

**Form 62-103F1**  
***Required Disclosure under the Early Warning Requirements***

**Item 1 – Security and Reporting Issuer**

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

This report relates to units (“**Units**”) of South Star Battery Metals Corp. Inc. (the “**Issuer**”).

The Issuer’s head office is located at Suite 1507, 1030 West Georgia St., Vancouver, British Columbia, V6E 2Y3, Canada.

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

The transaction that triggered the requirement to file the report was carried out in a private transaction and not through any market.

**Item 2 – Identity of the Acquiror**

**2.1 State the name and address of the acquiror.**

FITPART FUND ADMINISTRATION SERVICES LTD. (the “**Acquiror**”)

Bahamas Financial Centre, 4<sup>th</sup> Floor  
Shirley & Charlotte Streets  
P.O. Box CB – 13515  
Nassau, Bahamas

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

On August 11, 2023, the Acquiror acquired 7,373,884 Units at a price of \$0.53 per Unit in a private placement (the “**Private Placement**”) for a total investment of \$3,908,158.52. Each Unit consists of one common share of the Issuer (a “**Common Share**”) and one common share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder to purchase one additional Common Share at an exercise price of \$1.25 per share for a period of five years from the date of issue. The Warrants are subject to an acceleration clause (described in more detail below).

The acceleration clause of the Warrants will provide that, if, during any period of ten consecutive trading days between the date that is four 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 Issuer on the TSX-V (or such other stock exchange where the majority of the trading volume occurs) exceeds \$2.50 on each day, the Issuer may, within thirty (30) days of such an occurrence, give written notice to the holders of the Warrants that all unexercised Warrants will expire at 4:00 p.m. (Vancouver time) on the 30th day following the giving of such notice. Upon receipt of such notice, the holders of the Warrants will have thirty (30) days to exercise their Warrants and any Warrants that remain unexercised will expire.

**2.3 State the names of any joint actors.**

The Units were purchased by four investment funds managed by the Acquiror. The investment funds are: Fitpart Diversified Strategies Professional Fund LDC, Panorama Fund LDC, Fitpart Next Generation IC Fund, and Fitpart High Yield IC Fund.

**Item 3 – Interest in Securities of the Reporting Issuer**

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

On August 11, 2023, the Acquiror acquired 7,373,884 Common Shares and 7,373,884 Warrants of the Issuer (the “**Transaction**”). Immediately prior to the Transaction, the Acquiror held 4,500 shares, representing 0.01% of the issued and outstanding common shares of the Issuer. As a result of the Transaction, the Acquiror has control over 7,378,384 Common Shares and 7,373,884 Warrants representing approximately 17.63% of the undiluted issued and outstanding common shares of the Issuer. Assuming exercise of all the Warrants, the Acquiror will hold 14,752,268 Common Shares, representing approximately 29.97% of the issued and outstanding common shares of the Issuer on a partially diluted basis.

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

The Acquiror acquired control over the securities that triggered the requirement to file this report. See Item 2.2 above.

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

Not applicable.

**3.4 State the designation and number or principal amount of securities and the acquirer’s security holding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.**

Immediately prior to the Transaction, the Acquiror held 4,500 shares, representing 0.01% of the issued and outstanding common shares of the Issuer. As a result of the Transaction, the Acquiror has control over 7,378,384 Common Shares and 7,373,884 Warrants representing approximately 17.63% of the undiluted issued and outstanding common shares of the Issuer. Assuming exercise of all the Warrants, the Acquiror will hold 14,752,268 Common Shares, representing approximately 29.97% of the issued and outstanding common shares of the Issuer on a partially diluted basis.

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

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

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

All securities referred to in Item 3.4 are controlled by the Acquiror.

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

Not applicable.

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

**State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.**

Not applicable.

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

Not applicable.

#### **Item 4 – Consideration Paid**

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

The Acquiror acquired 7,373,884 Units at a price of \$0.53 per Unit for a total purchase price of \$3,908,158.52.

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

The Acquiror acquired the Units at a cost of \$3,908,158.52 pursuant to subscription agreements in the Private Placement

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

Not applicable.

**Item 5 – Purpose of the Transaction**

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

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders;**
- (k) an action similar to any of those enumerated above.**

The Acquiror acquired the Units for investment purposes. The Acquiror may acquire additional securities or dispose of securities of the Issuer in the future either on the open market, privately or otherwise depending on market conditions, reformulation of plans, other available investment business opportunities and/or other relevant factors.

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

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

Not applicable.

**Item 7 – Change in material fact**

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

Not applicable.

**Item 8 – Exemption**

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

Not applicable.

**Item 9 – Certification**

I, as the Acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: August 11, 2023

**FITPART FUND ADMINISTRATION SERVICES LTD.**

Per:

"Fernando Prado"  
Signature

Fernando Prado/ Director  
Name/ Title