

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

July 25, 2024.

Item 3 News Release

The news release dated July 26, 2024 was disseminated through The Newswire on July 26, 2024.

Item 4 Summary of Material Change

The Company announced that it has entered into a securities exchange agreement (the “**Securities Exchange Agreement**”) dated July 25, 2024, with Continental Lithium Africa Development Corporation (“**Continental**”), a private arm’s length British Columbia company, pursuant to which the Company will acquire all of the issued and outstanding securities of Continental (collectively, the “**Continental Securities**”) from the securityholders (the “**Continental Securityholders**”) of Continental (the “**Transaction**”).

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company entered into the Securities Exchange Agreement with Continental, whereby the Company will acquire all of the Continental Securities from the Continental Securityholders.

Summary of the Transaction

Pursuant to the terms of the Securities Exchange Agreement, the Company will seek to acquire all of the issued and outstanding Continental Securities in exchange for the issuance of 40,300,000 common shares (each, a “**Share**”) in the capital of the Company, at a deemed price of \$0.37 per Share and 20,000,000 warrants (each, a “**Warrant**”), with each Warrant entitling the holder thereof to acquire one additional Share for a period of three years at an exercise price of \$0.50 per Share in consideration for the Transaction. At the time of closing of the Transaction (the “**Closing**”), Continental will be a wholly-owned subsidiary of the Company and the Company’s business focus will be directed to its consolidated strategic lithium position, which will consist of 52,000 ha in the South of Namibia and Cape Cross - Uis area pegmatite belt. The Company has agreed to pay a finder’s fee of 2,000,000 Shares at Closing to an arm’s-length third-party who assisted in introducing and facilitating the Transaction. The Company will also seek to appoint Steve Mynott to its board of directors (the “**Board**”) once there is a vacancy on the Board.

Closing Conditions

The completion of the 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 Transaction, including the approval of the Canadian Securities Exchange; (iii) the absence of any material adverse change in the business, affairs or operations of Continental; and (iv) other conditions customary for transactions of this nature. The parties will endeavor to complete the Transaction as soon as practicable. There can be no assurance that the Transaction will be completed as proposed or at all.

The Transaction will be completed pursuant to available exemptions under applicable legislation. No change of control of the Company is expected to occur as a result of the Transaction.

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 and director, 604.688.9588

Item 9 Date of Report

August 2, 2024