

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Moonbound Mining Ltd. (the “**Company**”)
Suite 2250 - 1055 West Hastings Street
Vancouver, British Columbia, V6E 2E9

Item 2 Date of Material Change

July 19, 2024

Item 3 News Release

The news release dated July 19, 2024 was disseminated through The Newswire on July 19, 2024.

Item 4 Summary of Material Change

The Company closed its previously announced non-brokered private placement offering (the “**Offering**”) and issued an aggregate of 550 convertible debenture units (each, a “**Debenture Unit**”) at a price of \$1,000 per Debenture Unit for gross proceeds of \$550,000. Each Debenture Unit is comprised of: (i) \$1,000 principal amount unsecured convertible debenture (each, a “**Debenture**”); and (ii) 2,500 common share purchase warrants (each, a “**Warrant**”). Each Warrant will entitle the holder thereof to acquire one common share in the capital of the Company (each, a “**Warrant Share**”) at a price of \$0.40 per Warrant Share for a period of two years following closing. The principal amount of the Debenture will have a maturity date (the “**Maturity Date**”) six months following the issuance of the Debentures and will accrue interest at a rate of 10% per annum.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company completed the Offering on July 19, 2024, which included the issuance of an aggregate of 550,000 Debenture Units at a price of \$1,000 per Debenture Unit for gross proceeds of \$550,000. Each Debenture Unit is comprised of: (i) \$1,000 principal amount Debenture; and (ii) 2,500 common Warrants. Each Warrant will entitle the holder thereof to acquire one Warrant Share at a price of \$0.40 per Warrant Share for a period of two years following closing.

At the sole option of the subscribers, the principal amount and any accrued and unpaid interest thereon may be converted into common shares of the Company at a conversion price of \$0.40 per common share at any time after the date of issuance but prior to the Maturity Date.

Proceeds of the Offering will be used for advancing its projects and general working capital.

All securities issued in connection with the Offering will be subject to a statutory hold period expiring four months and one day after closing of the Offering.

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.

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

July 19, 2024