



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