

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Moonbound Mining Ltd. (the “Company”)
2820 - 200 Granville Street
Vancouver, British Columbia, V6C 1S4

Item 2 Date of Material Change

December 27, 2023.

Item 3 News Release

The news release dated December 27, 2023 was disseminated through Newsfile Corp. on December 27, 2023.

Item 4 Summary of Material Change

The Company announced that, further to its news releases of June 23, 2023 and August 1, 2023, it has entered into a joint venture and shareholder agreement (the “JV Agreement”) with Alfeus Tomas and Paulus Nghifikepunye, whereby the parties have agreed to establish a joint venture in respect of certain mining claims, on the terms and conditions set out in the JV Agreement.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company entered into the JV Agreement with Alfeus Tomas and Paulus Nghifikepunye, whereby the parties have agreed to establish a joint venture in respect of certain mining claims, on the terms and conditions set out in the JV Agreement. The JV Agreement includes seven mining claims located in Namibia, referred to as the Strathmore mining claims, which are located in the Cape Cross - Uis area Pegmatite Belt (CUPB). The CUPB stretches 115km from Cape Cross in the West to Uis in the East and can be as wide as 24km.

The JV Agreement specifies that certain cash payments and share issuances need to be completed upon achievement of specified milestones, all as set forth in the JV Agreement, a copy of which will be filed under the Company’s profile on Sedar+ (sedarplus.ca).

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Ann Fehr, CEO and director, 604.908.1679

Item 9 Date of Report

December 27, 2023