

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

South Star Battery Metals Corp. (the “**Company**”)
Suite 1507 – 1030 West Georgia Street
Vancouver, British Columbia V6E 2Y3

Item 2 Date of Material Change

November 21, 2025.

Item 3 News Release

A news release dated November 21, 2025, was disseminated via Newswire and subsequently filed on SEDAR+ at www.sedarplus.ca.

Item 4 Summary of Material Change

On November 21, 2025, the Company closed the third and final tranche (the “**Third Tranche**”) of its non-brokered private placement of units (the “**Unit Offering**”). Pursuant to the Third Tranche, the Company issued 22,744,253 Units at a price of C\$0.15 per Unit for gross proceeds of C\$3,411,638.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On November 21, 2025, the Company closed the Third Tranche of the Unit Offering. Pursuant to the Third Tranche, the Company issued 22,744,253 Units at a price of C\$0.15 per Unit for gross proceeds of C\$3,411,638 (approximately US\$2,454,416).

Each Unit consists of one common share (a “**Share**”) and one common share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder to acquire one additional Share at a price of C\$0.20 per Share for a period of five (5) years from the closing date, subject to acceleration. The expiry date of the Warrants may be accelerated, at the option of the Company, if at any time after four (4) months following the closing date, the closing price of the Company’s common shares on the TSX Venture Exchange (the “**Exchange**”) is at or above C\$0.40 for ten (10) consecutive trading days, provided that the Company gives thirty (30) days’ prior notice to the holders by news release.

The securities issued under the Unit Offering are subject to a statutory hold period of four months and one day from the date of issuance in accordance with applicable securities laws. Net proceeds from the Unit Offering will be used for exploration and development activities, general and administrative expenses, and working capital. The Unit Offering remains subject to final approval of the Exchange.

Including the first and second tranches closed on October 10, 2025 and October 31, 2025, the Company raised total gross proceeds of C\$6,672,000 (approximately US\$4,800,000) under the Unit Offering.

As a result of receiving shareholder approval of the creation of a new control person of the Company at the Annual General and Special Meeting, held on November 17, 2025, funds directed and controlled by Mr. Tiago Cunha, the Interim Chief Executive Officer and a director of the Company, purchased an additional 12,342,087 Units in the third tranche of the Unit Offering, representing the balance of their C\$2,085,000 (approximately US\$1.5 million) investment commitment. At closing of the third and final tranche, funds directed and controlled by Mr. Tiago Cunha own an aggregate of 25,455,552 Shares, or 23.92% of the Company's issued and outstanding Shares. Such insider participation constitutes a "related party transaction" under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company is relying on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to sections 5.5(a) and 5.7(1)(a) thereof, as the fair market value of the securities subscribed for does not exceed 25% of the Company's market capitalization.

In connection with Unit Offering, the Company paid aggregate finder's fees of C\$258,995 (approximately US\$186,328) in cash, including US\$178,752 paid to A8 Capital Advisors. The Company also issued 1,987,722 Shares to A8 Capital Advisors as a finder's fee.

The securities referred to in this material change report have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent registration under the U.S. Securities Act and applicable state securities laws, unless an exemption from such registration is available. This material change report does not constitute an offer for sale of securities for sale, nor a solicitation for offers to buy any securities. Any public offering of securities in the United States must be made by means of a prospectus containing detailed information about the Company and management, as well as financial statements. "United States" and "U.S. person" have the respective meanings assigned in Regulation S under the U.S Securities Act.

Related Party Disclosure

The following supplementary information is provided in accordance with Section 5.2 of MI 61-101.

(a) a description of the transaction and its material terms:

See item 5 above.

(b) the purpose and business reasons for the transaction:

See item 5 above.

(c) the anticipated effect of the transaction on the issuer's business and affairs:

See item 5 above.

(d) a description of:

(i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:

Prior to the Unit Offering, Tiago Cunha, Interim CEO, President and a director of the Company, held or controlled 11,555,552 common shares of the Company. Pursuant to the Unit Offering, funds directed and controlled by Tiago Cunha acquired an aggregate of 13,900,000 Units. After closing of the Unit Offering, the number of common shares beneficially owned or controlled by Tiago Cunha is 25,455,552 common shares or approximately 23.92% of the outstanding common shares of the Company.

(ii) the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:

See item (d)(1) above.

(e) unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:

Resolution passed by the board of directors of the Company on September 25, 2025. No special committee was established in connection with the transaction.

(f) a summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:

Not applicable.

(g) disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that relates to the subject matter of or is otherwise relevant to the transaction:

i. that has been made in the 24 months before the date of the material change report:

Not applicable.

ii. the existence of which is known, after reasonable enquiry, to the issuer or to any director or senior officer of the issuer:

Not applicable.

(h) the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:

Other than the subscription agreements entered into with Tiago Cunha, the Company did not enter into any agreement with an interested party or a joint actor with an interested party in connection with the Third Tranche of the Unit Offering. To the Company's knowledge, no related party to the Company entered into any agreement with an interested party or a joint actor with an interested party, in connection with the the Third Tranche of the Unit Offering.

(i) disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101, respectively, and the facts supporting reliance on the exemptions:

The participation of Tiago Cunha in the Third Tranche of the Unit Offering constitutes a related party transaction under MI 61-101. The Company is relying on the exemptions from the valuation requirement and the minority approval requirement set out in subsections 5.5(a) *Fair Market Value Not More than 25% of Market Capitalization* and 5.7(1)(a) *Fair Market Value not More than 25% of Market Capitalization*, of MI 61-101, respectively.

The Company will send a copy of this material change report to any security holder of the Company upon request and without charge.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

None.

Item 8 Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this material change report and may be contacted:

Tiago Cunha, interim President and CEO
Email: t.cunha@southstarbattery.com

Item 9 Date of Report

December 2, 2025

Cautionary Statement Regarding “Forward-Looking” Information

This material change report contains “forward-looking statements” within the meaning of applicable securities legislation. Forward looking statements relate to information that is based on assumptions of management, forecasts of future results, and estimates of amounts not yet determinable. Any statements that express predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance are not statements of historical fact and may be “forward -looking statements”.

Forward-looking statements in this material change report include, but are not limited to, the use of proceeds from the Unit Offering, the timing and receipt of regulatory approvals, and the Company’s overall strategy, plans, and future expectations. Forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements, including, without limitation: risks related to failure to obtain adequate financing on a timely basis and on acceptable terms; risks related to the outcome of legal proceedings; political and regulatory risks associated with mining and exploration; risks related to the maintenance of stock exchange listings; risks related to environmental regulation and liability; the potential for delays in exploration or development activities or the completion of feasibility studies; the uncertainty of profitability; risks and uncertainties relating to the interpretation of drill results, the geology, grade and continuity of mineral deposits; risks related to the inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses; results of prefeasibility and feasibility studies, and the possibility that future exploration, development or mining results will not be consistent with the Company's expectations; risks related to commodity price fluctuations; and other risks and uncertainties related to the Company's prospects, properties and business detailed elsewhere in the Company's disclosure record. Additional information on these and other risk factors can be found in the Company’s continuous disclosure documents available under its profile on SEDAR+ at www.sedarplus.ca.

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Investors are cautioned against attributing undue certainty to forward-looking statements. These forward-looking statements are made as of the date hereof and the Company does not assume any obligation to update or revise them to reflect new events or circumstances. Actual events or results could differ materially from the Company's expectations or projections.