

**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**

November 10, 2021

**Item 3. News Release**

The news release describing the material change was disseminated on November 11, 2021 through Newsfile Corp and filed on SEDAR.

**Item 4. Summary of Material Change**

The Company announced that it has closed the final tranche of its non-brokered Flow-Through Unit Private placement (the “Financing”). In the first tranche the Company raised proceeds of \$361,200.08 through the sale of 3,010,001 Units. In the second and final tranche the Company raised proceeds of \$291,248.04 through the sale of 2,427,067 Units. The Company paid finders fees on the final tranche to a qualified finder of \$6,780.54. The Company raised a total of \$652,448.12.

Two insiders of the Company subscribed for an aggregate of 192,000 common shares of the Company on the first tranche.

Securities issued pursuant to this tranche are subject to trading restrictions until March 11, 2022.

Proceeds will be used for qualifying exploration expenditures on the Company’s Canadian exploration properties.

The Corporation also announced that it has closed the final tranche of its non-brokered Common Share Unit Private placement (the “Financing”). In the first tranche the Company raised proceeds of \$171,179.76 through the sale of 1,426,498 Units. In the second and final tranche the Company raised proceeds of \$1,112,004.08 through the sale of 9,266,701 Units. The Company paid finders fees on the final tranche to a qualified finder of \$3,390.27. The Company raised a total of \$1,283,183.84.

An insider of the Company subscribed for an aggregate of 50,063 common shares of the Company in the first tranche.

Securities issued pursuant to this tranche are subject to trading restrictions until March 11, 2022.

Proceeds will be used for exploration expenses to maintain the respective exploration properties 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 the final tranche of its non-brokered Flow-Through Unit Private placement (the "Financing"). In the first tranche the Company raised proceeds of \$361,200.08 through the sale of 3,010,001 Units. In the second and final tranche the Company raised proceeds of \$291,248.04 through the sale of 2,427,067 Units. The Company paid finders fees on the final tranche to a qualified finder of \$6,780.54. The Company raised a total of \$652,448.12.

Two insiders of the Company subscribed for an aggregate of 192,000 common shares of the Company on the first tranche. The Company has relied on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(b) and 5.7(a) of MI 61-101 in respect of such insider participation.

Pursuant to the terms of the Financing, each Flow-Through Unit is comprised of one common share and one-half of a warrant. One whole warrant will entitle the holder thereof to purchase one non flow-through common share at \$0.25 for a period of 1 year from the date of issue. The warrant also contains an acceleration clause wherein if the Common Shares trade at \$0.35 for 10 days the Company has the right to accelerate the expiration date upon 30 days' notice to the holders.

Securities issued pursuant to this tranche are subject to trading restrictions until March 11, 2022.

Proceeds will be used for qualifying exploration expenditures on the Company's Canadian exploration properties.

The Corporation also announced that it has closed the final tranche of its non-brokered Common Share Unit Private placement (the "Financing"). In the first tranche the Company raised proceeds of \$171,179.76 through the sale of 1,426,498 Units. In the second and final tranche the Company raised proceeds of \$1,112,004.08 through the sale of 9,266,701 Units. The Company paid finders fees on the final tranche to a qualified finder of \$3,390.27. The Company raised a total of \$1,283,183.84.

An insider of the Company subscribed for an aggregate of 50,063 common shares of the Company in the first tranche. The Company has relied on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(b) and 5.7(a) of MI 61-101 in respect of such insider participation.

Pursuant to the terms of the Financing, each Common Share Unit is comprised of one common share and one-half of a warrant. One whole warrant will entitle the holder thereof to purchase one common share at \$0.25 for a period of 2 years from the date of issue. The warrant also contains an acceleration clause wherein if the Common Shares trade at \$0.40 for 10 days the Company has the right to accelerate the expiration date upon 30 days' notice to the holders.

Securities issued pursuant to this tranche are subject to trading restrictions until March 11, 2022.

Proceeds will be used for exploration expenses to maintain the respective exploration properties 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**

November 12, 2021.