

**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 16, 2024.

**Item 3 News Release**

The news release dated January 16, 2024 was disseminated through Newsfile Corp. on January 16, 2024.

**Item 4 Summary of Material Change**

The Company announced that, further to its news releases dated December 15, 2023 and January 5, 2024, it has entered into two separate loan agreements dated January 16, 2024 in connection with its previously announced acquisition of all the issued and outstanding common shares of 1442160 B.C. Ltd. (“NumberCo”) from the shareholders of NumberCo (the “Transaction”).

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

The Company entered into a loan agreement with an arm’s length party (the “Lender”) dated January 16, 2024 pursuant to which the Lender agreed to advance the Company a loan (the “Original Loan”) in the principal amount of \$1,500,000 (the “Principal Amount”) on the terms and conditions set out in the loan agreement. The Original Loan bears interest at a rate of 10% per annum from the date that it is advanced (the “Advance Date”). The Principal Amount plus any accrued interest shall be payable on the date that is the earlier of: (i) 30 days following the Advance Date; or (ii) such other date as the Lender and the Company may mutually agree on, in writing. As partial consideration for the Original Loan, the Company agreed to pay the Lender a fee of \$45,000, which will be deducted from the Principal Amount on the Advance Date, and transfer to the Lender 400,000 common shares in the capital of NumberCo (the “Bonus Shares”).

In connection with the Transaction and the Original Loan, the Company entered into a separate loan agreement with NumberCo dated January 16, 2024 pursuant to which the Company agreed to advance NumberCo a loan (the “Transaction Loan”) in the principal amount of \$1,500,000 on the same terms and conditions as the Original Loan. For greater certainty, the Transaction Loan also included the \$45,000 fee. In addition, as partial consideration for the Transaction Loan, NumberCo issued the Bonus Shares to the Company.

For a summary of the Transaction, please see the Company's news release dated January 5, 2024 filed under the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.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**

January 17, 2024