

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**1. NAME AND ADDRESS OF COMPANY**

South Star Battery Metals Corp.  
c/o Suite 1200 - 750 West Pender Street  
Vancouver, B.C. V6C 2T8

**2. DATE OF MATERIAL CHANGE**

October 25, 2021

**3. NEWS RELEASE**

News release dated October 25, 2021 was disseminated via the facilities of Cision PR Newswire.

**4. SUMMARY OF MATERIAL CHANGE**

South Star Battery Metals Corp. closed its non-brokered private placement.

**5. FULL DESCRIPTION OF MATERIAL CHANGE**

South Star Battery Metals Corp. (“**South Star**” or the “**Company**”) (TSX-V: STS) (OTC: STSBF) completed a non-brokered private placement of units (the “**Private Placement**” or the “**Offering**”) for a total proceeds of C\$2,427,700. The majority of participation in the Placement was with key institutional investors. Net proceeds from the Private Placement will be used for advanced materials sample preparation, commercial agreements, project finance and general working capital requirements for the Company.

The Private Placement consists of 22,069,999 units priced at C\$0.11 per unit (the “**Units**”). Each Unit consists of one (1) common share and one (1) common share purchase warrant (the “**Warrants**”). Each Warrant entitles the holder to purchase one additional common share of the Company at an exercise price of C\$0.15 per common share for a period of three years from the date of issue. The securities are subject to a four-month hold period from the date of closing and approval by the TSXV, expiring February 26, 2022. In connection with the private placement, the Company paid an aggregate amount of 294,000 in brokers’ warrants in connection with the Placement (equal to 6% of the gross proceeds of the offering sold to subscribers introduced to the Company by the brokers) and \$33,660 in cash finders’ fees were paid to certain finders (equal to 6% of the gross proceeds of the offering sold to subscribers introduced to the Company by the finders).

**Acceleration Clause**

If during a period of ten consecutive trading days between the date that is four (4) months following the closing of the Private Placement and the expiry of the Warrants the daily volume

weighted average trading price of the common shares of the Company on the TSXV (or such other stock exchange where the majority of the trading volume occurs) exceeds C\$0.50 on each of those ten consecutive days, the Company may, within 30 days of such an occurrence, give written notice to the holders of the Warrants that the Warrants will expire at 4:00 p.m. (Vancouver time) on the 30th day following the giving of notice unless exercised by the holders prior to such date. Upon receipt of such notice, the holders of the Warrants will have 30 days to exercise their Warrants. Any Warrants which remain unexercised at 4:00 p.m. (Vancouver time) on the 30th day following the giving of such notice will expire at that time.

**6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102**

Not applicable.

**7. OMITTED INFORMATION**

Not applicable.

**8. EXECUTIVE OFFICER**

Richard Pearce  
Chief Executive Officer

Dave McMillan  
Chairman  
Email: [davemc@telus.net](mailto:davemc@telus.net)

**9. DATE OF REPORT**

October 27, 2021