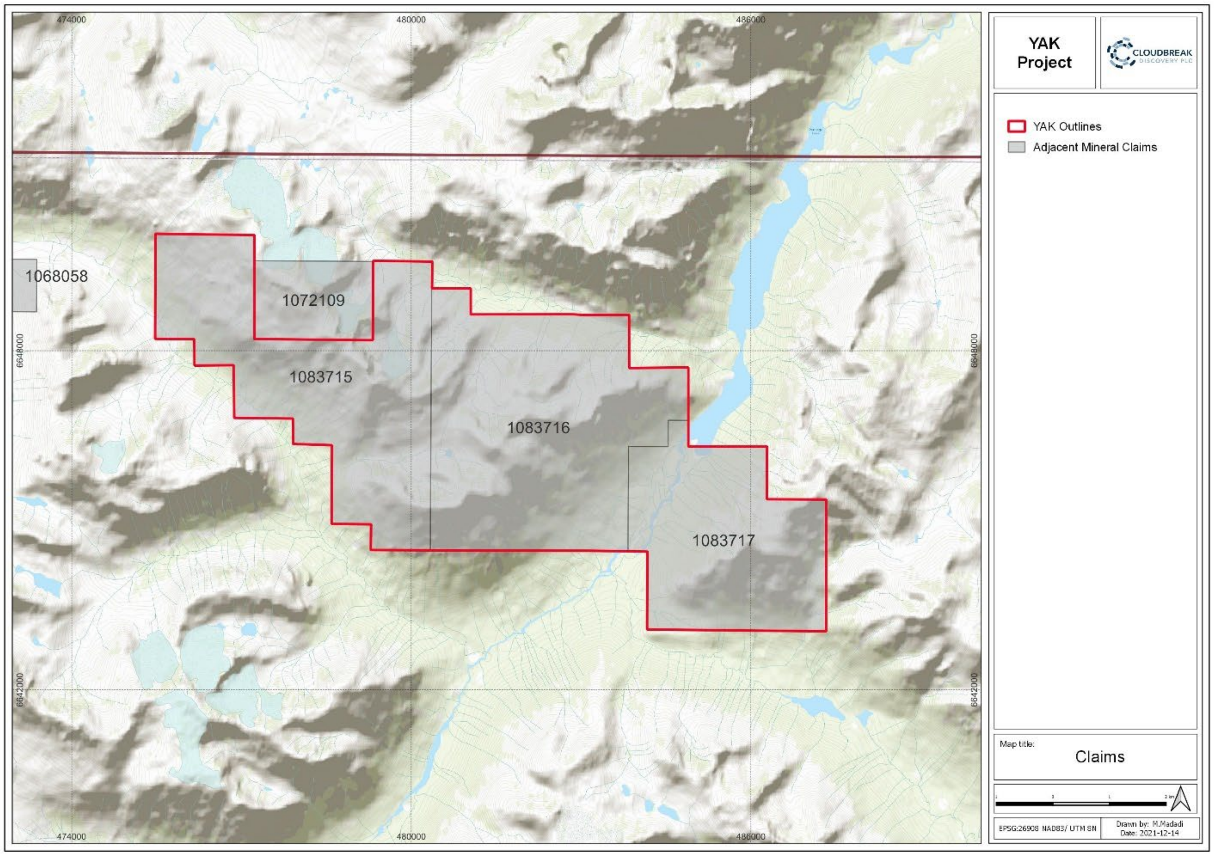

Figure 2. Mineral Tenure Map of the Yak Property.

Ownership

Claim data is summarized in Table 1. All claims were acquired through Mineral Titles Online and cover cells whose boundaries are defined by latitudes and longitudes; the cells form a seamless grid without overlap (Figure 2). The Property has not been legally surveyed to date and no requirement to do so has existed.

All claims are registered to Cloudbreak Discovery (Canada) Ltd. Cloudbreak vended the Property to the Company pursuant to the Agreement on October 13, 2021.

There are no known environmental liabilities on the Property, and the author of the technical report stated no observation of any residual disturbances on the Property that may be of concern.

Exploration

Cloudbreak, as the vendor of the Property, completed a mapping and sampling program on September 22, 2021. Mapping and prospecting was done with the intent of confirming the mineralization and grades identified in the Minfile and assessment reports. Unfortunately, snow cover on the Property was greater than anticipated, particularly at higher elevations, where the occurrences have previously been observed.

A total of 15 samples were collected by Cloudbreak geologists and consultants from Hardline Exploration. Samples were transported to ALS Minerals in North Vancouver and analyzed using 33 element four acid ICP-AES. Analytical results for all samples showing select elements of interest are provided in Table 2.

Table 2: Sample Results – Yak 2021

Sample_ID	Easting	Northing	Elev (m)	Type	Gold Au_ppm	Silver Ag_ppm	Copper Cu_ppm	Lead Pb_ppm	Zinc Zn_ppm
58276	479810	6648819	1423	FLOAT	0.006	1.3	8	10	33
58279	479699	6648481	1504	FLOAT	0.003	0.25	2	5	117
58280	479698	6648303	1508	FLOAT	0.0005	0.25	6	6	27
58281	479846	6648801	1420	FLOAT	0.0005	2.4	75	48	41
58299	479621	6648602	1535	FLOAT	0.0005	0.25	21	19	71
C00178801	480011.6	6648878	1417	FLOAT	0.002	0.25	1	13	26
C00178803	480148.7	6648577	1603	FLOAT	0.002	0.25	1	9	18
C00178804	480209.6	6648537	1639	FLOAT	0.938	342	7	117	32
C00178805	480115.1	6648403	1706	FLOAT	0.035	1	1	45	51
C00178806	480140	6648440	1692	FLOAT	0.006	0.25	1	40	17
C00178807	480228	6648514	1650	FLOAT	0.007	0.5	18	17	60
C00178808	480006.3	6648774	1448	FLOAT	0.016	5.1	3	5	34
58277	479584	6648596	1554	OUTCROP	0.0005	0.25	1	20	41
58278	479581	6648490	1569	OUTCROP	0.0005	0.25	2	22	83
C00178802	480099.5	6648632	1544	OUTCROP	0.003	0.25	1	16	36

The Company has not conducted any sampling on the Property as at the date of this MD&A.

Outlook

The Property lies within a region of British Columbia with a long history of exploration and mining since early 1900's and is underlain by geology favourable for hosting both polymetallic vein and epithermal deposits.

The 2021 work provided the first look at the area in many years and was successful in confirming mineralization style and grades identified in historic reports. The Property warrants follow-up work to determine the extent of the mineralization observed at surface.

The NI 43-101 report makes a recommendation of a systematic program of mapping and sampling to delineate lithologies, alteration and mineralization, to start to put together the Property-scale exploration potential and areas for more detailed work. This can be achieved through a 15-day, heli-supported, mapping and prospecting program made up of a team of two geologists and two samplers. The total budget for the recommended program is $124,850, as broken down below.

Description	**Estimated Cost**
Crew	$ 17,750
Camp	12,200
Field Consumables	1,200
Sat phones. Radios, etc.	700
Helicopter	35,000
Truck	2,450
Travel	9,100
Assays	24,500
Shipping	600
Reporting	10,000
10% Contingency	11,350
Total	**$ 124,850**

The Company has not adopted a date and/or plan to implement this recommended program as at the date of this MD&A.

Results of Operations

At April 30, 2022, the Company had no continuing source of operating revenues and related expenditures.

The Company recorded a net loss of $50,111 for the three-month period ended April 30, 2022.

The net loss for the period from July 30, 2021 (date of incorporation) to April 30, 2022 is $63,077. The net loss for the period is primarily attributable to costs relating to professional fees such as legal and audit expenses. The Company also incurred $28,015 for geological consulting expenses.

Summary of Quarterly Financial Results

The following is a summary of selected financial information compiled from the quarterly interim unaudited financial statements:

Period	Net loss for the period	Loss per share
October 31, 2021	$ (3,102)	$ (0.00)
January 31, 2022	$ (9,864)	$ (0.00)
April 30, 2022	$ (50,111)	$ (0.01)

The Company was incorporated on July 30, 2021 and, as such, does not have eight quarters to report.

The variability of the net loss during the most recent quarter is mainly due to significant expenses related to audit fees and the geological consulting expenses.

Due to limited historical activity in the Company, and its recent increase professional fees and consulting fees, no trends have been noted in reviewing the summary of selected financial information for the three quarters ended April 30, 2022.

The Company has not earned any revenue in the period ended April 30, 2022.

Liquidity and Capital Resources

The Company has financed its operations to date through the issuance of common shares. The Company continues to seek capital through various means, including the issuance of equity and/or debt.

As at April 30, 2022, the Company had cash on hand of $216,958 to meet its obligations of $12,500.

Subsequent to April 30, 2022, the Company completed a private placement where 185,000 common shares were sold at $0.10 per share for gross proceeds of $18,500.

On May 19, 2022, the Company completed a private placement of 302,000 special warrants (each, a "Special Warrant) of the Company at a price of $0.10 per Special Warrant for gross proceeds of $30,200. In connection with the offering, the Company paid a total of $2,628 in cash commissions to the broker and issued a total of 200,000 compensation special warrants (each, a "Compensation Special Warrant"). Each Special Warrant and Compensation Special Warrant will be automatically exercised for one common share of the Company without additional consideration (a) at any time, at the discretion of the Company; (b) upon the issuance by a Canadian securities regulatory authority of a receipt for a final prospectus qualifying the issuance of the Common Shares upon conversion of the Special Warrants; or (c) on that date that is 18 months from the date of issuance of the Special Warrants.

The Company is in the process of completing a non-offering final prospectus (the "Prospectus") for the purposes of the Company becoming a reporting issuer pursuant to applicable securities legislation in the Province of British Columbia. Upon the filing of the Prospectus, the Company is qualified to issue 502,000 common shares on a deemed conversion of the issued and outstanding 302,000 Special Warrants and 200,000 Compensation Special Warrants. Each of the Special Warrants and Compensation Special Warrants will be deemed converted and exchanged, without payment of any additional consideration and without any further action by the holder, for one Common Share, on the date that a receipt for a final prospectus qualifying the distribution of the Qualified Securities is issued.

The Company entered into loan agreements with three shareholders, including the Company's CEO and another director, effective on September 7, 2022 in the principal amount of $80,000 at an interest rate of 5% per annum. This loans are retractable by the lenders at any time, upon giving a demand notice. On December 12, 2022, the Company and each of the lenders entered into postponement of claim agreements under which the lenders agreed to postpone repayment under the loan agreements to the earlier of (1) the date which is 366 days following the filing of the Prospectus and (2) January 1, 2024. The Company is to utilize the funds in the pursuit of filing the Prospectus and executing exploration program.

Outstanding Share Data

As of the date of this MD&A, 7,635,000 common shares were issued and outstanding (April 30, 2022 – 7,450,000). The outstanding securities have been summarized in the following table.

	As at the date of this MD&A	As at April 30, 2022
Common shares issued and outstanding	7,635,000	7,450,000
Common share purchase warrants	6,000,000	6,000,000
Special warrants	302,000	-
Compensation special warrants	200,000	-

Related Party Transactions

The Company's related parties include key management personnel and companies controlled and/or owned by officers and directors of the Company. Key management consists of the officers and directors who are responsible for planning, directing and controlling the activities of the Company. During the period from incorporation on July 30, 2021 to April 30, 2022, key management personnel compensation was $nil.

As at April 30, 2022, $2,500 is owed to the chief executive officer of the Company for reimbursements of expenses in the normal course of business. The amount is unsecured, non-interest bearing and payable on demand.

Off-Balance Sheet Arrangements

The Company has not had any off-balance sheet arrangements from the date of its incorporation to the date of this MD&A.

Proposed Transactions

There are at present no transactions outstanding that have been proposed but not approved by either the Company or regulatory authorities.

Liquidity and Capital Management

As at April 30, 2022, the Company had net working capital of $205,673 comprised of cash, GST receivable, accounts payable and accrued liabilities and due to a related party. This included accounts payable and accrued liabilities of $12,500 and cash of $216,958. As a result, the Company is not exposed to the liquidity risk, and has sufficient funds to meet its ongoing obligations. The Company does not generate revenue from operations and any significant improvements in working capital would result from the issuance of share capital.

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the exploration of the Property and acquisition of other potential mineral properties. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

Financial Instruments

The Company's financial instruments, consisting of cash, accrued liabilities and due to a related party, approximate fair values due to the relatively short-term maturities of these instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Risks and Uncertainties

The Company is in the business of exploring and developing mineral properties, which is a highly speculative endeavour and subject to significant risks. Risk factors include, but are not limited to the followings.

Limited Operating History

The Company has no history of earnings. There are no known commercial quantities of mineral reserves on any properties optioned by the Company. There is no guarantee that economic quantities of mineral reserves will be discovered on the Property by the Company in the near future or at all. If the Company does not generate revenue, it may be unable to sustain its operations in which case it may become insolvent and investors may lose their investment.

Uncertain Liquidity and Capital Resources

The Company may need to raise additional capital by way of an offering of equity securities, an offering of debt securities, or by obtaining financing through a bank or other entity. In particular, the Company may not have sufficient funds to complete the recommended exploration program on the Property. The Company has not established a limit as to the amount of debt it may incur nor has it adopted a ratio of its equity to debt allowance. If the Company needs to obtain additional financing, there is no assurance that financing will be available from any source, that it will be available on terms acceptable to the Company, or that any future offering of securities will be successful. If additional funds are raised through the issuance of equity securities, there may be a significant dilution in the value of the Company's common shares. The Company could suffer adverse consequences if it is unable to obtain additional capital which would cast substantial doubt on its ability to continue its operations and growth.

Dilution

Common Shares, including rights, warrants, special warrants, subscription receipts and other securities to purchase, to convert into or to exchange into common shares, may be created, issued, sold and delivered on such terms and conditions and at such times as the Board may determine. In addition, the Company will issue additional common shares from time to time pursuant to the options to purchase common shares issued from time to time by the Board. The issuance of these common shares will result in dilution to holders of Common Shares.

Speculative Nature of Mineral Exploration

Resource exploration is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital. There is no assurance that the Company's mineral exploration activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

Acquisition of Additional Mineral Properties

If the Company abandons the exploration and development of the Property, there is no assurance that it will be able to acquire another mineral property of merit or that such an acquisition would be approved by the securities exchange. There is also no guarantee that the securities exchange will approve the acquisition of any additional properties by the Company, whether by way of option or otherwise, should the Company wish to acquire any additional properties.

Mineral Deposits

The Property is in the exploration stage only and is without known mineral resources or reserves which could constitute deposits. Development of this Property would follow only if favourable exploration results are obtained. The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

Permits and Government Regulations

The future operations of the Company may require permits from various federal, provincial and local governmental authorities and will be governed by laws and regulations governing prospecting, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental protections, mine safety and other matters. There can be no guarantee that the Company will be able to obtain all necessary permits and approvals that may be required to undertake exploration activity or commence construction or operation of mine facilities on the Property.

Environmental and Safety Regulations and Risks

Environmental laws and regulations may affect the operations of the Company. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. The permission to operate can be withdrawn temporarily where there is evidence of serious breaches of health and safety standards, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations. In all major developments, the Company generally relies on recognized designers and development contractors from which the Company will, in the first instance, seek indemnities. The Company intends to minimize risks by taking steps to ensure compliance with environmental, health and safety laws and regulations and operating to applicable environmental standards. There is a risk that environmental laws and regulations may become more onerous, making the Company's operations more expensive.

Key Person Insurance

The Company does not maintain key person insurance on any of its directors or officers, and as result the Company would bear the full loss and expense of hiring and replacing any director or officer in the event the loss of any such persons by their resignation, retirement, incapacity, or death, as well as any loss of business opportunity or other costs suffered by the Company from such loss of any director or officer.

Mineral Titles

The Company is satisfied that evidence of title to the Property is adequate and acceptable by prevailing industry standards with respect to the current stage of exploration on the Property. The Company may face challenges to the title of the Property or subsequent properties it may acquire, which may prove to be costly to defend or could impair the advancement of the Company's business plan.

Loss of Interest in Properties

The Company's ability to maintain an interest in the properties owned by the Company will be dependent on its ability to raise additional funds by equity financing. Failure to obtain additional financing may result in the Company being unable to make the periodic payments required to keep the Property in good standing and could result in the delay or postponement of further exploration and or the partial or total loss of the Company's interest in the properties transferred to or optioned by the Company.

Failure to obtain additional financing may result in the Company being unable to complete the required work required to keep the Property interests in good standing and could result in the delay or postponement of further exploration and or the partial or total loss of the Company's interest in the Property.

Option Agreement Obligations

The Option Agreement provides that the Company must fulfil certain option obligations over specified time periods in order to earn an interest in the properties that are the subject of the agreement. If the Company fails to fulfil these obligations in a timely fashion, the Company could lose its interest in the Property.

First Nations Title

The Property or other properties owned or optioned by the Company may in the future be the subject of First Nations land claims. The legal nature of First Nations land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in the properties optioned or owned by the Company cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of First Nations rights in the area in which the properties optioned or purchased by the Company are located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company may at some point be required to negotiate with First Nations in order to facilitate exploration and development work on the properties optioned or owned by the Company. The Supreme Court of Canada's 2014 decision in *Tilhqot'in Nation v. British Columbia* marked the first time in Canadian history that a court has declared First Nations title to lands outside of a reserve. The Company is not aware of any First Nations land claims having been asserted or any legal actions relating to first nation issues having been instituted with respect to any of the land which is covered by the Property.

Fluctuating Mineral Prices

The Company's revenues in the future, if any, are expected to be in large part derived from the extraction and sale of minerals, which in turn depend on the results of the Company's exploration on these properties and whether development will be commercially viable or even possible. Factors beyond the control of the Company may affect the marketability of the commodities discovered, if any. Commodity prices have fluctuated widely, particularly in recent years. Consequently, the economic viability of any of the Company's exploration projects cannot be accurately predicted and may be adversely affected by fluctuations in mineral prices.

Competition

The mining industry is intensely competitive in all its phases. The Company competes for the acquisition of mineral properties, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees with many companies possessing greater financial resources and technical facilities than the Company. The competition in the mineral exploration and development business could have an adverse effect on the Company's ability to hire or maintain experienced and expert personnel or acquire suitable properties or prospects for mineral exploration in the future.

Management

The success of the Company is currently largely dependent on the performance of its directors and officers. The loss of the services of any of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its directors, officers or other qualified personnel required to operate its business.

Financing Risks

The Company has no history of significant earnings and, due to the nature of its business, there can be no assurance that the Company will be profitable. The Company has paid no dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is through the sale of its securities. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists on the properties owned by the Company. While the Company may generate additional working capital through further equity offerings or through the sale or possible syndication of the Property, there is no assurance that any such funds will be available. At present it is impossible to determine what amounts of additional funds, if any, may be required.

Going Concern and Requirement to Generate Cash Flow for Financial Obligations

While the information in this Prospectus has been prepared in accordance with IFRS on a going concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future, there are conditions and events that cast significant doubt on the validity of this presumption. The Company's ability to continue as a going concern is dependent upon achieving profitable operations and upon obtaining additional financing. While the Company is making its best efforts in this regard, the outcome of these matters cannot be predicted at this time. The Company's ability to generate sufficient cash flow from operations to make scheduled payments to its contractors, service providers and merchants will depend on future financial performance, which will be affected by a range of economic, competitive, regulatory, legislative and business factors, many of which are outside of its control. If the Company does not generate sufficient cash flow from operations to satisfy its contractual obligations, it may have to undertake alternative financing plans. The Company's inability to generate sufficient cash flow from operations or undertake alternative financing plans would have an adverse effect on its business, financial condition and results or operations, as well as its ability to satisfy its contractual obligations. Any failure to meet its financial obligations could result in termination of key contracts, which could harm the Company's ability to provide its products and services.

Negative Cash Flows from Operations

For the period ended April 30, 2022, the Company sustained net losses from operations of $63,077 and had negative cash flow from operating activities of $51,792. The Company continues to have negative operating cash flow. It is highly likely the Company may have negative cash flow in any future period and as a result, the Company will need to use available cash, including proceeds to fund any such negative cash flow.

Resale of Common Shares

The continued operation of the Company will be dependent upon its ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained. If the Company is unable to generate such revenues or obtain such additional financing, any investment in the Company may be lost. In such event, the probability of resale of the Common Shares purchased would be diminished.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the common shares will be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. If an active public market for the common shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the initial purchase price.

COVID-19

In March 2020, there was a global outbreak of coronavirus (COVID-19). The actual and threatened spread of the virus globally has had a material adverse effect on the global economy and, specifically, the regional economies in which the Company operates. The pandemic could continue to have a negative impact on the stock market, including trading prices of the Company's shares and its ability to raise new capital. These factors, among others, could have a significant impact on the Company's operations.

Other Risks

The level of demand for the Company's exploration is increasingly affected by regional and global demographic and macroeconomic conditions, including population growth rates and changes in standards of living. A significant downturn in global economic growth, or recessionary conditions in major geographic regions, may lead to reduced demand for commodities, which could adversely affect the Company's business and results of operations.

Additionally, weak global economic conditions and turmoil in global financial markets, including constraints on the availability of credit, have in the past adversely affected, and may in the future continue to adversely affect, the financial condition and creditworthiness of some of the Company's customers, suppliers and other counterparties, which in turn may negatively impact the Company's business. Any deterioration in economic conditions due to the current coronavirus concerns could negatively impact the Company's exploration.

Conflicts of Interest

The Company's directors and officers may serve as directors or officers, or may be associated with other reporting companies, or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding on terms with respect to the transaction. If a conflict of interest arises, the Company will follow the provisions of the BCBCA in dealing with conflicts of interest. These provisions state that where a director has such a conflict, that director must, at a meeting of the Company's directors, disclose his or her interest and refrain from voting on the matter unless otherwise permitted by the BCBCA. In accordance with the laws of the province of British Columbia, the directors and officers of the Company are required to act honestly, in good faith, and in the best interest of the Company.

Critical Accounting Estimates

The Company's significant accounting policies are summarized in Note 3 to the audited financial statements for the period ended April 30, 2022.

Future Changes in Accounting Policies

The following standards have been issued but are not yet effective:

International Accounting Standard ("IAS") 1 Presentation of Financial Statements

IAS 1 has been amended to clarify classification of liabilities as current or non-current. The amendments are effective for the years beginning on or after January 1, 2023. The amendment is expected to have no impact for the Company.

Additional Information

For further detail, see the Company's audited financial statements for the period ended April 30, 2022. Additional information about the Company can also be found on SEDAR at www.sedar.com.

This management discussion and analysis ("MD&A") of Moonbound Mining Ltd. (the "Company", "we") is for the three months ended July 31, 2022, and is performed by management using information available as of December 14, 2022. We have prepared this MD&A with reference to National Instrument 51-102 *Continuous Disclosure Obligations* of the Canadian Securities Administrators. This MD&A should be read in conjunction with the Company's condensed interim financial statements for the period ended July 31, 2022 and audited financial statements for the period ended April 30, 2022, and the related notes thereto. The Company's condensed interim financial statements are prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board. This MD&A complements and supplements, but does not form part of, the Company's condensed interim financial statements. All amounts are expressed in Canadian dollars, unless otherwise indicated.

Forward-Looking Statements

Certain statements contained in this MD&A may constitute forward-looking statements. These statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements and are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "propose", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors, as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement. The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of various risk factors.

The Company

Moonbound Mining Ltd. was incorporated as a private company pursuant to the provisions of the British Columbia *Business Corporations Act* (the "BCBCA") on July 30, 2021. The Company's head office address is 2820 – 200 Granville Street, Vancouver, British Columbia V6C 1S4. The registered and records office address is 600 – 1090 West Georgia Street, Vancouver, British Columbia V6E 3V7.

The Company's principal business activities include the acquisition and exploration of mineral resources properties in Canada. On October 13, 2021, the Company entered into an option agreement (the "Option Agreement") with Cloudbreak Discovery PLC and Cloudbreak Discovery (Canada) Ltd. (together with Cloudbreak Discovery PLC "Cloudbreak") whereby the Company was granted an option to acquire a 100% legal and beneficial interest in the YAK Property (the "Property) located in the Northwest Mining District of British Columbia by satisfying the following requirements: (a) the Company making an aggregate of $145,000 in cash payments; (b) the Company incurring an aggregate of $700,000 in expenditures on the property; (c) the Company issuing 2,700,000 common shares to Cloudbreak. At the exercise of the option, the Company will grant a 2% net smelter return (the "NSR") royalty to CloudBreak. The Company will have the right to purchase one-half (or 1%) of the NSR for $1,500,000. As of the date of this MD&A, the Company has issued 700,000 shares with a fair value of $35,000 and made $35,000 cash payments to Cloudbreak.

With respect to the Property, the Company presently has one current NI 43-101 report entitled "Technical Report on the Yak Property, Northwestern British Columbia, Canada" dated January 15, 2022. This report was prepared by James Hutter, P.Geo who is independent of the Company.

The Company currently has no producing mines and consequently no revenue or cash flow from operations. The Company's ability to continue as a going concern is dependent upon (1) the ability of the Company to obtain necessary financing to successfully complete the exploration and development of the Property and any other potential mineral properties; (2) the confirmation of economically recoverable reserves; and (3) future profitable production or on selling the project. It is the intention of the Company to obtain financing through access to public equity markets, debt and partnerships as sources of funding for its exploration expenditures and to meet ongoing working capital requirements.

YAK Property

The information in this MD&A with respect to the Property is derived from the NI 43-101 report "Technical Report on the Yak Property, Northwestern British Columbia, Canada" dated effective January 15, 2022.

Property location

The Property is centred at 59˚ 57' N latitude and -135˚ 19' W longitude (NAD-83 UTM Zone 8: 6646780mN 481745mE) on NTS map-sheets 104M14 (Figure 1).

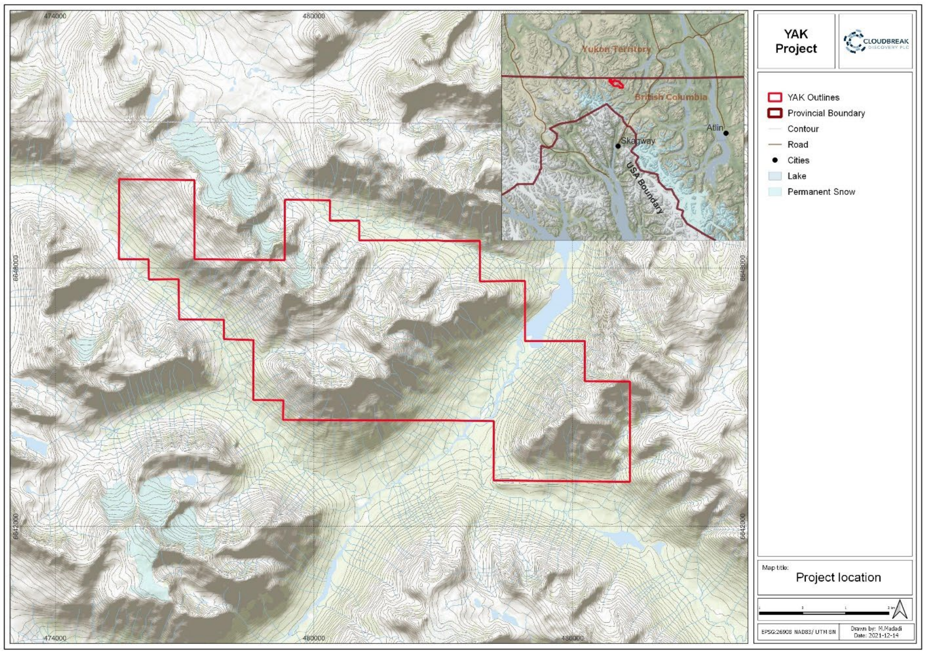

Figure 1. Location of the Yak Property.

Property Description

The Property consists of three contiguous mineral claims which cover 4,020.7 hectares (40.20 km^2) of the Northwest Mining District of BC (Table 1 & Figure 2). The mineral claims associated with the Property are in good standing with an anniversary date on the claims of January 29, 2026.

Table 1: Tenure Data.

Tenure Number	Type	Status	Owner	Area (Hectares)	Date of Registration	Expiration Date
1083715	Claim	Active	Cloudbreak Discovery (Canada) Ltd	1,393.9354	2021-08-16	2026-01-29
1083716	Claim	Active	Cloudbreak Discovery (Canada) Ltd	1,621.1880	2021-08-16	2026-01-29
1083717	Claim	Active	Cloudbreak Discovery (Canada) Ltd	1,005.6528	2021-08-16	2026-01-29

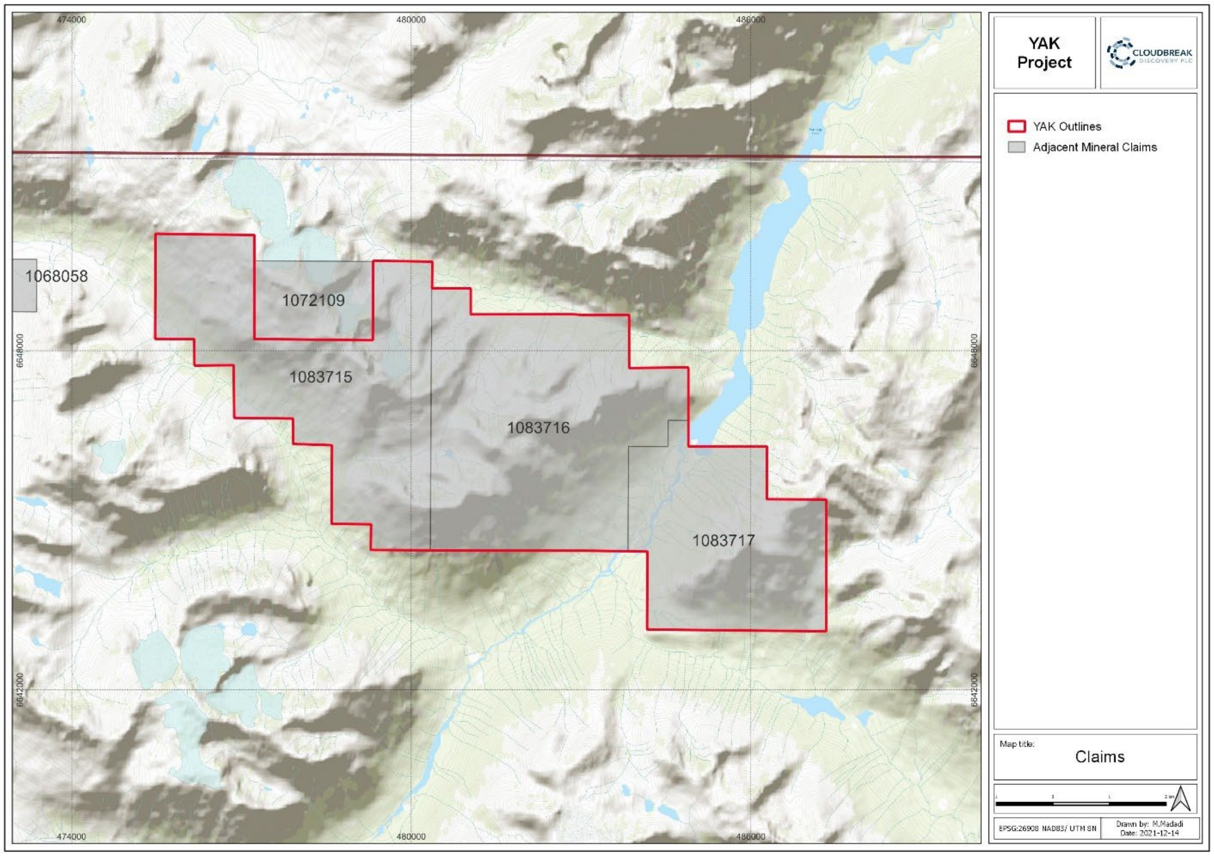

Figure 2. Mineral Tenure Map of the Yak Property.

Ownership

Claim data is summarized in Table 1. All claims were acquired through Mineral Titles Online and cover cells whose boundaries are defined by latitudes and longitudes; the cells form a seamless grid without overlap (Figure 2). The Property has not been legally surveyed to date and no requirement to do so has existed.

All claims are registered to Cloudbreak Discovery (Canada) Ltd. Cloudbreak vended the Property to the Company pursuant to the Option Agreement on October 13, 2021.

There are no known environmental liabilities on the Property, and the author of the technical report stated no observation of any residual disturbances on the Property that may be of concern.

Exploration

Cloudbreak, as the vendor of the Property, completed a mapping and sampling program on September 22, 2021. Mapping and prospecting was done with the intent of confirming the mineralization and grades identified in the Minfile and assessment reports. Unfortunately, snow cover on the Property was greater than anticipated, particularly at higher elevations, where the occurrences have previously been observed.

A total of 15 samples were collected by Cloudbreak geologists and consultants from Hardline Exploration. Samples were transported to ALS Minerals in North Vancouver and analyzed using 33 element four acid ICP-AES. Analytical results for all samples showing select elements of interest are provided in Table 2.

Table 2: Sample Results – Yak 2021

Sample_ID	Easting	Northing	Elev (m)	Type	Gold Au_ppm	Silver Ag_ppm	Copper Cu_ppm	Lead Pb_ppm	Zinc Zn_ppm
58276	479810	6648819	1423	FLOAT	0.006	1.3	8	10	33
58279	479699	6648481	1504	FLOAT	0.003	0.25	2	5	117
58280	479698	6648303	1508	FLOAT	0.0005	0.25	6	6	27
58281	479846	6648801	1420	FLOAT	0.0005	2.4	75	48	41
58299	479621	6648602	1535	FLOAT	0.0005	0.25	21	19	71
C00178801	480011.6	6648878	1417	FLOAT	0.002	0.25	1	13	26
C00178803	480148.7	6648577	1603	FLOAT	0.002	0.25	1	9	18
C00178804	480209.6	6648537	1639	FLOAT	0.938	342	7	117	32
C00178805	480115.1	6648403	1706	FLOAT	0.035	1	1	45	51
C00178806	480140	6648440	1692	FLOAT	0.006	0.25	1	40	17
C00178807	480228	6648514	1650	FLOAT	0.007	0.5	18	17	60
C00178808	480006.3	6648774	1448	FLOAT	0.016	5.1	3	5	34
58277	479584	6648596	1554	OUTCROP	0.0005	0.25	1	20	41
58278	479581	6648490	1569	OUTCROP	0.0005	0.25	2	22	83
C00178802	480099.5	6648632	1544	OUTCROP	0.003	0.25	1	16	36

The Company has not conducted any sampling on the Property as at the date of this MD&A.

Outlook

The Property lies within a region of British Columbia with a long history of exploration and mining since early 1900's and is underlain by geology favourable for hosting both polymetallic vein and epithermal deposits.

The 2021 work provided the first look at the area in many years and was successful in confirming mineralization style and grades identified in historic reports. The Property warrants follow-up work to determine the extent of the mineralization observed at surface.

The NI 43-101 report makes a recommendation of a systematic program of mapping and sampling to delineate lithologies, alteration and mineralization, to start to put together the Property-scale exploration potential and areas for more detailed work. This can be achieved through a 15-day, heli-supported, mapping and prospecting program made up of a team of two geologists and two samplers. The total budget for the recommended program is $124,850, as broken down below.

Description	Estimated Cost
Crew	$ 17,750
Camp	12,200
Field consumables	1,200
Sat phones. radios, etc.	700
Helicopter	35,000
Truck	2,450
Travel	9,100
Assays	24,500
Shipping	600
Reporting	10,000
10% contingency	11,350
Total	**$ 124,850**

The Company has not adopted a date and/or plan to implement this recommended program as at the date of this MD&A.

Results of Operations

At July 31, 2022, the Company had no continuing source of operating revenues and related expenditures.

The Company recorded a net loss of $3,500 for the three-month period ended July 31, 2022. In comparison, during the period from incorporation on July 30, 2021 to July 31, 2021 there was $nil expenses due to the Company not yet actively operating. The net loss for the period is primarily attributable to costs relating to consulting expenses.

Summary of Quarterly Financial Results

The following is a summary of selected financial information compiled from the quarterly interim unaudited financial statements:

Period	Net loss for the period		Loss per share
July 31, 2021	$	-	$ -
October 31, 2021	$	(3,102)	$ (0.00)
January 31, 2022	$	(9,864)	$ (0.00)
April 30, 2022	$	(50,111)	$ (0.01)
July 31, 2022	$	(3,500)	$ (0.00)

The Company was incorporated on July 30, 2021 and, as such, does not have eight quarters to report.

The variability of the net loss during the most recent quarter is mainly due to significant expenses related to audit fees and the geological consulting expenses.

Due to limited historical activity in the Company, and its recent increase professional fees and consulting fees, no trends have been noted in reviewing the summary of selected financial information for the four quarters ended July 31, 2022.

The Company has not earned any revenue in the period ended July 31, 2022 (2021 - $nil).

Liquidity and Capital Resources

The Company has financed its operations to date through the issuance of common shares. The Company continues to seek capital through various means, including the issuance of equity and/or debt.

As at July 31, 2022, the Company had cash on hand of $252,259 (April 30, 2022 - $216,958) to meet its obligations of $8,649 (April 30, 2022 - $12,500). The Company's obligations are comprised of accounts payable and accrued liabilities.

During the three months ended July 31, 2022, the Company operating activities used $7,751 (2021 – provided $2,500) of cash. The Company had a loss of $3,500 (2021 - $nil) from operations. The Company had changes in non-cash working capital items totaling $4,251 (2021 - $2,500) that were deducted from to the loss. The change in cash from operations between periods was impacted by the loss for the period as well as the changes in non-cash working capital items.

During the three months ended July 31, 2022 and 2021, the Company received cash proceeds of $18,500 (2021 - $2,500) from the private placement. It also received proceeds from special warrants issuance for $24,552 (2021 – $nil).

Subsequent to July 31, 2022, the Company is in the process of completing a non-offering final prospectus (the "Prospectus") for the purposes of the Company becoming a reporting issuer pursuant to applicable securities legislation in the Province of British Columbia. Upon the filing of the Prospectus, the Company is qualified to issue 502,000 common shares on a deemed conversion of the issued and outstanding 302,000 Special Warrants and 200,000 Compensation Special Warrants. Each of the Special Warrants and Compensation Special Warrants will be deemed converted and exchanged, without payment of any additional consideration and without any further action by the holder, for one Common Share, on the date that a receipt for a final prospectus qualifying the distribution of the Qualified Securities is issued

The Company entered into loan agreements with three shareholders, including the Company's CEO and another director, effective on September 7, 2022 in the principal amount of $80,000 at an interest rate of 5% per annum. This loans are retractable by the lenders at any time, upon giving a demand notice. On December 12, 2022, the Company and each of the lenders entered into postponement of claim agreements under which the lenders agreed to postpone repayment under the loan agreements to the earlier of (1) the date which is 366 days following the filing of the Prospectus and (2) January 1, 2024. The Company is to utilize the funds in the pursuit of filing the Prospectus and executing exploration program.

Outstanding Share Data

As of the date of this MD&A, 7,635,000 common shares were issued and outstanding (July 31, 2022 – 7,635,000). The outstanding securities have been summarized in the following table.

	As at the date of this MD&A	As at July 31, 2022
Common shares issued and outstanding	7,635,000	7,635,000
Common share purchase warrants	6,000,000	6,000,000
Special warrants	302,000	302,000
Compensation special warrants	200,000	200,000

On May 19, 2022, the Company issued 185,000 shares at a price of $0.10 per share for proceeds of $18,500.

On May 19, 2022, the Company completed a private placement of 302,000 special warrants (each, a "Special Warrant) of the Company at a price of $0.10 per Special Warrant for gross proceeds of $30,200. In connection with the offering, the Company paid a total of $2,628 in cash commissions to the broker and issued a total of 200,000 compensation special warrants (each, a "Compensation Special Warrant"). Each Special Warrant and Compensation Special Warrant will be automatically exercised for one common share of the Company without additional consideration (a) at any time, at the discretion of the Company; (b) upon the issuance by a Canadian securities regulatory authority of a receipt for a final prospectus qualifying the issuance of the Common Shares upon conversion of the Special Warrants; or (c) on that date that is 18 months from the date of issuance of the Special Warrants.

Related Party Transactions

The Company's related parties include key management personnel and companies controlled and/or owned by officers and directors of the Company. Key management consists of the officers and directors who are responsible for planning, directing and controlling the activities of the Company. During the three months ended July 31, 2022, key management personnel compensation was $nil (2021 - $nil).

As at July 31, 2022, $nil (April 30, 2022 - $2,500) is owed to the chief executive officer of the Company for reimbursements of expenses in the normal course of business.

Off-Balance Sheet Arrangements

The Company has not had any off-balance sheet arrangements from the date of its incorporation to the date of this MD&A.

Proposed Transactions

There are at present no transactions outstanding that have been proposed but not approved by either the Company or regulatory authorities.

Liquidity and Capital Management

As at July 31, 2022, the Company had net working capital of $248,245 (April 30, 2022 - $205,673) comprised of cash, GST receivable and deposits, accounts payable and accrued liabilities. This included accounts payable and accrued liabilities of $8,649 (April 30, 2022 - $10,000) and cash of $252,259 (April 30, 2022 - $216,958). As a result, the Company is not exposed to the liquidity risk, and has sufficient funds to meet its ongoing obligations. The Company does not generate revenue from operations and any significant improvements in working capital would result from the issuance of share capital.

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the exploration of the Property and acquisition of other potential mineral properties. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

Financial Instruments

The Company's financial instruments, consisting of cash, accounts payable and accrued liabilities, approximate fair values due to the relatively short-term maturities of these instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Risks and Uncertainties

The Company is in the business of exploring and developing mineral properties, which is a highly speculative endeavour and subject to significant risks. Risk factors include, but are not limited to the followings.

Limited Operating History

The Company has no history of earnings. There are no known commercial quantities of mineral reserves on any properties optioned by the Company. There is no guarantee that economic quantities of mineral reserves will be discovered on the Property by the Company in the near future or at all. If the Company does not generate revenue, it may be unable to sustain its operations in which case it may become insolvent and investors may lose their investment.

Uncertain Liquidity and Capital Resources

The Company may need to raise additional capital by way of an offering of equity securities, an offering of debt securities, or by obtaining financing through a bank or other entity. In particular, the Company may not have sufficient funds to complete the recommended exploration program on the Property. The Company has not established a limit as to the amount of debt it may incur nor has it adopted a ratio of its equity to debt allowance. If the Company needs to obtain additional financing, there is no assurance that financing will be available from any source, that it will be available on terms acceptable to the Company, or that any future offering of securities will be successful. If additional funds are raised through the issuance of equity securities, there may be a significant dilution in the value of the Company's common shares. The Company could suffer adverse consequences if it is unable to obtain additional capital which would cast substantial doubt on its ability to continue its operations and growth.

Dilution

Common Shares, including rights, warrants, special warrants, subscription receipts and other securities to purchase, to convert into or to exchange into common shares, may be created, issued, sold and delivered on such terms and conditions and at such times as the Board may determine. In addition, the Company will issue additional common shares from time to time pursuant to the options to purchase common shares issued from time to time by the Board. The issuance of these common shares will result in dilution to holders of Common Shares.

Speculative Nature of Mineral Exploration

Resource exploration is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital. There is no assurance that the Company's mineral exploration activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

Acquisition of Additional Mineral Properties

If the Company abandons the exploration and development of the Property, there is no assurance that it will be able to acquire another mineral property of merit or that such an acquisition would be approved by the securities exchange. There is also no guarantee that the securities exchange will approve the acquisition of any additional properties by the Company, whether by way of option or otherwise, should the Company wish to acquire any additional properties.

Mineral Deposits

The Property is in the exploration stage only and is without known mineral resources or reserves which could constitute deposits. Development of this Property would follow only if favourable exploration results are obtained. The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

Permits and Government Regulations

The future operations of the Company may require permits from various federal, provincial and local governmental authorities and will be governed by laws and regulations governing prospecting, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental protections, mine safety and other matters. There can be no guarantee that the Company will be able to obtain all necessary permits and approvals that may be required to undertake exploration activity or commence construction or operation of mine facilities on the Property.

Environmental and Safety Regulations and Risks

Environmental laws and regulations may affect the operations of the Company. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. The permission to operate can be withdrawn temporarily where there is evidence of serious breaches of health and safety standards, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations. In all major developments, the Company generally relies on recognized designers and development contractors from which the Company will, in the first instance, seek indemnities. The Company intends to minimize risks by taking steps to ensure compliance with environmental, health and safety laws and regulations and operating to applicable environmental standards. There is a risk that environmental laws and regulations may become more onerous, making the Company's operations more expensive.

Key Person Insurance

The Company does not maintain key person insurance on any of its directors or officers, and as result the Company would bear the full loss and expense of hiring and replacing any director or officer in the event the loss of any such persons by their resignation, retirement, incapacity, or death, as well as any loss of business opportunity or other costs suffered by the Company from such loss of any director or officer.

Mineral Titles

The Company is satisfied that evidence of title to the Property is adequate and acceptable by prevailing industry standards with respect to the current stage of exploration on the Property. The Company may face challenges to the title of the Property or subsequent properties it may acquire, which may prove to be costly to defend or could impair the advancement of the Company's business plan.

Loss of Interest in Properties

The Company's ability to maintain an interest in the properties owned by the Company will be dependent on its ability to raise additional funds by equity financing. Failure to obtain additional financing may result in the Company being unable to make the periodic payments required to keep the Property in good standing and could result in the delay or postponement of further exploration and or the partial or total loss of the Company's interest in the properties transferred to or optioned by the Company.

Failure to obtain additional financing may result in the Company being unable to complete the required work required to keep the Property interests in good standing and could result in the delay or postponement of further exploration and or the partial or total loss of the Company's interest in the Property.

Option Agreement Obligations

The Option Agreement provides that the Company must fulfil certain option obligations over specified time periods in order to earn an interest in the properties that are the subject of the agreement. If the Company fails to fulfil these obligations in a timely fashion, the Company could lose its interest in the Property.

First Nations Title

The Property or other properties owned or optioned by the Company may in the future be the subject of First Nations land claims. The legal nature of First Nations land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in the properties optioned or owned by the Company cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of First Nations rights in the area in which the properties optioned or purchased by the Company are located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company may at some point be required to negotiate with First Nations in order to facilitate exploration and development work on the properties optioned or owned by the Company. The Supreme Court of Canada's 2014 decision in *Tilhqot'in Nation v. British Columbia* marked the first time in Canadian history that a court has declared First Nations title to lands outside of a reserve. The Company is not aware of any First Nations land claims having been asserted or any legal actions relating to first nation issues having been instituted with respect to any of the land which is covered by the Property.

Fluctuating Mineral Prices

The Company's revenues in the future, if any, are expected to be in large part derived from the extraction and sale of minerals, which in turn depend on the results of the Company's exploration on these properties and whether development will be commercially viable or even possible. Factors beyond the control of the Company may affect the marketability of the commodities discovered, if any. Commodity prices have fluctuated widely, particularly in recent years. Consequently, the economic viability of any of the Company's exploration projects cannot be accurately predicted and may be adversely affected by fluctuations in mineral prices.

Competition

The mining industry is intensely competitive in all its phases. The Company competes for the acquisition of mineral properties, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees with many companies possessing greater financial resources and technical facilities than the Company. The competition in the mineral exploration and development business could have an adverse effect on the Company's ability to hire or maintain experienced and expert personnel or acquire suitable properties or prospects for mineral exploration in the future.

Management

The success of the Company is currently largely dependent on the performance of its directors and officers. The loss of the services of any of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its directors, officers or other qualified personnel required to operate its business.

Financing Risks

The Company has no history of significant earnings and, due to the nature of its business, there can be no assurance that the Company will be profitable. The Company has paid no dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is through the sale of its securities. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists on the properties owned by the Company. While the Company may generate additional working capital through further equity offerings or through the sale or possible syndication of the Property, there is no assurance that any such funds will be available. At present it is impossible to determine what amounts of additional funds, if any, may be required.

Going Concern and Requirement to Generate Cash Flow for Financial Obligations

While the information in this Prospectus has been prepared in accordance with IFRS on a going concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future, there are conditions and events that cast significant doubt on the validity of this presumption. The Company's ability to continue as a going concern is dependent upon achieving profitable operations and upon obtaining additional financing. While the Company is making its best efforts in this regard, the outcome of these matters cannot be predicted at this time. The Company's ability to generate sufficient cash flow from operations to make scheduled payments to its contractors, service providers and merchants will depend on future financial performance, which will be affected by a range of economic, competitive, regulatory, legislative and business factors, many of which are outside of its control. If the Company does not generate sufficient cash flow from operations to satisfy its contractual obligations, it may have to undertake alternative financing plans. The Company's inability to generate sufficient cash flow from operations or undertake alternative financing plans would have an adverse effect on its business, financial condition and results or operations, as well as its ability to satisfy its contractual obligations. Any failure to meet its financial obligations could result in termination of key contracts, which could harm the Company's ability to provide its products and services.

Negative Cash Flows from Operations

For the period ended July 31, 2022, the Company sustained net losses from operations of $3,500 and had negative cash flow from operating activities of $7,751. The Company continues to have negative operating cash flow. It is highly likely the Company may have negative cash flow in any future period and as a result, the Company will need to use available cash, including proceeds to fund any such negative cash flow.

Resale of Common Shares

The continued operation of the Company will be dependent upon its ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained. If the Company is unable to generate such revenues or obtain such additional financing, any investment in the Company may be lost. In such event, the probability of resale of the Common Shares purchased would be diminished.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the common shares will be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. If an active public market for the common shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the initial purchase price.

COVID-19

In March 2020, there was a global outbreak of coronavirus (COVID-19). The actual and threatened spread of the virus globally has had a material adverse effect on the global economy and, specifically, the regional economies in which the Company operates. The pandemic could continue to have a negative impact on the stock market, including trading prices of the Company's shares and its ability to raise new capital.

Conflict in Ukraine

The Company's business financial condition and results of operations may be negatively affected by economic and other consequences from the conflict in the Ukraine and the sanctions imposed in response to that action in late February 2022. While the Company expects any direct impacts of the conflict in Ukraine to the business to be limited, the indirect impacts on the economy and on the mining industry and other industries in general could negatively affect the business and may make it more difficult for it to raise equity or debt financing. There can be no assurance that the Company will not be impacted by adverse consequences that may be brought about on its business, results of operations, financial position and cash flows in the future.

Other Risks

The level of demand for the Company's exploration is increasingly affected by regional and global demographic and macroeconomic conditions, including population growth rates and changes in standards of living. A significant downturn in global economic growth, or recessionary conditions in major geographic regions, may lead to reduced demand for commodities, which could adversely affect the Company's business and results of operations.

Additionally, weak global economic conditions and turmoil in global financial markets, including constraints on the availability of credit, have in the past adversely affected, and may in the future continue to adversely affect, the financial condition and creditworthiness of some of the Company's customers, suppliers and other counterparties, which in turn may negatively impact the Company's business. Any deterioration in economic conditions due to the current coronavirus concerns could negatively impact the Company's exploration.

Conflicts of Interest

The Company's directors and officers may serve as directors or officers, or may be associated with other reporting companies, or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding on terms with respect to the transaction. If a conflict of interest arises, the Company will follow the provisions of the BCBCA in dealing with conflicts of interest. These provisions state that where a director has such a conflict, that director must, at a meeting of the Company's directors, disclose his or her interest and refrain from voting on the matter unless otherwise permitted by the BCBCA. In accordance with the laws of the province of British Columbia, the directors and officers of the Company are required to act honestly, in good faith, and in the best interest of the Company.

Critical Accounting Estimates

The Company's significant accounting policies are summarized in Note 3 to the audited financial statements for the period ended April 30, 2022.

Future Changes in Accounting Policies

The following standards have been issued but are not yet effective:

International Accounting Standard ("IAS") 1 Presentation of Financial Statements

IAS 1 has been amended to clarify classification of liabilities as current or non-current. The amendments are effective for the years beginning on or after January 1, 2023. The amendment is expected to have no impact for the Company.

Additional Information

For further detail, see the Company's condensed interim financial statements for the period ended July 31, 2022. Additional information about the Company can also be found on SEDAR at www.sedar.com.

SCHEDULE "C"
AUDIT COMMITTEE CHARTER

The following Audit Committee Charter was adopted by the Audit Committee and the Board of Directors of Moonbound Mining Ltd. (the "**Company**").

Mandate

The primary function of the audit committee (the "**Committee**") is to assist the Company's Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements;
- review and appraise the performance of the Company's external auditors; and
- provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

Composition

The Committee shall be comprised of a minimum three directors as determined by the Board of Directors. If the Company ceases to be a "venture issuer" (as that term is defined in National Instrument 51-102), then all of the members of the Committee shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

If the Company ceases to be a "venture issuer" (as that term is defined in National Instrument 51-102), then all members of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company's Audit Committee Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet a least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the CFO and the external auditors in separate sessions.

Responsibilities and Duties

To fulfil its responsibilities and duties, the Committee shall:

Documents/Reports Review

- review and update, if necessary, this Audit Committee Charter annually;
- review the Company's quarterly and annual financial statements, MD&A; and
- review any annual and interim earnings press releases before the Company publicly discloses this information.

External Auditors

- review annually, the performance of the external auditors who shall be ultimately accountable to the Company's Board of Directors and the Committee as representatives of the shareholders of the Company;
- obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1;
- review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors;
- take, or recommend that the Company's full Board of Directors take appropriate action to oversee the independence of the external auditors, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- recommend to the Company's Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval;
- recommend to the Company's Board of Directors the compensation to be paid to the external auditors;
- review the audit plan for the year-end financial statements and intended template for such statements; and
- review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:

- the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided,

- such services were not recognized by the Company at the time of the engagement to be non-audit services, and

- such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

  Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Processes

- in consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external;
- consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;
- consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management;
- review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments;
- following completion of the annual audit, review with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
- review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements;
- review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented; and
- review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.

Other

- review any related-party transactions;
- engage independent counsel and other advisors as it determines necessary to carry out its duties; and
- to set and pay compensation for any independent counsel and other advisors employed by the Committee.

CERTIFICATE OF MOONBOUND MINING LTD.

Dated: December 14, 2022

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus by Moonbound Mining Ltd. as required by the securities legislation of British Columbia.

"Ann Fehr"	*"Yulia McCutcheon"*
Ann Fehr	Yulia McCutcheon
Chief Executive Officer	Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"David Eaton"	*"Natalia Clemente"*
David Eaton	Natalia Clemente
Director	Director

CERTIFICATE OF THE PROMOTER

Dated: December 14, 2022

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus by Moonbound Mining Ltd. as required by the securities legislation of British Columbia.

"Ann Fehr"

____

Ann Fehr

Promoter

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, Moonbound Mining Ltd. hereby applies for the listing of the above mentioned securities on the Exchange. The foregoing contains full, true and plain disclosure of all material information relating to Moonbound Mining Ltd. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, British Columbia
this 5th day of January, 2023.

DocuSigned by:
8CC7A23A9FB44C1...
Ann Fehr, President, CEO and Director

DocuSigned by:
Yulia McCutcheon
AC40E404C61D428...
Yulia McCutcheon, CFO

DocuSigned by:
0DC0B9210F77470...
David Eaton, Director

DocuSigned by:
natalia clemente
AF0BA4D348E84F5...
Natalia Clemente, Director

DocuSigned by:
8CC7A23A9FB44C1...
Ann Fehr, Promoter