

**MATERIAL CHANGE REPORT
FORM 51-102F3**

Item 1. Name and Address

Stratabound Minerals Corp. (the “Company”)
100 King Street West
Suite 5700
Toronto, ON
M5X 1C7

Item 2. Date of Material Change

December 22, 2020

Item 3. News Release

The news release describing the material change was disseminated on December 22, 2020 through Newsfile Corp and filed on SEDAR.

Item 4. Summary of Material Change

The Company announced that it has closed a non-brokered private placement (the “Financing”). The Company raised proceeds of \$2,056,971.83 through the sale of 6,635,393 Units at a price of \$0.31 per Unit.

Proceeds will be used for holding costs to maintain the Company's exploration properties, acquisitions and for general corporate working capital purposes.

Item 5. Full Description of Material Change

5.1 *Full Description of Material Change*

The Company announced that it has closed a non-brokered private placement (the “Financing”). The Company raised proceeds of \$2,056,971.83 through the sale of 6,635,393 Units at a price of \$0.31 per Unit.

Each Unit consists of one common share in the equity of the Company and one-third of a common share purchase warrant (a “Warrant”). Each whole Warrant entitles the holder to purchase one additional common share of the Company at a price of \$0.45 per share for a period of two (2) years from the closing of the Financing. The Warrants also contain an acceleration clause, in that if the shares trade over \$0.55 for more than a 10-day period, the Company may elect upon 30 days’ notice, to accelerate the expiry date.

Proceeds will be used for holding costs to maintain the Company's exploration properties, acquisitions and for general corporate working capital purposes.

5.2 *Disclosure for Restructuring Transactions*

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

No information has been omitted in respect of this material change.

Item 8. Executive Officer

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

R. Kim Tyler, President
Telephone: 416 915-4157

Item 9. Date of Report

December 23, 2020.