

BATTERY MINERAL RESOURCES CORP.

MANDATE OF THE BOARD OF DIRECTORS

1. Purpose

The board of directors (the “Board”) of Battery Mineral Resources Corp. (the “Company”), directly and through its committees, oversees the management of, and provides stewardship over, the Company’s affairs. The purpose of this mandate is to describe the principal duties and responsibilities of the Board, as well as some of the policies and procedures the Board will adopt to assist it in discharging its duties and responsibilities. The Board is obligated to act honestly and in good faith with a view to the best interests of the Company. The Board is also committed to the principles of good corporate governance and practices set out in National Policy 58-201 – Corporate Governance Guidelines.

2. Role and Responsibilities of the Board.

2.1 The role of the Board is to:

- (a) represent the shareholders of the Company;
- (b) enhance and maximize shareholder value; and
- (c) conduct the business and affairs of the Company ethically and in accordance with the highest standards of corporate governance.

The Board is ultimately accountable and responsible for providing independent, effective leadership in supervising the management of the business and affairs of the Company.

2.2 The responsibilities of the Board include:

- (a) adopting a strategic planning process;
- (b) identifying the principal risks of the Company’s business and ensuring the implementation of appropriate systems to manage these risks;
- (c) reviewing and approving annual operating plans and budgets;
- (d) corporate social responsibility, ethics and integrity;
- (e) succession planning for the Chief Executive Officer (“CEO”), including the appointment, training and supervision of management;
- (f) delegations and general approval guidelines for management;
- (g) monitoring financial reporting, capital allocation, and management;
- (h) corporate disclosure and communications;

- (i) adopting measures for receiving feedback from stakeholders; and
- (j) adopting key corporate policies designed to ensure that the Company and its directors, officers and employees comply with applicable laws, rules and regulations, and conduct their business ethically and with honesty and integrity.

2.3 The Board will select one of its members to be appointed chairman of the Board (“**Chairman**”) at the first Board meeting following the annual general meeting of shareholders of the Company for such term as the Board may determine.

3. Corporate Social Responsibility, Ethics and Integrity

3.1 The Board will provide leadership to the Company in support of its commitment to corporate social responsibility, set the ethical tone for the Company and its management, foster ethical and responsible decision making by management, and review director and executive diversity, ensuring the workplace is free from harassment and discrimination.

3.2 The Board will take all reasonable steps to satisfy itself of the integrity of the CEO and management of the Company, and satisfy itself that the CEO and management create a culture of integrity throughout the organization.

4. Succession Planning, Appointment and Supervision of Management

The Board will approve:

- (a) the succession plan for the Company, including the selection, appointment, supervision and evaluation of the CEO and the other senior officers of the Company; and
- (b) the compensation of the CEO and the other senior officers of the Company.

5. Delegations and Management Oversight

5.1 The Board will delegate responsibility for the day-to-day management of the Company’s business and affairs to the Company’s CEO, who supervises the Company’s senior officers.

5.2 The Board may delegate certain matters it is responsible for to Board committees. The Board will, however, retain its oversight function and ultimate responsibility for these matters and all other delegated responsibilities.

5.3 The Board will oversee Company’s management, including:

- (a) appointing, training and monitoring the CEO and other senior management;
- (b) developing a clear position description for the CEO (including delineating management responsibilities), and will develop or approve the corporate goals and objectives that the CEO is responsible for meeting;
- (c) developing or approving the corporate goals and objectives of the CEO and of other senior management;

- (d) determining the compensation of the CEO and of other senior management; and
- (e) assessing the performance of the CEO and other senior management

5.4 All management incentive plans tied to the Company's performance must first be approved by the Board.

6. Monitoring of Financial Reporting and Management

The Board will approve all regulatory filings where it is required to do so under applicable laws, rules and regulations. Without limiting the generality of the foregoing, the Board will approve all annual audited financial statements, interim financial statements, the notes and management discussion and analysis accompanying such financial statements, management proxy circulars, and prospectuses. The Board will also approve material capital investments, all equity financings, all material borrowings and all annual operating plans and budgets.

7. Board Committees

The Board may establish, without limitation, the following committees:

- (a) An Audit and Risk Committee;
- (b) A Corporate Governance, Compensation and Nominating Committee; and
- (c) A Health, Safety, Environment, Community and Technical Committee.

8. Corporate Policies

8.1 The Board may adopt policies and procedures designed to ensure that the Company and its directors, officers and employees comply with all applicable laws, rules and regulations and conduct the Company's business ethically and with honesty and integrity.

8.2 Policies the Board may adopt include, without limitation, the following:

- (a) Code of Business Conduct and Ethics;
- (b) Conflicts of Interest Policy;
- (c) Whistleblower Policy;
- (d) Corporate Disclosure Policy; and
- (e) Insider Trading Policy.

9. Review of Mandate

The Board will periodically review and assess the adequacy of this mandate.