

**BATTERY MINERAL RESOURCES CORP.**  
**(the “Company”)**

**INSIDER TRADING POLICY**

1. PURPOSE.

The purpose of this Policy is to assist the directors, officers and employees of the Company and its subsidiaries in complying with the prohibitions under applicable securities laws against insider trading, tipping and recommending trades in the securities of the Company and other issuers in certain circumstances. This Policy also contains additional pre-clearance, black-out and other trading restrictions and provisions for maintaining the confidentiality of information in certain circumstances.

2. APPLICATION.

This Policy applies to all directors, officers and employees of the Company and its subsidiaries. In addition, certain sections of the Policy also apply to the related persons of directors, officers and employees ("**Related Persons**") which include an individual's spouse, minor children and anyone else living in the individual's household and any legal entities controlled by the individual.

The prohibitions in this Policy may also apply to persons in a special relationship with the Company with respect to the securities of other issuers with which the Company does business or may do business in circumstances where such persons may have knowledge of an undisclosed material fact or material change regarding such issuer.

Persons in a special relationship with the Company include directors, officers and employees of the Company and its subsidiaries and other insiders as defined under applicable securities laws.

3. PROHIBITION ON INSIDER TRADING, TIPPING AND RECOMMENDING TRADES IN SECURITIES OF THE COMPANY.

**Prohibition**

No director, officer or employee of the Company or any of its subsidiaries or any Related Person shall:

- (a) purchase or sell securities of the Company with knowledge of material information relating to the Company that has not been generally disclosed to the public;

- (b) inform, other than in the necessary course of business (and where practical under the protection of a non-disclosure agreement), another person or company of material information relating to the Company that has not been generally disclosed to the public; or
- (c) recommend or encourage, other than in the necessary course of business, another person or company to purchase or sell securities of the Company with knowledge of material information relating to the Company that has not been generally disclosed.

## **Security**

A security of the Company will include common shares, preferred shares, debt securities, convertible securities, warrants, options, equity-based compensation awards or any other securities that obligate the Company to issue or sell any securities of the Company or give any person the right to subscribe for or acquire securities of the Company.

## **Material Information**

Material information includes material facts and material changes (as such terms are defined under applicable securities laws) and is any information relating to the business and affairs of the Company that results or would reasonably be expected to result in a significant change in the market price or value of the Company's securities.

Material information is non-public until it has been generally disclosed by news release disseminated through a news wire service and investors have been given a reasonable amount of time to analyze the information.

## **4. ADDITIONAL RESTRICTIONS FOR DIRECTORS, OFFICERS AND DESIGNATED EMPLOYEES.**

### **Pre-Clearance**

In order to assist in preventing even the appearance of an improper insider trade, all proposed transactions in securities of the Company by directors and officers of the Company must be pre-cleared with the Company's Chief Financial Officer.

Persons subject to the pre-clearance restriction should contact the Chief Financial Officer at least two business days (or such shorter period as the Chief Financial Officer may determine) in advance and may not effect any transaction subject to the pre-clearance request unless given clearance to do so. Any pre-clearance request that has been granted will be valid only for three business days following the approval date unless terminated earlier by the Chief Financial Officer. If a transaction for which pre-clearance has been granted is not effected within such period, the transaction must be pre-cleared again.

To the extent that a material event or development affecting the Company remains non-public, persons subject to the pre-clearance requirement will not be given permission to effect

transactions in securities of the Company. Such persons may not be informed of the reason they may not trade. Any person that is made aware of the reason for an event-specific prohibition on trading shall not disclose the reason for the prohibition to third parties and should avoid disclosing the existence of the prohibition.

### **Black-Out Periods**

No trades or other transactions in securities of the Company (including the exercise of stock options or transactions involving other forms of equity-based compensation) shall be carried out by directors and officers of the Company and all employees who receive notice from the Company's Chief Financial Officer that they are designated blacked-out employees in respect of a given period during the period of time beginning 30 days prior to each quarterly regulatory deadline for the filing of financial results and ending on **the second trading day after the financial results have been disclosed by the Company by way of a news release, SEDAR filing or other public dissemination.**

The Company reserves the right to extend any applicable black-out period if it deems necessary. Trading black-out periods may also be prescribed from time to time as a result of special circumstances relating to the Company. All directors and officers and employees with knowledge of such special circumstances will be covered by the black-out.

### 5. MAINTAINING CONFIDENTIALITY.

All directors, officers and employees of the Company and its subsidiaries are prohibited from informing, other than in the necessary course of business, another person or company of material undisclosed information relating to the Company.

A director, officer or employee of the Company and its subsidiaries may disclose material undisclosed information to third parties where doing so is in the necessary course of business.

Information communicated internally and externally to outside parties in the necessary course of business should be done on a need to know basis consisting only of that information that is necessary for the recipient to be able to perform its responsibilities.

### 6. APPLICABILITY OF POLICY TO SECURITIES AND MATERIAL UNDISCLOSED INFORMATION OF OTHER COMPANIES

The prohibitions contained in this Policy with respect to insider trading, tipping and recommending trades in securities of the Company will also apply to directors, officers and employees of the Company and its subsidiaries in relation to the securities of other companies in circumstances where such persons may be in possession of material undisclosed information relating to such companies obtained in the course of the Company's business. In these circumstances, information about other companies should be treated in the same way as comparable information relating to the Company.

### 7. POTENTIAL PENALTIES AND CIVIL LIABILITIES.

Persons who engage in insider trading and/or tipping by participating in any of the above-noted prohibited activities may be subject to:

- (a) sanctions under securities legislation, such as fines or penalties, or imprisonment, or both;
- (b) administrative sanctions under securities legislation, such as “cease trading orders”, denial of exemptions under securities legislation and prohibitions from acting as a director or officer of a company; and
- (c) civil sanctions in which the securities regulatory authority applies to court for any order the court deems appropriate.

The person may be subject to the sanctions even where he or she did not profit financially from the insider trading and/or tipping. In addition to the above sanctions, civil actions can be brought against the trader or tipper for damages.

Employees of the Company who violate this policy may be subject to disciplinary action by the Company, which may include ineligibility for future participation in the Company’s stock option plans, termination of employment for just cause, or other sanctions as the Company may deem appropriate.

8. PUBLICATION ON WEBSITE

This Policy will be posted on the Company’s website: <https://bmrcorp.com/>

This Policy has been approved by the Board of Directors of the Company on February 1, 2023.