

MOONBOUND MINING LTD.

2820 - 200 Granville Street

Vancouver, BC V6C 1S4

Telephone: 604.375.5578

NOTICE OF ANNUAL GENERAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of shareholders of Moonbound Mining Ltd. (the "**Company**") will be held at the offices of Clark Wilson, 900-885 West Georgia Street, Vancouver, BC V6C 3H1, on Friday, August 25, 2023, at the hour of 10:30 a.m. (Vancouver time) for the following purposes:

- (1) to receive the audited financial statements of the Company for the fiscal year ended April 30, 2023, and the accompanying report of the auditors;
- (2) to set the number of directors of the Company at three (3);
- (3) to elect Ann Fehr, David Eaton and Natalia Clemente as directors of the Company;
- (4) to appoint Crowe MacKay LLP as the auditors of the Company for the fiscal year ending April 30, 2024 and to authorize the directors of the Company to fix the remuneration to be paid to the auditors for the fiscal year ending April 30, 2024;
- (5) to consider and, if thought fit, to pass an ordinary resolution (not including votes attaching to securities beneficially owned by related persons (as such term is defined in National Instrument 45-106 *Prospectus Exemptions*) to whom securities may be issued as compensation or under the Company's Omnibus Equity Incentive Plan), to ratify, confirm and approve the adoption of the Company's Omnibus Equity Incentive Plan, as described in the accompanying information circular (the "**Information Circular**"); and
- (6) to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of Meeting (the "**Notice of Meeting**").

The board of directors of the Company has fixed July 21, 2023 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please vote by proxy by following the instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

In view of COVID-19, the Company asks that, in considering whether to attend the Meeting in person, shareholders follow the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/2019-novel-coronavirus-infection.html>).

The Company encourages shareholders not to attend the Meeting in person if experiencing any of the described COVID-19 symptoms of fever, cough or difficulty breathing.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, or a trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 25th day of July, 2023.

By Order of the Board of Directors of

MOONBOUND MINING LTD.

Ann Fehr
Chief Executive Officer, President
and Director

**PLEASE VOTE. YOUR VOTE IS IMPORTANT. PLEASE COMPLETE, SIGN AND DATE
THE ENCLOSED FORM OF PROXY AND PROMPTLY RETURN IT IN THE ENVELOPE
PROVIDED.**