

**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 14, 2023

Item 3. News Release

The news release describing the material change was disseminated on December 14, 2023 through Newsfile Corp. and filed on SEDAR+.

Item 4. Summary of Material Change

The Company announced that it has completed the previously announced shares for debt transaction with R.W. Tomlinson Ltd. The Company entered into a Shares for Debt Amending Agreement with R.W. Tomlinson Ltd., pursuant to which it has 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 R. W. Tomlinson Ltd. under a note the Company assumed with the acquisition of California Gold Mining Inc. and its subsidiaries.

Item 5. Full Description of Material Change

5.1 *Full Description of Material Change*

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The Company shares issued are subject to a statutory 4-month hold period.

There are no finders fees or commissions payable in connection with the Debt Settlement transaction.

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 15, 2023.