FORM 51-102F3
MATERIAL CHANGE REPORT

1. NAME AND ADDRESS OF COMPANY

South Star Battery Metals Corp.
Suite 1507 - 1030 West Georgia Street
Vancouver, B.C. V6E 2Y3

2. DATE OF MATERIAL CHANGE

April 14, 2022

3. NEWS RELEASE

News release dated April 18, 2022 was disseminated via the facilities of Globe Newswire.

4. SUMMARY OF MATERIAL CHANGE

South Star Battery Metals Corp. announced a board change and supplemental disclosure for a streaming agreement.

5. FULL DESCRIPTION OF MATERIAL CHANGE

South Star Battery Metals Corp. ("**South Star**" or the "**Company**") (TSX-V: STS) (OTC: STSBF) announced the retirement of Dave McMillan as Chairman and member of the Board effective April 15th, 2022. Marc P. Leduc, a board member since 2019, has been named the new Chairman effective April 15th, 2022.

Mr. Leduc is a mining engineer and geologist with over 30 years of experience involving all aspects of the development, operations, planning and evaluation of mining projects including over 20 years in Latin America. Marc served as the President and CEO of Luna Gold Corp., operator of the Aurizona mine in Brazil, from 2015 to 2016. He also led the team restarting the Castle Mountain mine in the southwest US and served as COO and interim CEO of NewCastle Gold Ltd. Both companies were merged in 2017 to form Equinox Gold Corp. where he served as the Executive Vice President of US Operations after the merger. He is currently COO of Kore Mining Ltd. Throughout his career, Marc has demonstrated a proven ability of unlocking the maximum value in mining assets through his experience in the design and construction of large mines, heap leach and tailings facilities. He has global experience in the areas of complex metallurgy, site water management, heap leach planning and the use of innovative solutions to solve environmental concerns. Previously, Mr. Leduc was Chief Operating Officer at Lydian International Limited and President and COO of Bear Creek Mining Corporation. He holds a B.Sc. (Honors) in Mining Engineering from Queen's University and a B.Sc. in Geology from the University of Ottawa.

SUPPLEMENTAL DISCLOSURE IN RESPECT OF THE STREAMING TRANSACTION

The Company also wishes to provide the following disclosure with respect to the security package surrounding the binding streaming agreement ("Agreement") with Sprott Private Resource Streaming and Royalty (B) Corp. ("Sprott") for the Santa Cruz Graphite Project in Brazil (the "Project"), to supplement the disclosure in its press release dated April 5, 2022 (the "Press Release"). Capitalized terms not otherwise defined below shall have the meanings ascribed to such terms in the Press Release.

The obligations of the Company's affiliate, South Star Graphite Canada Corp. ("SSGCC"), under the Promissory Note, the Agreement and related documents have been guaranteed by the Company pursuant to a limited recourse guarantee, pursuant to which recourse against the Company is limited to certain collateral subject to the Initial Share Pledges (as defined below). The Company's (and its affiliates') obligations under the Promissory Note, the Agreement and related documents are secured by a pledge by the Company of the shares of its direct wholly-owned subsidiaries, SSGCC and Brasil Graphite Corp. ("BGC"), in favour of Sprott (collectively, the "Initial Share Pledges"). The obligations under the Agreement will be further guaranteed pursuant to a guarantee from each of Brazil Grafite Mineração Ltda. ("BGM"), the indirect wholly-owned subsidiary of the Company that holds the Project, and BGC, and further secured by a pledge of the shares of BGM and certain assets of BGM (including real property) relating to the Project.

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
r.pearce@southstarbatterymetals.com

9. DATE OF REPORT

April 20, 2022