Form 62-103F1

Required Disclosure under the Early Warning Requirements

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

This report relates to the common shares of Stratabound Minerals Corp. ("**Stratabound**" or "**Issuer**")

The Issuer's address is:

100 King Street West, Suite 5700
Toronto, ON M5X 1C7

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Not applicable.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

R.W. Tomlinson Ltd. (**Acquiror**)
100 Citigate Dr.
Ottawa, Ontario K2J 6K7

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On December 14, 2023, the Issuer announced that it completed the previously announced shares for debt transaction with the Acquiror. The Issuer entered into a shares for debt amending agreement with the Acquiror, pursuant to which it was agreed to issue 57,063,722 common shares at $0.025 per share to settle a company debt in the amount of $1,426,593.05 owing to the Acquiror under a note the Issuer assumed with the acquisition of California Gold Mining Inc. and its subsidiaries (**Debt Transaction**).

As a result of the Debt Transaction, the Acquiror acquired 57,063,722 common shares, representing approximately 20.61% of the total issued and outstanding share capital of Stratabound.

Together with the previously owned common shares, the Acquiror owns and controls 67,008,359 common shares of Stratabound, representing approximately 24.21% of the total issued and outstanding share capital of Stratabound and 300,000 warrants that if exercised, together represent approximately 24.29% of the total issued and outstanding common shares of Stratabound. William Tomlinson owns and controls 6,250,000 common shares of Stratabound, representing approximately 2.25% of the total issued and outstanding share capital of Stratabound and 1,000,000 options that if exercised, together represent approximately 2.61% of the total issued and outstanding share capital of Stratabound. Ron Tomlinson owns and controls 1,000,000 options that if exercised, represent approximately 0.36% of the total issued and outstanding share capital of Stratabound. The Acquiror and William Tomlinson together own and control an aggregate of 73,258,359 common shares of the Corporation, representing an aggregate 26.47% of the total issued and outstanding share capital of Stratabound.

2.3 State the names of any joint actors.

R.W. Tomlinson Limited, William Tomlinson and Ron Tomlinson individually may be considered to be acting jointly or in concert depending on the circumstances.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.

See Item 2.2 above.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

See Item 2.2 above.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

See Item 2.2 above.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) **the acquiror, either alone or together with any joint actors, has ownership and control,**

See Item 2.2 above.

(b) **the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Nil.

(c) **the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Nil.

3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable.

3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

Not applicable.

3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

See item 2.2 above.

Item 4 – Consideration Paid

4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

Not applicable.

4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

Not applicable.

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

Not applicable.

Item 5 – Purpose of the Transaction

5.1 State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

(a) **the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**

(b) **a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**

(c) **a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**

(d) **a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**

(e) **a material change in the present capitalization or dividend policy of the reporting issuer;**

(f) **a material change in the reporting issuer's business or corporate structure;**

(g) **a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**

(h) **a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**

(i) **the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**

(j) **a solicitation of proxies from securityholders;**

(k) **an action similar to any of those enumerated above.**

The Aquiror acquired the securities for investment purposes and may, depending on market and other conditions, increase or decrease its beneficial ownership, control or direction over securities of Stratabound through market transactions, private agreements, treasury issuances, exercise of warrants or otherwise.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

The Issuer entered into a shares for debt amending agreement with the Acquiror, pursuant to which it was agreed to issue 57,063,722 common shares at $0.025 per share to settle a company debt in the amount of $1,426,593.05 owing to the Acquiror under a note the Issuer assumed with the acquisition of California Gold Mining Inc. and its subsidiaries.

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable, other than as described herein.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: December 19, 2023

"Christopher Flann"

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