

**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**

May 17, 2024

**Item 3 News Release**

The news release dated May 17, 2024 was disseminated through Newsfile Corp. on May 17, 2024.

**Item 4 Summary of Material Change**

The Company closed a fifth tranche of its previously announced non-brokered private placement offering (the “Offering”) and issued 2,410,006 common shares (each, a “Share”) in the capital of the Company at a price of \$0.30 per Share for gross proceeds of \$723,001.80.

In connection with the closing of the fifth tranche, the Company also paid a cash finder’s fee totaling \$2,355 to an eligible finder.

All securities issued pursuant to the fourth tranche of the Offering are subject to a four month hold period from the date of issuance.

The Company intends to use the net proceeds of the Offering for advancing its projects and general working capital.

The securities described herein have not been and will not be registered under the United States *Securities Act of 1933*, as amended, or any state securities laws and may not be offered or sold in the United States or to the account or benefit of a U.S. person absent an exemption from the registration requirements of such Act.

The Company also announces that effective May 17, 2024, it has appointed James Lumley and Perry E. Toms as directors of the Company. In connection with the appointments, Ann Fehr has resigned as a director of the Company, effective as of May 17, 2024. Messrs. Lumley and Toms have also been appointed to the audit committee of the Company, which is now comprised of David Eaton (Chair), Perry Toms and James Lumley.

## **Item 5 Full Description of Material Change**

### *5.1 Full Description of Material Change*

The Company completed its fifth tranche of the Offering on May 17, 2024, which included the issuance of an aggregate of 2,410,006 Shares at a price of \$0.30 per Share for gross proceeds of \$723,001.80.

In connection with the closing of the fifth tranche, the Company also paid a cash finder's fee totaling \$2,355 to an eligible finder.

The Company intends to use the net proceeds of the Offering for advancing its projects and general working capital.

The Company also announces that effective May 17, 2024, it has appointed James Lumley and Perry E. Toms as directors of the Company. In connection with the appointments, Ann Fehr has resigned as a director of the Company, effective as of May 17, 2024. Messrs. Lumley and Toms have also been appointed to the audit committee of the Company, which is now comprised of David Eaton (Chair), Perry Toms and James Lumley.

### *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**

James Lumley, CEO, 44.7825.222.623

## **Item 9 Date of Report**

May 23, 2024