

**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**

April 18, 2024 and April 19, 2024

**Item 3 News Release**

The news releases dated April 18, 2024 and April 22, 2024 were disseminated through Newsfile Corp. on April 18, 2024 and April 22, 2024.

**Item 4 Summary of Material Change**

Increases Private Placement due to Investor Demand

The Company announced that, further to its news release dated December 19, 2023, January 18, 2024, January 29, 2024 and March 18, 2024, it increased the size of its previously announced non-brokered private placement, which is expected to consist of the issuance of up to 30,000,000 common shares (each, a “Share”) at a price of \$0.30 per Share for gross proceeds of up to \$9,000,000 (the “Offering”).

The initial tranche of the Offering closed on January 29, 2024 and included the issuance of an aggregate of 7,000,000 Shares at a price of \$0.30 per Share for gross proceeds of \$2,100,000 as well as an aggregate of 7,000,000 subscription receipts (each, a “Subscription Receipt”) at a price of \$0.30 per Subscription Receipt for gross proceeds of \$2,100,000. Each Subscription Receipt was converted into one Share, at no additional cost, upon completion of the Company’s acquisition of 1442160 B.C. Ltd., an arm’s length private British Columbia corporation, on January 29, 2024.

The second tranche of the Offering closed on March 15, 2024 and included the issuance of an aggregate 4,493,334 Shares at a price of \$0.30 per Share for gross proceeds of \$1,348,000. In connection with the closing of the second tranche, the Company issued 196,700 share purchase warrants (each, a “Second Tranche Finders’ Warrant”) and paid cash finder’s fees totaling \$59,010 to certain eligible finders. Each Second Tranche Finders’ Warrant entitles the holder thereof to purchase one Share at a price of \$0.30 per Share for a period of twenty (24) months from the date of issuance.

### Closing of Third Tranche Private Placement

The Company announced that, further to its news release from April 18, 2024, the Company closed a third tranche of its previously announced Offering and issued 1,781,334 Shares at a price of \$0.30 per Share for gross proceeds of \$534,400.40.

In connection with the closing of the third tranche, the Company issued 8,750 share purchase warrants (each, a “**Third Tranche Finders’ Warrant**”) and paid cash finder’s fees totaling \$2,625 to certain eligible finders. Each Third Tranche Finders’ Warrant will entitle the holder thereof to purchase one Share at a price of \$0.30 per Share for a period of twenty (24) months from the date of issuance.

All securities issued pursuant to 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.

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

#### *5.1 Full Description of Material Change*

The Company increased the size of its previously announced Offering, which is expected to consist of the issuance of up to 30,000,000 Shares at a price of \$0.30 per Share for gross proceeds of up to \$9,000,000.

The Company completed its third tranche of the Offering on April 19, 2024, which included the issuance of an aggregate of 1,781,334 Shares at a price of \$0.30 per Share for gross proceeds of \$534,400.40.

In connection with the closing of the third tranche, the Company issued 8,750 Third Tranche Finders’ Warrants and paid cash finder’s fees totaling \$2,625 to certain eligible finders. Each Third Tranche Finders’ Warrant will entitle the holder to purchase one Share at a price of \$0.30 per Share for a period of twenty (24) months from the date of issuance.

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

#### *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**

April 23, 2024