

**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**

January 3, 2024.

**Item 3 News Release**

The news release dated January 5, 2024 was disseminated through Newsfile Corp. on January 5, 2024.

**Item 4 Summary of Material Change**

The Company announced that, further to its news releases of December 15, 2023, it has entered into a share exchange agreement (the “**Share Exchange Agreement**”) dated January 3, 2024, with 1442160 B.C. Ltd. (“**NumberCo**”), a private arm’s length company incorporated under the laws of British Columbia, pursuant to which the Company will acquire all of the issued and outstanding common shares of NumberCo from the shareholders of NumberCo (each, a “**NumberCo Shareholder**”) (the “**NumberCo Transaction**”).

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

The Company entered into the Share Exchange Agreement with NumberCo, whereby the Company will acquire all of the issued and outstanding common shares of NumberCo from the NumberCo Shareholders.

**About NumberCo**

NumberCo is a private British Columbia corporation whose wholly-owned subsidiary, Norrabees Lithium (SA) Limited (“**Norrabees**”), a company incorporated under the company laws of the Republic of Mauritius, is party to a Sale of Shares Agreement (the “**Sale of Shares Agreement**”) dated December 13, 2023 among Norrabees, Dune Resources Proprietary Limited (“**Dune**”), and SPH Kundalila Proprietary Limited (“**SPH**”), pursuant to which Norrabees has the right to acquire all of the issued and outstanding share of Dune from SPH (the “**Dune Transaction**”).

In accordance with the Sale of Shares Agreement, the Dune Transaction is to be completed in three parts: part A to be comprised of the sale of 3,124 shares (each, a “**Dune Share**”) in the capital of Dune, constituting approximately 40% of the total issued and outstanding Dune Shares; part B to be comprised of the sale of 3,124 Dune Shares, constituting approximately 40%

of the total issued and outstanding Dune Shares; and part C to be comprised of the sale of 1,562 Dune Shares, constituting approximately 20% of the total issued and outstanding Dune Shares.

Dune holds 65% of the issued and outstanding shares of Namli Exploration & Mining Proprietary Limited (“**Namli**”), a private limited liability company under the laws of the Republic of South Africa (the “**RSA**”), which company holds a mining permit (the “**Mining Permit**”) bearing State Department of Mineral Resources and Energy (“**DMRE**”) reference number NC30/5/3/10950MP, for the minerals lithium ore, nickel, manganese, lead, copper, iron, cobalt, gold, zinc, silver, tungsten, uranium, beryllium, rare earths and tantalum and a prospecting right (the “**Prospecting Right**”), bearing DMRE reference number: NC30/5/1/1/2/11823PR, for the minerals beryllium ore, copper ore, lead, lithium ore, nickel ore, rare earths, silver ore, tantalum/niobium ore, tungsten ore, uranium ore and zinc ore, both in respect of that portion of the remainder of Farm Steinkopf No. 22, situated in the Magisterial District of Namaqualand, RSA (the “**Norrabees Lithium Project**”). In connection with the Dune Transaction, Dune will increase its ownership of Namli from 65% to 100% such that it will become a wholly-owned subsidiary of Dune.

### **About the Norrabees Lithium Project**

The Norrabees Lithium Project is located in the Namakwa District Municipality, Northern Cape, RSA, some 80km north of Springbok and directly south of the Orange River and the border with Namibia. Access to the licenced area is gained by following the N7 north from Springbok for 62km and then turning on to a spur road for approximately 21km to the mine site. The Prospecting Right covers the majority of the eastern portion of the Namaqualand Pegmatite belt, extending to a total area of 167,000ha. The Mining Permit covers a total area of 5ha, which has been demarcated to include the Norrabees 1 & 11 projects.

### **NumberCo Transaction Summary**

Pursuant to the terms of the Share Exchange Agreement, the Company will acquire all of the issued and outstanding NumberCo Shares from the NumberCo Shareholders in consideration for the issuance of an aggregate of 38,000,000 common shares (each, a “**Consideration Share**”) in the capital of the Company at a deemed price of \$0.30 per Consideration Shares and 19,000,000 common share purchase warrants (each, a “**Consideration Warrant**”) to the NumberCo Shareholders on a pro rata basis, such that, immediately following the closing of the NumberCo Transaction, all of the issued and outstanding NumberCo Shares will be owned by the Company and NumberCo will become a wholly-owned subsidiary of the Company.

Each Consideration Warrant will entitle the holder to purchase one common share in the capital of the Company at an exercise price of \$0.40 for a period of three years after the date of issuance of the Consideration Warrants.

Upon closing of the NumberCo Transaction, it is expected that Ann Fehr will resign as Chief Executive Officer (“**CEO**”) of the Company and in her place James Lumley will be appointed. No other changes to the existing management or board of directors of the Company are contemplated.

There is no change of control of the Company expected to occur as a result of the NumberCo Transaction.

In connection with the NumberCo Transaction, 2,000,000 common shares of the Company are anticipated to be issued to an eligible finder (the “**Finder**”) as a finder’s fee in consideration for the Finder’s services in facilitating the identification of the Transaction between the Company and NumberCo. It is anticipated that the finder’s fee will be paid on closing.

### *James Lumley*

James Lumley is an experienced professional in the mining and resource sectors, as well as property investment. Mr. Lumley has held various executive positions, including CEO, Business Unit Head, and Project Director. Mr. Lumley was previously the Business Unit Head of Guinea at TerraCom Resources (now TerraCom Limited (ASX: TER)), where he was responsible for managing and developing potential bauxite and iron ore projects. Previously, he served as CEO at Anglo-African Minerals plc., RAM Resources Pty., and NAMA Resources Limited, successfully securing millions of dollars in funding and managing government relations in multiple countries.

Mr. Lumley holds an MBA in finance and business studies and has completed graduate banking and financing exams. He also has a history of building strong working relationships with government bodies, investors, and financial institutions, and has successfully negotiated several major deals and memoranda of understanding throughout the African continent.

### **Conditions to the Closing of the NumberCo Transaction**

The completion of the NumberCo Transaction is subject to the satisfaction of various conditions as are standard for a transaction of this nature, including, but not limited to: (i) the Company having had the reasonable opportunity to perform searches and other due diligence, and being satisfied with the results of such due diligence; (ii) receipt of all requisite consents, waivers and approvals for the NumberCo Transaction; (iii) the absence of any material adverse change in the business, affairs or operations of NumberCo; and (iv) the appointment of James Lumley as CEO.

The Company will file a Form 51-102F4 – *Business Acquisition Report* (“**BAR**”) including the audited financial statements for NumberCo and file a National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* technical report on the Norrabees Lithium Project. The Consideration Shares will be subject to an CSE-imposed hold until at least 10 days following the filing of the BAR.

The CSE may, in its sole discretion upon review of any additional information, determine that additional conditions may be necessary or that the transaction should be treated in accordance with Policy 8 as a Fundamental Change.

### *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**

January 9, 2024