

**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 21, 2022

Item 3. News Release

The news release describing the material change was disseminated on December 21, 2022 through Newsfile Corp and filed on SEDAR.

Item 4. Summary of Material Change

The Company announced the closing on December 21, 2022 of the first tranche of \$1,555,000 (31,100,000 units) of its non-brokered private placement (“Private Placement”) announced on December 14, 2022. Securities issued pursuant to this tranche are subject to trading restrictions until April 22, 2023.

Insiders of the Company subscribed for an aggregate of 30,400,000 common shares of the Company. 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.

Proceeds will be used for exploration and holding costs related to maintaining its 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 the closing on December 21, 2022 of the first tranche of \$1,555,000 (31,100,000 units) of its non-brokered private placement (“Private Placement”) announced on December 14, 2022. Each unit consists of one common share and one common share purchase warrant issued at a price of CDN \$0.05 per unit. Each common share purchase warrant will entitle the holder thereof to purchase an additional one common share of the Company at \$0.07 (Canadian) per share for a period of 24 months from the closing date.

Securities issued pursuant to this tranche are subject to trading restrictions until April 22, 2023.

Insiders of the Company subscribed for an aggregate of 30,400,000 common shares of the Company. 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.

Proceeds will be used for exploration and holding costs related to maintaining its 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

December 22, 2022.