



**NOTICE OF MEETING AND
MANAGEMENT INFORMATION CIRCULAR
IN RESPECT OF AN
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
OF
STRATABOUND MINERALS CORP.
to be held on July 6, 2023**

at 1:00 p.m. (Toronto time) via Zoom as per below:
<https://us02web.zoom.us/j/89778922098?pwd=U3NVM2NtRlViLy9qTkxPQWtVTENBZz09>

Meeting ID: 897 7892 2098
Passcode: 309950

Find your local number: <https://us02web.zoom.us/u/kdlBWcfr6d>

This Management Information Circular and Proxy Statement is furnished in connection with the solicitation of proxies by the management of Stratabound Minerals Corp. to be voted at the Annual and Special Meeting to be held on July 6, 2023 at the time and place and for the purposes set out in the accompanying Notice of Annual and Special Meeting and at any adjournments thereof.



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting of the shareholders (the “**Meeting**”) of Stratabound Minerals Corp. (the “**Corporation**”) will be held via Zoom on Thursday, the 6th day of July, 2023 at 1:00 p.m. (EDT) for the following purposes:

- 1 To receive and consider the audited financial statements of the Corporation for the year ended December 31, 2022 together with the report of the auditors thereon;
- 2 To fix the number of directors of the Corporation to be elected at the Meeting at seven (7);
- 3 To elect the board directors of the Corporation to serve until the next annual meeting of the shareholders or until their successors are duly elected or appointed;
- 4 To appoint auditors of the Corporation for the ensuing year and to authorize the Board of Directors to determine the remuneration to be paid to the auditor;
- 5 To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, approving the stock option plan of the Corporation, as more particularly set forth in the accompanying Management Information Circular;
- 6 To consider and, if deemed advisable, to approve, with or without variation, an ordinary resolution approving a resolution giving the Board of Directors the ability to consolidate the issued and outstanding shares as more particularly set forth in the accompanying Management Information Circular; and
- 7 To transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular which accompanies and forms part of this Notice.

Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed proxy. A proxy will not be valid unless it is deposited by mail or by fax at the office of Odyssey Trust Company, Trader’s Bank Building, 702 – 67 Yonge Street, Toronto, Ontario, M5E 1J8, not less than 48 hours (excluding Saturdays and holidays) before the time fixed for the Meeting or an adjournment thereof. Only Shareholders of record on June 6, 2023 are entitled to receive notice of and vote at the Meeting.

DATED at Toronto, Ontario this 7th day of June, 2023.

By Order of the Board of Directors

(signed) "R. Kim Tyler"
President and Chief Executive Officer



MANAGEMENT INFORMATION CIRCULAR

INFORMATION REGARDING PROXIES AND VOTING AT THE MEETING

Solicitation of Proxies

This management information circular and proxy statement ("**Management Information Circular**") is furnished in connection with the solicitation of proxies by the management of Stratabound Minerals Corp. (the "**Corporation**") for use at the annual and special meeting of the holders (the "**Shareholders**") of common shares ("**Common Shares**") of the Corporation to be held at 1:00 p.m.. (Toronto time) on Thursday, July 6, 2023 (the "**Meeting**"), for the purposes set forth in the notice of annual and special meeting (the "**Notice**") accompanying this Management Information Circular. Solicitation of proxies will be primarily by mail, but may also be undertaken by way of telephone, facsimile or oral communication by the directors, officers and regular employees of the Corporation, at no additional compensation. Costs associated with the solicitation of proxies will be borne by the Corporation.

Unless otherwise stated, information contained herein is given as of June 6, 2023 (the "**Effective Date**").

Appointment of Proxyholders

Accompanying this Management Information Circular is an instrument of proxy for use at the Meeting. Shareholders who are unable to attend the Meeting in person and wish to be represented by proxy are required to date and sign the enclosed instrument of proxy and return it in the enclosed return envelope. **All properly executed instruments of proxy for Shareholders must be deposited at the offices of the Corporation's registrar and transfer agent, Odyssey Trust Company at Trader's Bank Building, 702 – 67 Yonge Street, Toronto, Ontario, M5E 1J8 so that the proxy is received no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or an adjournment or postponement thereof. Registered Shareholders may also email their proxy to proxy@odysseytrust.com or use the internet site at <https://login.odysseytrust.com/pxlogin> to transmit their voting instructions using the 12-digit control number located at the bottom of their proxy. A proxy must be executed by the Shareholder or his or her attorney authorized in writing, or if the Shareholder is a company, under its seal by an officer or attorney thereof duly authorized.**

The persons designated in the instrument of proxy are officers and/or directors of the Corporation. **A Shareholder has the right to appoint a person (who need not be a Shareholder) other than the management designees to attend at and represent the Shareholder at the Meeting.** To exercise this right, a Shareholder should insert the name of the designated representative in the blank space provided on the instrument of proxy. Alternatively, a Shareholder may complete another appropriate instrument of proxy.

Signing of Proxy

The instrument of proxy must be signed by the Shareholder or the Shareholder's duly appointed attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by a duly authorized officer or attorney of the corporation. An instrument of proxy signed by a person acting as attorney or in

some other representative capacity (including a representative of a corporate Shareholder) should indicate that person's capacity (following his or her signature) and should be accompanied by the appropriate instrument evidencing qualification and authority to act (unless such instrument has previously been filed with the Corporation).

Revocability of Proxies

A Shareholder who has submitted an instrument of proxy may revoke it at any time prior to the exercise thereof. In addition to any manner permitted by law, a proxy may be revoked by an instrument in writing executed by the Shareholder or by his or her duly authorized attorney or, if the Shareholder is a corporation, under its corporate seal or executed by a duly authorized officer or attorney of the corporation and deposited either: (i) at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting or an adjournment thereof; or (ii) with the Chairman of the Meeting on the day of the Meeting or an adjournment thereof. In addition, an instrument of proxy may be revoked: (i) by the Shareholder personally attending the Meeting and voting the securities represented thereby or, if the Shareholder is a corporation, by a duly authorized representative of the corporation attending at the Meeting and voting such securities; or (ii) in any other manner permitted by law.

Voting of Proxies and Exercise of Discretion by Proxyholders

All Common Shares represented at the Meeting by properly executed proxies will be voted on any ballot that may be called for and, where a choice with respect to any matter to be acted upon has been specified in the instrument of proxy, the Common Shares represented by the instrument of proxy will be voted in accordance with such instructions. The management designees named in the accompanying instrument of proxy will vote or withhold from voting the Common Shares in respect of which they are appointed in accordance with the direction of the Shareholder appointing them on any ballot that may be called for at the Meeting. **In the absence of such direction, such Common Shares will be voted FOR the proposed resolutions at the Meeting. The accompanying instrument of proxy confers discretionary authority upon the persons named therein with respect to amendments of or variations to the matters identified in the accompanying Notice and with respect to other matters that may properly be brought before the Meeting.** In the event that amendments or variations to matters identified in the Notice are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the management designees to vote in accordance with their best judgment on such matters or business. At the time of printing this Management Information Circular, the management of the Corporation knows of no such amendment, variation or other matter to come before the Meeting other than the matters referred to in the accompanying Notice.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED ON

Except as disclosed in this Management Information Circular, none of the directors or executive officers of the Corporation at any time since the beginning of the Corporation's last financial year, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise in any matter to be acted on, other than the election of directors or the appointment of the auditor.

QUORUM

The by-laws of the Corporation provide that a quorum of Shareholders is present at a meeting of Shareholders if at least two (2) persons are present who hold or represent by proxy not less than five percent (5%) of the shares entitled to vote at the meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Voting Shares and Record Date

The authorized share capital of the Corporation consists of an unlimited number of Common Shares and an unlimited number of preferred shares. The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is June 6, 2023 (the “**Record Date**”). Shareholders are entitled to one vote per Common Share held. As at the Record Date, there were 218,976,847 Common Shares issued and outstanding. There are no other shares of any class issued and outstanding.

Voting of Common Shares – General

Only Shareholders whose names are entered in the Corporation’s register of Shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent that: (i) a registered Shareholder has transferred the ownership of any Common Shares subsequent to the Record Date; and (ii) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Common Shares and demands, not later than ten days before the Meeting, that his or her name be included on the Shareholder list before the Meeting, the transferee shall be entitled to vote his or her Common Shares at the Meeting.

Voting of Common Shares – Advice to Beneficial Shareholders

Only registered holders of Common Shares, or the persons they appoint as their proxies, are permitted to attend and vote at the Meeting. However, in many cases, Common Shares beneficially owned by a holder (a “**Beneficial Shareholder**”) are registered either:

- (a) in the name of an intermediary (an “Intermediary”) that the Beneficial Shareholder deals with in respect of the Common Shares. Intermediaries include banks, trust companies, securities dealers or brokers, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or
- (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited).

In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of a Reporting Issuer* of the Canadian Securities Administrators, the Corporation has distributed copies of the Notice, this Management Information Circular and the instrument of proxy (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for onward distribution to Beneficial Shareholders.

Intermediaries are required to forward the Meeting Materials to Beneficial Shareholders unless a Beneficial Shareholder has waived the right to receive them. Typically, Intermediaries will use a service company (such as Broadridge Financial Solutions Inc. (“**Broadridge**”)) to forward the Meeting Materials to Beneficial Shareholders.

Generally, Beneficial Shareholders who have not waived the right to receive the Meeting Materials will:

- (a) have received as part of the Meeting Materials a voting instruction form which must be completed, signed and delivered by the Beneficial Shareholder in accordance with the directions on the voting instruction form (voting instruction forms sent by Broadridge permit the completion of the voting instruction form by telephone or through the Internet at www.proxyvotecanada.com); or

- (b) less typically, be given a proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Beneficial Shareholder but which is otherwise uncompleted. This form of proxy need not be signed by the Beneficial Shareholder. In this case, the Beneficial Shareholder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it with Odyssey Trust Company at the address referred to above.

The purpose of these procedures is to permit Beneficial Shareholders to direct the voting of the Common Shares they beneficially own. Should a Beneficial Shareholder wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Beneficial Shareholder), the Beneficial Shareholder should strike out the names of the persons named in the proxy and insert the Beneficial Shareholder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form. **In either case, Beneficial Shareholders should carefully follow the instructions of their Intermediaries and their service companies. If you have any questions respecting the voting of Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.**

Only registered Shareholders have the right to revoke a proxy. Beneficial Shareholders who wish to change their vote must, in sufficient time in advance of the Meeting, arrange for their respective Intermediaries to change their vote and if necessary revoke their proxy in accordance with the revocation procedures set forth above.

Principal Holders of Common Shares

Set out below are the names of all persons or companies who, to the knowledge of the Directors or executive officers of the Corporation, beneficially own, directly or indirectly, or exercise control or direction over, voting securities carrying more than 10% of the voting rights attached to all issued and outstanding securities of the Corporation:

Name	Number of Shares Beneficially Owned Directly or Indirectly, Controlled or Directed ⁽¹⁾	Percentage Of Outstanding Voting Securities
Coast Capital LLC	71,365,167	32.6%

Notes:

(1) Coast Capital LLC has the right to acquire up to an additional 33,333,333 shares by virtue of holding 3,333,333 purchase warrants at an exercise price of \$0.25 per warrant expiring 2023-11-10 and 30,000,000 purchase warrants at an exercise price of \$0.07 per warrant expiring 2024-12-21.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

General

The following information of the Corporation is provided in accordance with Form 51-102F6V — *Statement of Executive Compensation — Venture Issuers*.

For the purpose of this Statement of Executive Compensation:

“compensation securities” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Corporation or one of its subsidiaries (if any) for services provided or to be provided, directly or indirectly to the Corporation or any of its subsidiaries (if any).

“NEO” or **“named executive officer”** means:

- (a) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as chief executive officer (“CEO”), including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as chief financial officer (“CFO”), including an individual performing functions similar to a CFO;
- (c) in respect of the Corporation and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was not an executive officer of the Corporation, and was not acting in a similar capacity, at the end of that financial year.

“plan” includes any plan, contract, authorization or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons.

“underlying securities” means any securities issuable on conversion, exchange or exercise of compensation securities.

For the period ending December 31, 2022, the Corporation had the following NEOs:

- R. Kim Tyler – President and CEO;
- Brendan Blair – CFO;
- Christina Wu – CFO (retired January 17, 2022); and

The board of directors of the Corporation (the **“Board”**) during the financial year ended December 31, 2022 was comprised of R. Kim Tyler, Scott Rasenberg, Ron Tomlinson, Hashim Ahmed, Gary Nassif, Jonathan Hill and Chad Tappendorf.

Director and NEO Compensation, Excluding Compensation Securities

The following table sets forth information concerning the total compensation paid to the directors and NEOs for the financial years ended December 31, 2022 and December 31, 2021.

Total compensation includes all direct and indirect compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Corporation to each NEO and each director of the Corporation, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director for services provided and for services to be provided, directly or indirectly, to the Corporation.

Table of Compensation, Excluding Compensation Securities							
Name and Position	Year Ended	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$) ⁽¹⁾	Value of all other Compensation (\$)	Total Compensation (\$)
R. Kim Tyler, <i>President, Director and Chief Executive Officer</i>	Dec 31 2022	175,000	-	-	-	-	175,000
	Dec 31 2021	175,000	-	-	-	-	175,000
Brendan Blair <i>Chief Financial Officer</i>	Dec 31 2022	72,000	-	-	-	-	72,000
	Dec 31 2021	-	-	-	-	-	-
Scott Rasenberg <i>Director</i>	Dec 31 2022	-	-	-	-	-	-
	Dec 31 2021	-	-	-	-	-	-
Ron Tomlinson <i>Director</i>	Dec 31 2022	-	-	-	-	-	-
	Dec 31 2021	-	-	-	-	-	-
Hashim Ahmed <i>Director</i>	Dec 31 2022	-	-	-	-	-	-
	Dec 31 2021	-	-	-	-	-	-
Gary Nassif <i>Senior Vice-President and Director</i>	Dec 31 2022	96,000	-	-	-	-	96,000
	Dec31 2021	-	-	-	-	-	-
Jonathan Hill <i>Director</i>	Dec 31 2022	-	-	-	-	-	-
	Dec 31 2021	-	-	-	-	-	-
Chad Tappendorf <i>Director</i>	Dec 31 2022	-	-	-	-	-	-
	Dec 31 2021	-	-	-	-	-	-
Christina Wu CFO ⁽²⁾	Dec 31 2022	2,500	-	-	-	-	2,500
	Dec 31 2021	20,375	-	-	-	-	20,375
Terrence Byberg ⁽³⁾	Dec 31 2022	64,000	-	-	-	-	64,000

Table of Compensation, Excluding Compensation Securities							
Name and Position	Year Ended	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$) ⁽¹⁾	Value of all other Compensation (\$)	Total Compensation (\$)
<i>Executive Vice-President and Director</i>	Dec 31 2021	96,000	-	-	-	-	96,000

Notes:

1. "Perquisites" include perquisites provided to an NEO or director that are not generally available to all employees and that, in aggregate, are greater than: (a) \$15,000, if the NEO or director's total salary for the financial year is \$150,000 or less, (b) 10% of the NEO or director's salary for the financial year if the NEO or director's total salary for the financial year is greater than \$150,000 but less than \$500,000, or (c) \$50,000 if the NEO or director's total salary for the financial year is \$500,000 or greater.
2. Christina Wu resigned as CFO on January 17, 2022.
3. Terry Byberg retired as Executive VP and as a director on January 17, 2022.

Stock Options and Other Compensation Securities

The following table sets out all compensation securities granted or issued to each director and NEO by the Corporation or any subsidiary thereof in the financial year ended December 31, 2022 for services provided, or to be provided, directly or indirectly, to the Corporation or any subsidiary thereof:

Compensation Securities							
Name and Position	Type of Compensation Security ⁽¹⁾	Number of Compensation Securities, Number of Underlying Securities and Percentage of Class ⁽²⁾	Date of Issue or Grant	Issue, Conversion or Exercise Price (\$)	Closing Price of Security or Underlying Security on Date of Grant (\$)	Closing Price of Security or Underlying Security at Year End (\$)	Expiry Date
R. Kim Tyler, <i>President, Director and Chief Executive Officer</i> ⁽³⁾	Options	800,000 options to purchase 800,000 common shares	October 17, 2022	0.055	0.055	0.045	October 17, 2027
		0.373%					
Brendan Blair <i>Chief Financial Officer</i> ⁽⁴⁾	Options	650,000 options to purchase 650,000 common shares	October 17, 2022	0.055	0.055	0.045	October 17, 2027
		0.303%					

Compensation Securities							
Name and Position	Type of Compensation Security ⁽¹⁾	Number of Compensation Securities, Number of Underlying Securities and Percentage of Class ⁽²⁾	Date of Issue or Grant	Issue, Conversion or Exercise Price (\$)	Closing Price of Security or Underlying Security on Date of Grant (\$)	Closing Price of Security or Underlying Security at Year End (\$)	Expiry Date
Scott Rasenberg <i>Director</i> ⁽⁵⁾	Options	500,000 options to purchase 500,000 common shares	October 17, 2022	0.055	0.055	0.045	October 17, 2027
		0.233%					
Ron Tomlinson <i>Director</i> ⁽⁶⁾	Options	500,000 options to purchase 500,000 common shares	October 17, 2022	0.055	0.055	0.045	October 17, 2027
		0.233%					
Hashim Ahmed <i>Director</i> ⁽⁷⁾	Options	500,000 options to purchase 500,000 common shares	October 17, 2022	0.055	0.055	0.045	October 17, 2027
		0.233%					
Gary Nassif <i>Director</i> ⁽⁸⁾	Options	650,000 options to purchase 650,000 common shares	October 17, 2022	0.055	0.055	0.045	October 17, 2027
		0.303%					
Jonathan Hill <i>Director</i> ⁽⁹⁾	Options	500,000 options to purchase 500,000 common shares	October 17, 2022	0.055	0.055	0.045	October 17, 2027
		0.233%					

Compensation Securities							
Name and Position	Type of Compensation Security ⁽¹⁾	Number of Compensation Securities, Number of Underlying Securities and Percentage of Class ⁽²⁾	Date of Issue or Grant	Issue, Conversion or Exercise Price (\$)	Closing Price of Security or Underlying Security on Date of Grant (\$)	Closing Price of Security or Underlying Security at Year End (\$)	Expiry Date
Chad Tappendorf <i>Director</i> ⁽¹⁰⁾	Options	500,000 options to purchase 500,000 common shares	October 17, 2022	0.055	0.055	0.045	October 17, 2027
		0.233%					

Notes:

- (1) Options vested pursuant to the terms of the Option Plan (as defined below). Refer to the disclosure under the heading "*Stock Option Plans and Other Incentive Plans*" for additional information concerning the Option Plan and Option grants.
- (2) Percentage of class based on 214,582,216 Common Shares issued and outstanding as at December 31, 2022.
- (3) As at December 31, 2022, Mr. Tyler held a total of 2,800,000 Options to purchase an aggregate of 2,800,000 Common Shares.
- (4) As at December 31, 2022, Mr. Blair held a total of 650,000 Options to purchase an aggregate of 650,000 Common Shares.
- (5) As at December 31, 2022, Mr. Rasenberg held a total of 1,000,000 Options to purchase an aggregate of 1,000,000 Common Shares.
- (6) As at December 31, 2022, Mr. Tomlinson held a total of 1,000,000 Options to purchase an aggregate of 1,000,000 Common Shares.
- (7) As at December 31, 2022, Mr. Ahmed held a total of 1,700,000 Options to purchase an aggregate of 1,700,000 Common Shares.
- (8) As at December 31, 2022, Mr. Nassif held a total of 1,850,000 Options to purchase an aggregate of 1,850,000 Common Shares.
- (9) As at December 31, 2022, Mr. Hill held a total of 1,700,000 Options to purchase an aggregate of 1,700,000 Common Shares.
- (10) As at December 31, 2022, Mr. Tappendorf held a total of 1,300,000 Options to purchase an aggregate of 1,300,000 Common Shares.

Exercise of Compensation Securities by Directors and NEOs

There were no compensation securities exercised by the directors or the NEOs in the financial year ended December 31, 2022.

Stock Option Plans and Other Incentive Plans

Option Plan

The Corporation has an Option Plan which permits the granting of Options to directors, officers, employees, consultants and other service providers ("**Optionees**") of the Corporation and its subsidiaries. The Option Plan is intended to afford persons who provide services to Stratabound an opportunity to obtain an increased proprietary interest in Stratabound by permitting them to purchase Common Shares and to aid in attracting as well as retaining and encouraging the continued involvement of such persons with Stratabound. The Option Plan is administered by the Board.

The Option Plan currently limits the number of Common Shares that may be issued on exercise of Options to a number not exceeding 10% of the number of Common Shares which are outstanding from time to time. Options that are cancelled, terminated or expired prior to exercise of all or a portion thereof shall result in

the Common Shares that were reserved for issuance thereunder being available for a subsequent grant of Options pursuant to the Option Plan. As the Option Plan is a rolling plan, the issuance of additional Common Shares by the Corporation or the exercise of Options will also give rise to additional availability under the Option Plan.

A more detailed summary of the Option Plan is available under “Approval of Stock Option Plan” below.

As of December 31, 2022, 21,458,222 shares (representing approximately 10% of the issued and outstanding shares as at such date) were reserved for issuance pursuant to 16,675,000 Options granted under the Plan.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth the number of Common Shares to be issued upon exercise of outstanding Options issued pursuant to equity compensation plans, the weighted average exercise price of such outstanding Options and the number of Common Shares remaining available for future issuance under equity compensation plans of the Corporation as of December 31, 2022.

Plan Category	Number of Common Shares to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of Common Shares remaining available for future issuance under equity compensation plans (excluding Common Shares reflected in the first column) ⁽¹⁾
Equity compensation plans approved by securityholders	16,675,000	0.130	4,783,222
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	16,675,000	0.130	4,783,222

Note:

(1) Based on the number of Common Shares outstanding on December 31, 2022.

INTEREST OF MANAGEMENT AND OTHERS IN MATTERS TO BE ACTED UPON

Management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director, director nominee or officer of the Corporation or any associate or affiliate of such person in any matter to be acted upon at the Meeting other than the election of directors.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth herein or as previously disclosed, the Corporation is not aware of any material interests, direct or indirect, by way of beneficial ownership or otherwise, of any director or executive officer, proposed nominee for election as a director or any Shareholder holding more than 10% of the voting rights attached to the Common Shares or any associate or affiliate of any of the foregoing in any transaction in the preceding financial year or any proposed or ongoing transaction of the Corporation which has or will materially affect the Corporation.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

No director, executive officer, employee or former director, executive officer or employee of the Corporation or its subsidiaries nor any of their associates or affiliates, is, or has been at any time since the beginning of the last completed financial year, indebted to the Corporation or its subsidiaries nor has any such person been indebted to any other entity where such indebtedness is the subject of a guarantee,

support agreement, letter of credit or similar arrangement or understanding, provided by the Corporation except as disclosed in the audited financial statements.

MANAGEMENT CONTRACTS

There are no management functions of the Corporation that are to any substantial degree performed by a person or company other than the directors or executive officers (or private companies controlled by them, either directly or indirectly) of the Corporation.

AUDIT COMMITTEE

Audit Committee Charter

The text of the Audit Committee's charter is attached as Schedule "A" to this Management Information Circular.

Composition of the Audit Committee

The Audit Committee was comprised of the following members as of December 31, 2022:

Name and Office if any	Independent	Financially Literate ⁽¹⁾
Scott Rasenberg, Chairman of the Audit Committee	Yes	Yes
Hashim Ahmed	Yes	Yes
Chad Tappendorf	Yes	Yes

Notes:

(1) As defined by National Instrument 52-110 – Audit Committees ("NI 52-110").

Relevant Education and Experience

In addition to each member's general business experience, the education and experience of each person currently appointed to the Audit Committee that is relevant to the performance of his responsibilities as an Audit Committee member is as follows:

Hashim Ahmed, CPA, CA,

Mr. Ahmed is a Chartered Professional Accountant with over 20 years of experience, the past 10 years of which have been focused in the mining industry. Mr. Ahmed is currently Interim Chief Executive Officer for Nova Royalty prior to which he was CFO of Jaguar Mining and also held progressively senior positions with Barrick Gold for over 7 years.

Scott Rasenberg, CPA, CA

Mr. Rasenberg is a Chartered Professional Accountant. He is also the President of Rasenberg-Group Limited providing innovative tax solutions, international and domestic, to private and public corporations, partnerships, trusts, and individuals (residents and non-residents of Canada). Mr. Rasenberg is the former Chairman of the Board of California Gold Mining Inc. and the former Vice-President Finance & Administration of J.M.R. Electric Ltd.

Chad Tappendorf, MBA, CFA

Mr. Tappendorf has extensive global private and public equity investment experience and has held board memberships of several companies in the resources, logistics, real estate, and consumer goods industries. Mr. Tappendorf has managed and lead teams of professionals in US\$ multi-billion private equity portfolios and led all aspects of the investment process, including due diligence, valuation, and

transaction/tax structuring and negotiation. Mr. Tappendorf is a Partner at Coast Capital, an investment firm based in New York, USA.

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year, was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services other than the general requirements under the heading "External Audit" of the Audit Committee Charter which states that the Audit Committee must pre-approve any non-audit services to the Corporation and the fees for those services.

External Auditor Service Fees

Set forth below is a summary of the total fees paid to the external auditor of the Corporation for fiscal 2021 and 2022:

	<u>2021</u>	<u>2022</u>
Audit fees	100,000	65,000
Audit related fees	-	-
Tax fees	-	-
All other fees	-	-
Total	<u>100,000</u>	<u>65,000</u>

Exemption

The Corporation is a "venture issuer" as defined in NI 52-110 and is relying on the exemption set forth in Section 6.1 of NI 52-110, which exempts it from the requirements of Part 3 (*Composition of Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Corporation's Board of Directors is committed to a high standard of corporate governance practices. The Board believes that this commitment is not only in the best interest of its shareholders but also promotes effective decision making at the Board level. The Board is of the view that its approach to corporate governance is appropriate for the size of the Corporation and its present stage of development. Schedule "B" to this Information Circular sets forth the corporate governance disclosure required to be made by the Corporation herein pursuant to National Instrument 58-101 - *Disclosure of Corporate Governance Practices*, which disclosure is made as of June 6, 2023.

The Board and management of the Corporation recognize that effective corporate governance is important to the direction and operation of the Corporation in a manner which ultimately enhances shareholder value. As a result, the Corporation has developed and implemented, and continues to develop, implement and refine formal policies and procedures which reflect its ongoing commitment to good corporate governance and which establish a culture of integrity, honesty and respect. The Corporation believes that the corporate governance practices and procedures described below and in Schedule B are appropriate for a company such as Stratabound.

Composition of the Board

The Corporation consisted of seven directors during 2022. Under the agreed upon terms of the California Gold Mining Inc. acquisition in October 2021, Mr. Scott Rasenberg and Mr. Ron Tomlinson were appointed to the Board of Directors whereupon the Corporation then consisted of nine directors, in both years including the President/Chief Executive Officer of the Corporation. Seven out of the nine directors were considered independent within the meaning of applicable securities legislation. At December 31, 2022 five of the seven Directors were considered independent within the meaning of applicable securities legislation. In January of 2022 Mr. Terrence Byberg retired from the Company and Mr. Robb resigned as a director in keeping with the Corporation's streamlined approach to the management of the Corporation.

The Board has responsibility for hiring senior management and supervising and overseeing the management of the business of the Corporation. In addition to the obligations of the Board mandated by law, the Board has responsibility for strategic planning, the selection and monitoring of management and the identification of the principal risks associated with the Corporation's business. These duties and responsibilities, among others, are set forth in a written mandate of the Board that has been adopted. The Board approves all significant decisions that materially affect the Corporation before they are implemented and annually approves the key business and financial objectives of the Corporation.

Certain of the powers, duties and responsibilities of the Board have been delegated to committees of the Board, as described below.

Committees

During the year ended December 31, 2022 the Board of Directors had three committees, the Audit Committee, the Technical Committee and the Compensation and Corporate Governance Committee.

Audit Committee

As of December 31, 2022, the Audit Committee was comprised of Mr. Hashim Ahmed, Mr. Scott Rasenberg and Mr. Chad Tappendorf. All three were considered independent within the meaning of applicable securities legislation. The Audit Committee reviews the annual and quarterly financial statements of the Corporation and may meet with the external auditors as required. The members of the Audit Committee have direct access to the Corporation's external auditors and may meet with the external auditors independently of management.

Technical Committee

As of December 31, 2022, the Technical Committee was comprised of Mr. Jon Hill, Mr. R. Kim Tyler, and Mr. Gary Nassif. The Technical Committee was established to provide geological technical support, guidance and analysis to the Corporation's management.

Compensation and Corporate Governance Committee

As of December 31, 2022, the Compensation and Corporate Governance Committee was comprised of Gary Nassif, Chad Tappendorf and Ron Tomlinson (the "Compensation and Corporate Governance Committee") whose mandate is to evaluate the Corporation's governance practices to ensure alignment with corporate objectives and to recommend wages and bonuses to the Board for the Officers working for the Company. All members of the Compensation and Corporate Governance Committee are considered to be independent, with the exception of Mr. Nassif, who accepted a position of Senior Vice President with Stratabound during 2022. Subsequent to December 31, 2022, Mr. Nassif resigned from the Compensation and Corporate Governance Committee.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Board, the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting.

1. Report and Financial Statements

The financial statements of the Corporation for the year ended December 31, 2022 and the auditors' report thereon will be placed before the shareholders at the Meeting.

Under securities legislation, the Corporation is required to send annually a request form to the registered holders and beneficial owners of its securities, other than debt instruments, that the registered holders and beneficial owners may use to request a hard copy of the Corporation's annual financial statements and related management's discussion and analysis ("MD&A") and/or the Corporation's interim financial statements and related MD&A. Shareholders who wish to receive a hard copy of the Corporation's annual financial statements and related MD&A and/or the Corporation's interim financial statements and related MD&A are encouraged to send the enclosed return card to Odyssey Trust Company, Trader's Bank Building, 702 – 67 Yonge Street, Toronto, Ontario, M5E 1J8.

2. Fix Number of Directors to be Elected at the Meeting

The Shareholders will be asked to consider and, if thought appropriate, to approve and adopt an ordinary resolution fixing the number of directors to be elected at the Meeting. In order to be effective, an ordinary resolution requires the approval of a majority of the votes cast by the Shareholders who vote in respect of the resolution.

At the Meeting, it will be proposed that seven (7) directors be elected to hold office until the next annual general meeting or until their successors are elected or appointed. **Unless otherwise directed, it is the intention of the management designees, if named as proxy, to vote in favour of the ordinary resolution fixing the number of directors to be elected at the Meeting at seven (7).**

3. Election of Directors

At present, the Board of Directors may consist of a minimum of 3 and a maximum of 9 directors. The Board of Directors has fixed the number of persons to be elected as directors at the Meeting at seven.

Management does not contemplate that any of the nominees will be unable to serve as a director but, if, prior to the Meeting, any vacancies occur in the proposed nominees herein presented, the proxies shall not be voted with respect to such vacancies.

The following table sets forth, for each of the persons proposed to be nominated for election as directors, all positions and offices with the Corporation now held by them, their principal occupations during the preceding five years, the periods during which they have served as directors of the Corporation and its predecessor, and the number of voting shares of the Corporation beneficially June 6, 2023. Each director elected will hold office until the close of the next annual meeting of shareholders, or until his successor is duly elected or appointed.

Name, Place of Residence and Position with the Corporation	Principal Occupation For the Past Five Years	Director Since	Number of Voting Shares⁽¹⁾
R. Kim Tyler, P.Geo ⁽⁴⁾ Sudbury, Ontario Canada	Former President and Director, Canadian Arrow Mines Ltd., President, TGMD Geological and Mining Consulting	2017	2,136,000
H. Ahmed, CA ⁽²⁾ Toronto, Ontario, Canada	CFO Jaguar Mining Inc.	2019	1,000,000

Name, Place of Residence and Position with the Corporation	Principal Occupation For the Past Five Years	Director Since	Number of Voting Shares⁽¹⁾
Gary Nassif, P. Geo ⁽⁴⁾ Toronto, Ontario, Canada	Former Senior Vice President, Jerritt Canyon Gold; President & CEO of Argentum Silver Corp	2020	199,778
Jonathan Hill ⁽⁴⁾ Brazil, South America	Expert Advisor, Management Committee of Jaguar Mining Corp.	2020	-
Chad Tappendorf ⁽²⁾⁽³⁾ New York, NY	Managing Director, Coast Capital Management	2020	-
Ron Tomlinson ⁽³⁾ Ottawa, Ontario Canada	Chief Executive Officer of R.W. Tomlinson Limited	2021	9,944,637
Scott Rasenberg ⁽²⁾ London, Ontario Canada	President of Rasenberg Group (January 2016 to present); Vice-President of Finance and Administration of J.M.R. Electric Ltd. (July 2014 to January 2016); Taxation partner of MNP LLP (June 2011 to June 2014) and Taxation senior manager of Collins Barrow LLP (May 2008 to May 2011).	2021	4,462,500

Notes:

- (1) The information as to Shares beneficially owned, not being within the knowledge of the Corporation, has been provided by the respective directors.
- (2) Member of the Audit Committee.
- (3) Member of the Compensation and Corporate Governance Committee.
- (4) Member of the Technical Committee.

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of management, no director or proposed director of Stratabound is, as at the date hereof, or has been, within 10 years before the date hereof, a director or chief executive officer or chief financial officer of any corporation (including Stratabound) that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order or an order that denied the relevant corporation access to any exemption under securities legislation, for a period of more than 30 consecutive days.
- (b) was subject to an event that resulted, after the director or officer ceased to be a director or officer, in the corporation being the subject of a cease trade or similar order or an order that denied the relevant corporation access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) is, as the date hereof, or has been within 10 years from the date hereof, a director or executive officer of any company that, while that person was acting in such capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Personal Bankruptcies

To the knowledge of management of Stratabound, no director of Stratabound has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold such person's assets.

Penalties or Sanctions

To the knowledge of management of Stratabound, no director of Stratabound has: (i) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, other than penalties for late filing of insider reports; or (ii) been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable Shareholder in deciding whether to vote for a proposed director.

Shareholders have the option of voting their shares in favour of electing the nominees individually and may therefore vote in favour of all of them, vote in favour of some of them while withholding their votes for others, or withholding their votes for all of the nominees. The persons named in the enclosed form of proxy intend to vote FOR the election of each of the nominees. **The Board of Directors recommends that you vote FOR the election of each of the nominees.**

4. Appointment of Auditors

The Corporation's auditor is McGovern Hurley LLP, Chartered Professional Accountants ("McGovern"). McGovern was first appointed as auditor of the Corporation on January 9, 2023 after BDO Canada LLP, the Corporation's former auditor, agreed to resign. BDO Canada LLP had served as the Company's auditor from 2009 up to its resignation on January 9, 2023.

The decision to change the auditors of the Company was made by the Board of Directors to utilize the services of an auditor more familiar with the Company's audit needs.

In accordance with Section 4.11 of National Instrument 51-102 Continuous Disclosure Obligations, a copy of the notice of change of auditors of the Corporation, dated January 9, 2023 (the "Notice of Change of Auditors"), is attached hereto as Schedule "C". A copy of the letter from the former auditor, BDO Canada LLP, dated January 9, 2023, agreeing with the contents of the Notice of Change of Auditors, and a copy of the letter from McGovern dated January 9, 2023, agreeing with the contents of the Notice of Change of Auditors is also attached as Schedule "C" to this Circular.

At the Meeting, Shareholders will be asked to vote for the appointment of McGovern Hurley LLP of Toronto, Ontario, as auditors of the Corporation until the close of the next annual general meeting, at such remuneration as may be approved by the Board.

To be effective, the resolution must be passed by at least a majority of the votes cast at the Meeting. The persons named in the enclosed form of proxy intend to vote FOR this resolution at the Meeting. The Board recommends that you vote FOR the ordinary resolution approving McGovern as the auditor.

5. Approval of Stock Option Plan

At the Meeting, Shareholders will be asked to approve the Company's 2023 Stock Option Plan (the "Stock Option Plan") to replace the existing Stock Option Plan. The purpose of the Stock Option Plan is to provide an incentive to directors, employees and consultants of the Company or its subsidiary to acquire a proprietary interest in the Company, to continue their participation in the affairs of the Company and to increase their efforts on behalf of the Company. The Stock Option Plan was amended in order to facilitate compliance with recent amendments to TSX Venture Exchange (the "Exchange") Corporate Finance Policy 4.4 – Security Based Compensation.

The following summary of the material terms of the Stock Option Plan does not purport to be complete and is qualified in its entirety by reference to the Stock Option Plan. Shareholders may obtain a copy of the Stock Option Plan from the Company prior to the Meeting on written request.

a. Eligible Participants. Options may be granted under the Stock Option Plan to directors and senior officers of the Company or its subsidiaries, management company employees (collectively, the “Directors”), employees of the Company or its subsidiaries (collectively, the “Employees”) or consultants of the Company or its subsidiaries (collectively, the “Consultants”). The Board, in its discretion, determines which of the Directors, Employees or Consultants will be awarded Options under the Stock Option Plan.

b. Number of Shares Reserved. The number of Common Shares which may be issued pursuant to options granted under the Stock Option Plan may not exceed 10% of the issued and outstanding Common Shares at the date of granting of Options. Options that are exercised, cancelled or expire prior to exercise continue to be issuable under the Stock Option Plan.

c. Limitations. Under the Stock Option Plan, the aggregate number of options granted to any one person (including companies wholly-owned by that person) in a 12-month period must not exceed 5% of the issued and outstanding Common Shares of the Company when combined with security based compensation grants to such person under any other security based compensation plan of the Company, calculated on the date the Option is granted. The aggregate number of Options granted to any one Consultant in a 12-month period must not exceed 2% of the issued and outstanding Common Shares of the Company when combined with security based compensation grants to such Consultant under any other security based compensation plan of the Company, calculated at the date the option is granted. The aggregate number of Options granted to all persons retained to provide investor relations services to the Company (including Consultants and Employees or Directors whose role and duties primarily consist of providing investor relations services) must not exceed 2% of the issued and outstanding Common Shares of the Company in any 12-month period, calculated at the date an Option is granted to any such person. Disinterested shareholder approval will be required for any grant of options which will result in the number of options granted to Insiders (as defined in the Securities Act (Alberta)) as a group at any point in time or within a 12-month period exceeding 10% of the issued and outstanding Common Shares of the Company when combined with security based compensation grants to Insiders under any other security based compensation plan of the Company.

d. Exercise Price. The exercise price of Options granted under the Stock Option Plan is determined by the Board, provided that it is not less than the discounted market price, as that term is defined in the Exchange’s Corporate Finance policy manual or such other minimum price as is permitted by the Exchange in accordance with the policies in effect at the time of the grant, or, if the Common Shares are no longer listed on the Exchange, then such other exchange or quotation system on which the Common Shares are listed or quoted for trading. The exercise price of Options granted to Insiders may not be decreased without disinterested Shareholder approval at the time of the proposed amendment.

e. Term of Options. Subject to the termination and change of control provisions noted below, the term of any options granted under the Stock Option Plan is determined by the Board and may not exceed ten (10) years from the date of grant. Disinterested Shareholder approval will be required for any extension to stock options granted to individuals that are Insiders at the time of the proposed amendment.

f. Vesting. All Options granted pursuant to the Stock Option Plan will be subject to such vesting requirements as may be prescribed by the Exchange, if applicable, or as may be imposed by the Board. Options issued to persons retained to provide investor relations activities must vest in stages over 12 months with no more than one-quarter of the options vesting in any three-month period.

g. Dividend entitlement. The Plan does not include any dividend entitlement to participants. If participants were entitled to receive options in lieu of dividends declared by the Company, and if the Company did not have sufficient unallocated options available to satisfy the obligation, then the Company may settle those entitlements with cash.

h. Termination. Any Options granted pursuant to the Stock Option Plan will terminate upon the earliest of:

(i) the end of the term of the option;

(ii) on the date the holder ceases to be eligible to hold the option (the "Cessation Date"), if the Cessation Date is as a result of dismissal for cause;

(iii) one year from the date of death or disability, if the Cessation Date is as a result of death or disability;

(iv) 90 days from the Cessation Date, if the Cessation Date is as a result of a reason other than death, disability or cause;

(v) on such other date as fixed by the Board, provided that the date is no more than one year from the Cessation Date, if the Cessation Date is as a result of a reason other than death, disability or cause; or

(vi) 30 days from the Cessation Date, if the optionee was engaged in investor relations activities.

i. Exercise of Options. The exercise price of an option must be paid in cash, other than as described below as determined by the Board:

(i) Cashless Exercise. The Company may make an arrangement with a brokerage firm pursuant to which the brokerage firm will loan money to an optionee to purchase the Common Shares issuable upon exercise of their options. The brokerage firm would then sell a sufficient number of Common Shares to cover the exercise price of the options in order to repay the loan made to the optionee. The brokerage firm would then receive an equivalent number of Common Shares from the exercise of the options and the optionee would receive the balance of the Common Shares or the cash proceeds from the balance of such Common Shares.

(ii) Net Exercise. The Company may accept the exercise of options by optionees other than those who provide investor relations services without the optionee making any cash payment so the Company does not receive any cash from the exercise of the subject options, and instead the optionee receives only the number of Common Shares that is the equal to the quotient obtained by dividing:

(aa) the product of the number of options being exercised multiplied by the difference between the volume weighted average price ("VWAP") of the Common Shares and the exercise price of the options; by

(bb) the VWAP of the Common Shares.

j. Adjustments. Any adjustment to Options granted or issued (except in relation to a consolidation or share split) will be subject to the prior acceptance of the Exchange.

- k. Disinterested Shareholder approval will be sought in respect of any material amendment to the Stock Option Plan.
- l. The proposed Stock Option Plan is subject to Exchange acceptance and if the Exchange finds the disclosure to Shareholders to be inadequate, Shareholder approval may not be accepted by the Exchange.

Shareholders will be asked at the Meeting to approve, with or without variation, the following ordinary resolution:

“BE IT RESOLVED THAT:

1. subject to the approval of the TSX Venture Exchange (the “TSXV”), the Company’s 2023 Stock Option Plan (the “Plan”) is hereby confirmed and approved, and that in connection therewith a maximum of 10% of the Company’s issued and outstanding common shares at the time of each grant be approved for granting as options;
2. the Board of Directors of the Company be authorized in its absolute discretion to administer the Plan, and amend or modify the Plan in accordance with its terms and conditions and with the policies of the TSX Venture Exchange; and
3. any one or more director(s) or officer(s) of the Company be authorized and directed to do all acts and things and to execute and deliver all documents required, as in the opinion of such director or officer may be necessary or appropriate in order to give effect to this resolution.”

A copy of the Plan is available at the records office of the Company at the offices of Dentons Canada LLP – 15th floor Bankers Court, 850 – 2nd Street SW, Calgary, Alberta, T2P 0R8 - until the business day immediately preceding the date of the Meeting. A copy will also be made available at the Meeting.

Proxies received in favour of management will be voted in favour of the approval of the Plan, unless the Shareholder has specified in their Proxy that their Common Shares are to be voted against such resolution.

6. Potential Share Consolidation

At the Meeting, shareholders will be asked to consider and, if thought fit, to adopt a resolution (the “Consolidation Resolution”) to consolidate (the “Consolidation”) all of the issued and outstanding common shares of the Company (the “Pre-Consolidation Shares”) on the basis of one (1) new common share (a “Consolidated Share”) for each up to ten (10) Pre-Consolidation Shares. Each fractional share remaining after consolidation that is less than 1/2 of a share will be cancelled and each fractional share that is at least 1/2 of a share will be changed to one whole share in accordance with the requirements of the Business Corporations Act (Alberta). There are currently issued and outstanding 218,976,847 common shares of the Company. It is expected that if the maximum share consolidation is effected, of which there is no guarantee, the Company will have approximately 21,897,684 issued and outstanding common shares. The board proposes that the shareholders approve the share consolidation by ordinary resolution.

Resolution

At the Meeting, shareholders will be asked to consider and, if deemed appropriate, to pass the following resolutions substantially in the form written below:

“BE IT RESOLVED THAT:

1. The issued and fully paid common shares of the Company (the "Pre-Consolidation Shares") be consolidated (the "Consolidation") on the basis of one (1) new common share (the "Consolidated Shares") for up to each ten (10) Pre-Consolidated Shares;

2. The board of directors in their own discretion is authorized to fix the basis of the Consolidation of one (1) Consolidated Share for up to ten (10) Pre-Consolidated Shares and to determine when, if ever, the Consolidation will take effect;

3. Following the Consolidation, each fractional share remaining after consolidation that is less than 1/2 of a share will be cancelled and each fractional share that is at least 1/2 of a share will be changed to one whole share in accordance with the requirements of the Business Corporations Act (Alberta);

4. Any director or officer of the Company, signing alone, be and is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such other acts or things he may determine to be necessary or advisable to give effect to these resolutions, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination; and 5. The board of directors is authorized to proceed to implement the foregoing resolution as of such date as the Board may at any time determine or to decide not to proceed with the Consolidation, if, in its sole discretion, it deems it inadvisable, without further notice to or approval of the shareholders of the Company.

Proxies received in favour of management will be voted in favour of the approval of the Consolidation, unless the Shareholder has specified in their Proxy that their Common Shares are to be voted against such resolution.

7. Other Business

Management is not aware of any matter to come before the Meeting other than the matters referred to in the Notice of the Meeting. However, if any other matter properly comes before the Meeting, the accompanying form of proxy confers discretionary authority to vote with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters that properly may come before the Meeting.

Board of Directors Approval

The Board of Directors of the Corporation has approved the contents and sending of this Information Circular.

(signed) "*R. Kim Tyler*"

R. Kim Tyler
President and Chief Executive Officer

ADDITIONAL INFORMATION

Additional information relating to the Corporation may be found on the Corporation's website at www.stratabound.com or on SEDAR at www.sedar.com. Shareholders may contact the Corporation to request copies of the Corporation's financial statements and management discussion and analysis at its main telephone number at (416) 915-4157 or as follows:

Stratabound Minerals Corp.

Attention: R. Kim Tyler
100 King Street West, Suite 5700
Toronto, Ontario, Canada, M5X 1C7

SCHEDULE "A"

STRATABOUND MINERALS CORP.

Audit Committee Charter

Mandate

The primary function of the audit committee (the "Committee") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. The Committee's primary duties and responsibilities are to:

- (1) serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements;
- (2) review and appraise the performance of the Company's external auditor;
- (3) provide an open avenue of communication among the Company's auditor, financial and senior management and the Board of Directors; and
- (4) report regularly to the Board of Directors the results of its activities.

Composition

The Committee shall be comprised of a minimum three directors as determined by the Board of Directors. If the Company ceases to be a "venture issuer" (as that term is defined in Multilateral Instrument 52-110 entitled "Audit Committees"), then all of the members of the Committee shall be free from any material relationship with the Company that, in the opinion of the Board of Directors, would interfere with the exercise of their independent judgment as a member of the Committee.

If the Company ceases to be a venture issuer, then all members of the Committee shall also have accounting or related financial management expertise. All members of the Audit Committee should have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting or until their successors are duly elected. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet at least once quarterly, or more frequently as circumstances dictate or as may be prescribed by securities regulatory requirements. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditor in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

- (a) review and update this Audit Committee Charter annually;
- (b) review the Company's financial statements, MD&A and any annual and interim earnings press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditor; and
- (c) review regular summary reports of directors and officers expense account claims at least annually. Establish and review approval policies for expense reports and, as required, request audits of expense claims and policies for expense approval and reimbursements. The Chairman of the Audit Committee or of the Compensation Committee to approve expense reports of the President and the CEO and the CEO to approve those of the directors and officers.

External Auditor

- (a) review annually, the performance of the external auditor who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company;
- (b) obtain annually, a formal written statement of external auditor setting forth all relationships between the external auditor and the Company;
- (c) review and discuss with the external auditor any disclosed relationships or services that may impact the objectivity and independence of the external auditor;
- (d) take, or recommend that the Board of Directors take, appropriate action to oversee the independence of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- (e) recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditor nominated annually for shareholder approval;
- (f) recommend to the Board of Directors the compensation to be paid to the external auditor;
- (g) at each meeting, where desired, consult with the external auditor, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements;
- (h) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company;
- (i) review with management and the external auditor the audit plan for the year-end financial statements; and
- (j) review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's

external auditor. The pre-approval requirement is waived with respect to the provision of non-audit services if:

- (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditor during the fiscal year in which the non-audit services are provided,
- (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services, and
- (iii) such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Processes

- (a) in consultation with the external auditor, review with management the integrity of the Company's financial reporting process, both internal and external;
- (b) consider the external auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;
- (c) consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditor and management;
- (d) review significant judgments made by management in the preparation of the financial statements and the view of the external auditor as to appropriateness of such judgments;
- (e) following completion of the annual audit, review separately with management and the external auditor any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
- (f) review any significant disagreement among management and the external auditor in connection with the preparation of the financial statements;
- (g) review with the external auditor and management the extent to which changes and improvements in financial or accounting practices have been implemented;
- (h) review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;
- (i) review certification process;
- (j) establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters;
- (k) establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and

- (l) on at least an annual basis, review with the Corporation's counsel, any legal matters that could have a significant impact on the Corporation's financial statements, the Corporation's compliance with applicable laws and regulations, and inquiries received from regulators or government agencies.

Authority

The Audit Committee will have the authority to:

- (a) review any related-party transactions;
- (b) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (c) to set and pay compensation for any independent counsel and other advisors employed by the Committee;
- (d) communicate directly with the auditors; and
- (e) conduct and authorize investigations into any matters within the Committee's scope of responsibilities. The Committee shall be empowered to retain independent counsel and other professionals to assist in the conduct of any investigation.

SCHEDULE "B"

CORPORATE GOVERNANCE DISCLOSURE AND COMPLIANCE WITH CORPORATE GOVERNANCE GUIDES

Corporate Governance Disclosure Required under NI 58-101	Comments
<p>1. Board of Directors</p> <p>Disclose how the board of directors facilitates its exercise of independent supervision over management, including (i) the identity of directors that are independent, and (ii) the identity of directors who are not independent, and the basis for that determination.</p>	<p>The Corporation has adopted governance guidelines consistent with NP 58-201, which provide, among other things, that a majority of the Board must be independent directors. The Board has determined that five of the seven current directors are "independent" within the meaning of NI 58-101. The independent directors are Hashim Ahmed, Jonathan Hill, C. Tappendorf, S. Rasenberg and R. Tomlinson. R. Kim Tyler, the President and CEO of Stratabound and Gary Nassif, the Senior Vice President of Stratabound, are not considered "independent" under NI 58-101. In accordance with the written mandate of the Board, the independent directors of the Board regularly hold in camera sessions of the Board at such times as the independent directors determine advisable. The independent directors had 11 meetings in 2022.</p>
<p>2. Board Mandate</p>	<p>The Board does not have a written mandate. It delineates its roles and responsibilities as prescribed by the Articles of Incorporation and more specifically the Corporation's By-laws as amended from time to time. The Board has responsibility for hiring senior management and supervising and overseeing the management of the business of the Corporation. In addition to the obligations of the Board mandated by law, the Board has responsibility for strategic planning, the selection and monitoring of management and the identification of the principal risks associated with the Corporation's business. The Board approves all significant decisions that materially affect the Corporation before they are implemented and annually approves the key business and financial objectives of the Corporation.</p>
<p>3. Directorships</p> <p>If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction,</p>	<p>The following directors currently serve on the Board of Directors of the following reporting issuers:</p> <p>Gary Nassif – Director - Inventus Mining Corp., Argentum Silver Corp. and Kirkland Lake</p>

Corporate Governance Disclosure Required under NI 58-101	Comments
identify both the director and the other issuer.	Discoveries Corp.. Jon Hill – Director – Royal Roads Minerals Ltd.
<p>4. Orientation and Continuing Education</p> <p>Describe what steps, if any, the board takes to orient new board members, and describe any measures the board takes to provide continuing education for directors</p>	<p>All new directors are provided with a baseline of knowledge about the Corporation which serves as a basis for informed decision-making. This includes a combination of written material, one-on-one meetings with senior management and other briefings and training, as appropriate. Current directors belong to professional associations that have continuing education requirements to maintain membership.</p>
<p>5. Ethical Business Conduct</p> <p>Describe what steps, if any, the board takes to encourage and promote a culture of ethical business conduct.</p>	<p>The Board requires each director to disclose all actual or potential conflicts of interest and refrain from voting on matters in which such director has a conflict of interest. In addition, the director must excuse himself from any discussion or decision on any matter in which the director is precluded from voting as a result of a conflict of interest. The Board has reviewed and approved a disclosure policy for the Corporation, in order to promote consistent disclosure practices aimed at informative, timely and broadly disseminated disclosure of material information to the market, in accordance with applicable securities legislation. The Board has also reviewed and approved a whistleblower policy, to promote, among other things, the disclosure and reporting of any questionable accounting or auditing matters, fraudulent or misleading financial information, and violations of ethical conduct. The Corporation expects that its directors, officers, employees and consultants will adhere to the highest ethical standards in all of the Corporation's business activities. The Corporation's directors, officers, employees and consultants are expected to deal fairly with security holders, customers, suppliers and competitors. All directors, officers, employees and consultants are encouraged to report violations.</p>
<p>6. Nomination of Directors</p> <p>Disclose what steps, if any, are taken to identify new candidates for board nomination, including: (i) who identifies new candidates, and (ii) the process of identifying new candidates.</p>	<p>The process for identifying and recommending the nomination of new Board candidates is the responsibility of the current directors. There is no formalized process for identifying new candidates.</p>

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7. Compensation

Disclose what steps, if any, are taken to determine compensation for the directors and CEO, including: (i) who determines compensation, and (ii) the process of determining compensation.

Upon recommendation from the Compensation and Corporate Governance Committee the independent Directors will review annually the compensation package and performance objectives of the executive officers. With respect to the compensation of directors, the Board will review the adequacy and form of the compensation of directors periodically to determine if the compensation realistically reflects the responsibilities and risks involved in being an effective director. The Board will also determine the annual bonuses to be paid, if any, and will review the grants of options to purchase shares of the Corporation.

8. Other Board Committees

If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.

Compensation and Governance Committee

The Compensation and Corporate Governance Committee is currently composed of two independent Directors, Mr. Tappendorf and Mr. Tomlinson, all of who are independent. Mr. Nassif resigned from the Committee in 2023.

In addition to its responsibilities to assist the Board determining compensation, the Committee has general responsibility for developing the approach of the Corporation to matters of corporate governance.

The Compensation and Corporate Governance Committee is responsible for:

- » Reviewing annually the mandates of the Board of Directors and its committees;
- » Recommending procedures to permit the Board of Directors to function independently of management;
- » Assessing whether the Corporation has implemented appropriate systems of internal control and procedures to ensure compliance with legal, ethical and regulatory requirements and whether these systems are operating effectively;
- » Assessing the effectiveness of the Board of Directors as a whole, the committees of the Board of Directors and the contribution of individual directors; and
- » Administering and updating an orientation and education program for new Board of Directors members.

Technical Committee

The Technical Committee is currently composed of Mr. J Hill, independent, and Messrs R. Kim Tyler and G. Nassif, who are not independent. Messrs. Byberg and Robb retired from the Corporation in Jan. 2022

The primary purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities on specific technical matters which are beyond the scope or expertise of non-technical Board members. The Committee shall oversee and advise the Board and the Corporation's management team ("Management") in relation to the development and advancement of the Corporation's mining assets. The Committee is responsible for conducting investigations, analysis and diligence to validate and test the technical aspects of the Corporation's exploration opportunities, project development or mining operations. The Committee may also consider project economic analysis, appraisal of technical risk factors, appropriate longer-range (as well as early stage) preparations for project development and construction, as well as such other matters as may be requested by the Board. The Committee shall meet at least twice annually or more frequently as appropriate depending on the activities of the Corporation.

9. Assessments

Disclose what steps, if any, that the board takes to satisfy itself that the board, its committees, and its individual directors are performing effectively.

The Board is responsible for ensuring that there is a process in place for annually evaluating the effectiveness and contribution of the Board, the committees of the Board and the individual directors based on their applicable terms of reference or position description. The objective of the assessments is to ensure the continued effectiveness of the Board in the execution of its responsibilities and to contribute to a process of continuing improvement. The assessments will consider in the case of the Board or a committee, the applicable terms of reference, the applicable position descriptions, as well as the

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competencies and skills each individual director is expected to bring to the Board.

**10. Director Term Limits and Other
Mechanisms of Board Renewal**

The Corporation has not adopted term limits or other mechanisms to force a director to be removed from the Board of Directors. The by-laws of the Corporation provide that directors will serve until the next annual general meeting of shareholders and if qualified can be nominated by the governance committee for re-election. Accordingly, the Board of Directors have determined that term limits or mandatory retirement based on age is not necessary. The Board of Directors believes that sustained leadership and intimate knowledge of the Corporation is an asset to the operations and the future of the Corporation. The Board of Directors also believe that an imposition of term limits is inflexible and could possibly result in experienced directors being forced to resign or being barred from standing for re-election based solely on tenure. The Board of Directors considers performance and contribution of individual directors on an ongoing basis.

**11. Policies Regarding the
Representation of Women on the
Board**

The Corporation has not adopted written policies relating to the identification and nomination of women to the Board of Directors. While committed to diversity, the Corporation is of the view that the identification and nomination of individuals to the Board of Directors should be made on the basis of the knowledge and experience of candidates.

The Corporation has had a woman represented as Chairperson and Director since 2016 who retired in 2019 and a woman as CFO between 2019 and January 2022. Currently however, no women are represented on its Board of Directors.

The Corporation does not consider the level of representation of women on the Board of Directors in identifying and nominating candidates for election or re-election. The Corporation is aware and committed to diversity but is of the view that director identification and selection should focus on the knowledge and experience of candidates.

The Corporation does not consider the level of representation of women in executive officer positions when making executive officer appointments. The Corporation is of the view

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that executive officer appointments should be made on the basis of the knowledge and experience of candidates.

The Corporation has not adopted targets regarding the representation of women on the Board of Directors or in executive officer positions. The Corporation believes that targets are unnecessary and would detract from a focus on the knowledge and experience of candidates.

SCHEDULE "C"

CHANGE OF AUDITOR NOTICES

STRATABOUND MINERALS CORP.

CHANGE OF AUDITOR NOTICE

TO: BDO Canada LLP

AND TO: McGovern Hurley LLP

AND TO: Alberta Securities Commission
British Columbia Securities Commission
Ontario Securities Commission

In accordance with Section 4.11 of National Instrument 51-102 - *Continuous Disclosure Obligations* ("**NI 51-102**"), Stratabound Minerals Corp. (the "**Corporation**") hereby gives notice and confirms that:

1. BDO Canada LLP (the "**Former Auditor**"), has resigned at the request of the Corporation as auditor of the Corporation, effective January 9, 2023;
2. The Corporation has appointed McGovern Hurley LLP (the "**Successor Auditor**") as the auditor of the Corporation;
3. The Audit Committee of the Corporation has considered the resignation of the Former Auditor as the Corporation's auditor and recommended the appointment of the Successor Auditor as the Corporation's auditor.
4. The resignation of the Former Auditor as the Corporation's auditor and appointment of the Successor Auditor as the Corporation's auditor were approved by the Board of Directors of the Corporation and the Audit Committee
5. The Former Auditor has not expressed any modified opinion in its audit reports for the period commencing at the beginning of the Corporation's two most recent financial years and ending at the date of this notice; and
6. To the knowledge of the directors of the Corporation, no "reportable event" as such term is defined in NI-51-102 has occurred in connection with the audits for the period commencing at the beginning of the Corporation's two most recent financial years and ending at the date of this notice.

DATED the 9th day of January, 2023.

STRATABOUND MINERALS CORP.

Per: 

Name: Brendan Blair

Title: Chief Financial Officer



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BDO Canada LLP
Unit 1100 Royal Centre
1055 West Georgia Street, P.O. Box 11101
Vancouver, British Columbia
V6E 3P3

January 9, 2023

TO: Alberta Securities Commission
British Columbia Securities Commission
Ontario Securities Commission

Dear Sirs / Mesdames:

Re: Stratabound Minerals Corp. (“Stratabound”) - Notice of Change of Auditor

This letter is in response to the Notice of Change of Auditor for the above noted company dated January 9, 2023 (the “**Notice**”) pursuant to Section 4.11 of National Instrument 51-102 - Continuous Disclosure Obligations (“**NI 51-102**”) in connection with the appointment of McGovern Hurley LLP as the successor auditor of Stratabound.

As required by NI 51-102, we have reviewed the information contained in the Notice and based upon our knowledge as at the date hereof, we hereby confirm that we are in agreement with the statements contained in the Notice.

Yours very truly,

BDO Canada LLP

Per: *BDO Canada LLP*

McGovern Hurley

Audit. Tax. Advisory.

January 9, 2023

Ontario Securities Commission
Alberta Securities Commission
British Columbia Securities Commission

Dear Sirs/Mesdames:

Re: Stratabound Minerals Corp.

We have reviewed the information contained in the Change of Auditor Notice of Stratabound Minerals Corp. dated January 9th, 2023 (the "Notice"), which we understand will be filed pursuant to Section 4.11 of National Instrument 51-102.

Based on our knowledge as of the date hereof, we agree with the statements contained in the Notice. We have no basis to agree or disagree with the comments in the notice relating to BDO Canada LLP.

Yours truly,

McGovern Hurley LLP



Chartered Professional Accountants
Licensed Public Accountants