SOUTH STAR BATTERY METALS CORP. CORPORATE CODE OF CONDUCT & ETHICS

INTRODUCTION

This Corporate Code of Conduct and Ethics ("Code") covers a range of business practices and procedures. This Code cannot and does not cover every issue that may arise or every situation in which ethical decisions must be made, but rather sets out core guiding principles of conduct and ethics that South Star Battery Metals Corp ("STS" or "the Company") expects of its employees, directors and officers (including, without limitation, all Executive Board members). All references to "employees" in this Code include all employees, directors and officers of the Company.

The Company pursues high standards of ethics and integrity and strives to manage the inherent operational risks as effectively as possible. This Code aims to promote honest and ethical conduct, avoid conflicts of interest and comply with applicable governmental laws, rules and regulations. It sets out the principles that must guide the actions of all employees, associates and consultants to ensure that the Company's activities are accordingly managed.

APPLICATION OF CODE

Compliance with the rules in this Code of Conduct & Ethics is mandatory for all employees and consultants who have a professional relationship with STS, regardless of their hierarchical rank. Employees and consultants are also responsible for ensuring that this Code is followed, which means that everyone must read and apply its rules.

The Company expects all its employees, officers and directors to comply and act in accordance, at all times, with the principles stated above and the more detailed provisions provided herein. Any violation of this Code may be subject to corrective or disciplinary action up to and including dismissal and legal action. In addition to following this Code, individuals are expected to seek guidance in any case where there is a question about compliance with both the letter and spirit of stated policies and applicable laws. This Code is not a complete code of conduct.

No waivers of any provision of this Code may be made except by the Board. Any waiver or amendment shall be reported as required by law or regulation.

This Code is complemented by the Company's Anti-Bribery & Anti-Corruption Policy, Diversity Policy and Whistle Blower Policy which are integral parts of the Company's standards of conduct.

CONFIDENTIALITY

Directors, officers, employees and consultants of the Company must maintain the confidentiality of information entrusted to them by the Company or its customers, partners and related parties, except when a disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors or might be harmful to the Company or its partners and associates, if disclosed.

All employees or consultants must not use information received in the course of their duties for their own benefit or the benefit of third parties with whom they have a direct or indirect relationship.

All employees and consultants recognize that confidentiality obligations with respect to internal information continue to apply even if they are no longer employed with or acting as suppliers for the Company. At the end of their employment or contract, all employees and consultants must return to their immediate supervisor any document in their possession (in any form whatsoever: hard copy, electronic copy, etc.) that contains confidential information belonging to the Company.

CONFLICTS OF INTEREST

A conflict of interest is any situation that may directly or indirectly lead an employee or consultant to favor their personal or business interests or the interests of a person with whom they have a relationship over the interests of one of the clients or over the interests of the Company. A conflict of interest also refers to any situation that may impair a person's loyalty or judgment in the performance of their duties.

Under no circumstances may employees and consultants attempt to influence a Company decision regarding a client or supplier in order to gain a direct or indirect personal benefit. Employees and consultants are also prohibited from soliciting or accepting any personal benefit, donation, or gift from a current or potential client or supplier, whether in the form of money, goods, services, invitations, or other benefit.

Employees shall perform the responsibilities of their positions on the basis of what is in the best interests of the Company and free from the influence of personal considerations and relationships.

Where a conflict involves a Board member (i.e. where a Board member has an interest in a material contract or material transaction involving the Company), the Board member involved will be required to disclose his or her interest to the Board and refrain from voting at the Board meeting of the Company considering such contract or transaction in accordance with applicable law.

It is not always easy to determine whether a conflict of interest exists, so any potential conflicts of interest should be reported immediately to a member of senior management who is independent of the potential conflict and who will assess the issue with, if necessary, the advice of legal counsel. For unresolved potential conflicts involving any employee or consultant, or where a member of senior management or a board member is involved in a potential conflict, the issue should be referred to the Board of Directors.

TRADING & COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Employees and consultants who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of the Company's business.

All non-public information about the Company or its partners should be considered confidential information. To use non-public information for personal financial benefit or to influence others' investment decisions based on this information is unethical and illegal.

STS is committed to conduct its business affairs with honesty and integrity and in full compliance with all laws, rules and regulations applicable to the Company's business in the countries in which it operates. Each employee must at all times respect and obey such laws, rules and regulations, including insider trading laws. Although not all employees are expected to know the details of these laws, rules and regulations, it is important to know enough to respect and obey such laws and avoid any situation that could be perceived as improper, unethical or at least determine when to seek advice from appropriate personnel.

PROTECTION AND PROPER USE OF CORPORATE ASSETS

The Company's assets should only be used for legitimate business purposes. All employees should make efforts to protect the Company's physical and intellectual properties and ensure their efficient use. Any suspected incidents of fraud or theft should be immediately reported to an individual's supervisor or to a member of senior management for investigation.

Carelessness and waste of physical assets have a direct, negative impact on the Company.

Company assets include intellectual property such as business, marketing and corporate development information, plans, engineering and all technical information, databases, records, salary information and any unpublished financial or technical data and reports. Unauthorized use or distribution of this information would violate this Code. It could also be illegal and result in civil or even criminal penalties.

The integrity and protection of Company assets are essential to development and success. Failure to comply with this policy could jeopardize the strategic position and generate financial losses and legal problems. It is essential to protect and uphold the integrity of this property.

All information, commercial and trade secrets created for the Company by employees and consultants belong to STS. Employees and consultants acknowledge that all rights to Company data and to content developed, presented and used in the course of their duties are and shall remain the exclusive property of the Company and are protected by law. They also acknowledge that they do not acquire any right, title or interest in Company assets.

FAIR DEALING

Directors, officers, employees and consultants of the Company should all endeavor to deal fairly with the Company's customers, suppliers, competitors and the other employees of the Company. No one at the Company should take unfair advantage of anyone through illegal conduct, concealment, manipulation, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

USE OF COMMUNICATION NETWORKS AND SOCIAL MEDIA

Employees and consultants must ensure that their language and attitudes are civil and respectful toward anyone (colleagues, clients, suppliers, partners, the public, etc.) that has any relationship whatsoever with STS.

In an increasingly digital and faster communication environment, STS requires that any communication that transmits information through any of the Company's telecommunication tools (phone, text message,

email, all types of social media, etc.) must project a professional and respectful image of the Company and clients, suppliers, partners and associates at all times.

The Company would like to remind its employees and consultants that they are obligated to uphold at all times the confidentiality of information that they obtain in the course of their professional duties. Before posting anything related to the Company on social media, it is strongly recommended that employees and consultants question the justification, relevance and compliance of the post. When in doubt, be sure to talk to the immediate superior or the responsible representative from human resources.

FINANCIAL REPORTING

Financial records and reports serve as a basis for managing the business and are crucial for meeting obligations to employees, customers, investors and others, as well as for compliance with regulatory, tax, financial reporting and other legal requirements. Any Company member who makes entries into the business records or who issues regulatory or financial reports, has a responsibility to fairly present all information in a truthful, accurate and timely manner. No employee, officer or director shall exert any influence over, coerce, mislead or in any way manipulate the Company's external or internal auditors or financial reporting.

STS maintains all records in accordance with local and international laws and regulations. The term "business records" covers a broad range of files, reports, business plans, receipts, policies and communications, including hard copy, electronic, and recordings whether maintained at work or at home. The Company prohibits the unauthorized destruction of or tampering with any records, whether written or in electronic form, where the Company is required by law or government regulation to maintain such records or where it has reason to know of a threatened or pending investigation or litigation relating to such records.

REPORTING OF ANY ILLEGAL OR UNETHICAL BEHAVIOUR

STS is committed to conduct all business in a lawful and ethical manner. Directors, officers, employees, and consultants are encouraged to report violations of laws, rules, regulations or this Code to their supervisor or member of senior management. All retaliatory actions against anyone who, in good faith, reports a possible violation is strictly prohibited. It is unacceptable to file a report knowing it to be false.