

Governance, Nominating, Compensation and Leadership Charter

January 2025

I. Purpose

The primary objectives of the Governance, Nomination, Compensation and Leadership Committee (the “**Committee**”) of Lithium Argentina AG (“**Lithium Argentina**” or the “**Company**”) are to:

- A. Assist the Company’s board of directors (the “**Board**”) in fulfilling its oversight responsibilities by:
 - i. identifying individuals qualified to become Board and Board committee members and recommending that the Board select director nominees for appointment or election to the Board; and
 - ii. Developing and recommending corporate governance guidelines and practices for the Company to the Board to consider
- B. Review executive management development and succession planning for the Company.
- C. Discharge the Board’s responsibilities relating to compensation and benefits of the executive management and directors of the Company.
- D. Develop and oversee the Company management’s compensation policies and programs.

II. Composition

- A. The Committee will be composed of three or more directors, all of whom are independent directors of the Company who otherwise satisfy the laws governing the Company and the experience requirements of securities law, stock exchanges and any other regulatory requirements and which are elected by the shareholders for a term of one year until the next ordinary shareholders’ meeting. Re-election is possible.
- B. The Chair of the Committee shall be elected by its members.

- C. In case of vacancy during a term, the Board may fill any vacancy in the Committee with an independent director for a term of office extending until completion of the next shareholders' meeting.
- D. A member shall cease to be a member of the Committee upon ceasing to be a director of the Company.

III. Definitions

"**Director**" means a member of the Board.

"**Executive Management**" means the Executive Chairman, the Chief Executive Officer ("**CEO**"), CFO and the Executive Vice President, Corporate Development.

"**Financial Executive**" means the Chief Financial Officer ("**CFO**") and their direct reports responsible for financial or internal audit functions of the Company, holding the title of Executive Vice President, Senior Vice President and Vice President.

"**Officer**" means a Company employee appointed by the Board or CEO in accordance with the Company's Articles of Association.

"**Workforce**" means all Company employees, consultants and anyone working at a Company project, operation or office.

IV. Committee Responsibilities

To fulfill the mandate and responsibilities of the Committee, the Committee shall with respect to:

A. Nomination

- i. At least annually review the size and composition of the Board and recommend adjustments from time to time to ensure that the Board is of a size and composition that facilitates effective decision making.
- ii. Establish and implement processes to identify and assess the necessary and desirable competencies and characteristics for Board membership with a view to ensuring that the Board possesses, as a whole, an appropriate mix of expertise, skills, attributes, and personal and professional backgrounds given the nature of the Company's business, with due consideration given to diversity of gender, age, race, ethnicity, cultural background, and other factors the Committee sees fit.
- iii. In fulfilling its responsibilities to identify individuals qualified to become members of the Board, consider
 - (a) The independence of each nominee;
 - (b) The experience and background of each nominee;
 - (c) A balance of skills for the Board and its committees to meet their respective mandates;
 - (d) The past performance of directors being considered for re-election;
 - (e) Applicable regulatory requirements; and
 - (f) such other criteria that may be established by the Board or the Committee.

- iv. Identify individuals qualified to become members of the Board and consider each candidate on the basis of merit, review, and the interview to make suitable extensive enquiries, including:
 - a) Regularly assessing the extent to which the desired competencies and characteristics for Board membership established in (ii) are represented on the Board;
 - b) The competences and skills necessary for the Board, as a whole, to possess;
 - c) Regularly assessing and determining the time commitment needed from each Board member to adequately perform their duties;
 - d) Making inquiries to third parties, which may include professional executive search and recruitment consultants) to identify candidates;
 - e) Interviewing each candidate and conducting background and reference checks; and
 - f) ensuring that each candidate has the necessary skills, experience and knowledge to perform his or her duties and responsibilities as a director and is able to devote the time necessary to perform those duties and responsibilities.
 - v. Make recommendations to the Board for the appointment or election of director candidates.
 - vi. Consider and advise the Board with regard to unsolicited nominations of Director candidates.
 - vii. Periodically review the appropriateness of any qualifications, policies or restrictions on Board service, including term limits, any retirement policy and the participation of the Director on other boards or committees thereof.
 - viii. Develop and annually review guidelines, lists of potential candidates, expectations and plans, as appropriate, for Board member succession.
 - ix. Develop and recommend procedures for selection of the Non-Executive Chair of the Board (the “**Non-Executive Chair**”) and if considered necessary or appropriate an alternate thereto or other “lead Director”; identify and recommend a Director for the position of Non-Executive Chair.
 - x. Regularly review the time required from Non-Executive directors to perform their functions and assess whether they are satisfying those time requirements.
 - xi. Recommend the removal of Directors for cause, subject to applicable law.
- B. Corporate Governance Practices
- i. Prepare and recommend corporate governance policies and procedures for the Company to the Board.
 - ii. Review, monitor and assess, at least annually, the adequacy of the Company’s corporate governance policies, practices and procedures, including, without limitation, in light of ongoing developments in securities law, stock exchanges and regulatory requirements, and industry best practices, relating to matters of corporate governance and recommend to the Board any changes deemed appropriate by the Committee.

- iii. Ensure systems are in place to verify compliance with regulatory, corporate governance and disclosure requirements.
- iv. Review and recommend to the Board any corporate governance practices to be included in the Company's public disclosures or any regulatory filings in accordance with applicable laws and regulations. The Committee shall communicate with other Board committees as necessary regarding disclosure of items under their respective charters.
- v. Review and make recommendations to the Board with respect to any shareholder proposal or requisition received by the Company.
- vi. With regard to the Company's Code of Business Conduct and Ethics (the "**Code**"):
 - a) Review and update periodically the Code and ensure that Executive Management has established a system to enforce the Code;
 - b) Review actions taken to ensure compliance with the Code and the results of confirmations and violations of such Code;
 - c) Ensure the Code, any revisions to the Code and any waivers to the Code granted by the Board are disclosed in a manner that meets regulatory guidelines;
 - d) Ensure that any departures from the Code by a director or the executive management that constitute a "material change" within the meaning of National Instrument 51-201 Disclosure Standards, are reported in a manner that fully meets regulatory requirements; and
 - e) Review any proposed changes to the Company's articles of association and bylaws as such documents relate to corporate governance matters.
- vii. Ensure the Board has appropriate structures and procedures to function with the proper degree of independence from Executive Management and provide a forum without Executive Management present to receive expressions of concern, including a concern regarding the independence of the Board from Executive Management.
- viii. Ensure the responsibilities of the Board are well understood by both the Board and Executive Management.
- ix. Assist the Board in the fulfillment of its enterprise risk management oversight specifically relating to Board structure, membership, and corporate governance compliance.
- x. Review independence, interlocking Board, multiple Board memberships and multiple appointments to committees of directors.
- xi. At the request of an individual Director, consider and, if deemed advisable, authorize the retaining by any individual Director of an outside advisor for such Director at the expense of the Company.
- xii. Receive comments from all Directors as to the Board's performance, oversee the execution of a process assessing, at least annually, the effectiveness of the Board as a whole, the Board committees, of each director, and of the Executive Management and report annually to the Board on such assessments.
- xiii. Work with Executive Management to establish (and review the efficacy of) an orientation program for new Directors, which shall be designed to, among other things, familiarize new Directors with the full scope of the Company's business and operations, key

management personnel and risks and the expectations of the contribution of time or resources expected of the Directors.

- xiv. Work with Executive Management to establish (and review the efficacy of) continuing education programs for existing directors which are appropriate and relevant to enable the Directors to maintain and enhance their skills and abilities and ensure their knowledge and understanding of the Company's business remains current.
- xv. Establish, at least annually, the criteria for membership on Board committees, and identify and recommend directors who the Board considers to be "independent" (as that term is used in applicable securities legislation and such additional factors as the Board may consider appropriate) to serve as members on each committee. The Committee will review and consider director's requests for appointment to specific Board committees.
- xvi. Establish and coordinate with the Chair of each committee, the criteria and method for evaluating the effectiveness of such committee.
- xvii. Review and assess, at least annually, charters of the Board and each Board committee and, if necessary, make recommendations to the Board for amendments to such charters.

C. Leadership and Succession

- i. Review and assist with the development of the executive management succession plans, including, without limitation, leadership development goals and plans for each executive determined by the Committee.
- ii. Periodically review the Executive Management organizational structure and any proposals made by the CEO with respect to changes thereto.
- iii. Evaluate and make recommendations to the Board regarding potential successors to the CEO and to evaluate and approve candidates to fill (or be successors to) other executive positions.
- iv. Oversee the establishment and annual review of the composition of a peer group of comparable companies and target competitive positioning of the Company within that group for executive compensation purposes.
- v. Oversee compensation arrangements with respect to the succession plans for each executive.
- vi. Review and make recommendations for Board approval with respect to the adoption of, including any material changes to, pension plans and oversee the management of the Company's pension plans, if any.
- vii. Review and make recommendations for Board approval with respect to retirement, change in control, retention, severance, or other special arrangements as the Committee may consider appropriate.
- viii. Review the Company's performance with respect to leadership and succession matters, including, without limitation, whether the Company's leadership and succession plans, and policies are being implemented and adhered to and their objectives achieved.
- ix. Report on a periodic basis and at least annually to the Board on leadership and succession matters and on the state of adherence to Company policies, including, without limitation, an assessment of each executive's progress against individual leadership development goals and plans.

D. Compensation and Philosophy and Objectives

- i. Review, on an annual basis and prepare the Company's overall compensation policy, compensation strategy and principles.
- ii. Review, on an annual basis, Executive Management's proposals regarding overall employee compensation philosophy, policies and practices, including the objectives of any compensation program or strategy or element thereof in relation to the alignment thereof with the Company's overall business, strategic plans, and risks.
- iii. Make recommendations to the Board with respect to the Company's overall human resources and compensation philosophy, policies and practices, and oversee Executive Management's development of such compensation policies and practices.

E. CEO and Officer Compensation

- i. Review and approve, on an annual basis at the beginning of each year, the CEO's and the Officers' performance goals and objectives relevant to compensation as well propose to the Board the principles and structure of the compensation plans for the Executive Management.
- ii. Assess and report to the Board on the performance of the CEO at the end of each year, as measured against the performance objectives established at the beginning of that year and the performance of the Company overall.
- iii. Review, on an annual basis, and recommend for approval by the Board the compensation to be paid to the CEO based on the evaluation of the CEO's performance and the performance of the Company overall.
- iv. Assess and report to the Board on the CEO's recommendations regarding the performance of the Officers at the end of each year as measured against the performance goals and objectives established at the beginning of that year.
- v. Review and make recommendations for approval by the Board, on an annual basis, for the Officers' compensation based on the CEO's recommendations, and an evaluation of the performance of each Officer and the performance of the Company overall.
- vi. Support the Board in preparing the proposals to the shareholders' meeting regarding the approval of the maximum compensation for the CEO and the members of the Executive Management for their approval.
- vii. Duly consider whether the compensation policies for the CEO and the Officers:
 - a. Adequately take into account the associated risks in the area of compensation;
 - b. Properly reflect their respective duties and responsibilities;
 - c. Are designed to be competitive in attracting, retaining and appropriately motivating personnel of the highest quality;
 - d. Are considered against market compensation data for similar roles and levels of responsibility within the Company's industry peer group, so as to offer a competitive compensation package that appropriately rewards accomplishment and results through an overall remuneration package;
 - e. Align the interests of the CEO and the Officers with those of shareholders to maximize shareholder value;

- f. Are based on established corporate and individual performance objectives; and
 - g. Are consistent with the terms of any applicable executive employment contracts.
- F. Independent Director and Employee Compensation
- i. Make recommendations to the Board with respect to Director compensation.
 - ii. Support the Board in preparing the proposals to the shareholders' meeting regarding the approval of the maximum compensation for the Board for their approval.
 - iii. Duly consider whether the compensation arrangements for independent Directors and employees are comparable with the Company's peer group companies and make recommendations to the Board for amendments to such arrangements when warranted so that compensation:
 - a) Adequately takes into account the associated risks in the area of compensation;
 - b) Properly reflects the respective duties and responsibilities of independent Directors;
 - c) Is designed to be competitive in attracting, retaining and appropriately motivating Directors of the highest quality;
 - d) Is competitive and appropriately rewards the independent Directors as an overall remuneration package;
 - e) Takes into account the performance of the Company overall; and
 - f) aligns the interests of independent Directors with those of shareholders to maximize shareholder value.
 - g) Are based on established corporate and individual performance objectives; and
 - h) Are consistent with the terms of any applicable employment contracts.
 - iv. Recommend to the Board the compensation to be paid to committee members, subject to the compensation approved by the shareholders' meeting.
 - v. Annually receive from the CEO, recommendations concerning annual compensation policies and budgets for all employees (other than the Officers).
 - vi. Review with the CEO, the Company's policies on compensation for all employees and overall labour relations strategy for employees (other than the Officers).
- G. Equity Compensation Plan
- i. Review on a periodic basis, the overall design and terms and conditions of the Company's incentive compensation plans and equity compensation plans, and any benefit or compensation plan the Company may subsequently choose to adopt.
 - ii. Administer the Company's equity and incentive compensation plans as may be required under the terms thereof.
 - iii. Review any proposed amendments to the Company's equity and incentive compensation plans.
 - iv. Review and approve the CEO's recommendations for equity compensation grants to employees, consultants, and advisors.

- v. Review and make recommendations for approval by the Board of equity compensation grants to the Officers of the Company.

H. Other Matters

- i. Prepare or cause to be prepared any executive management compensation disclosure required under applicable securities legislation, including the Compensation Discussion & Analysis included in the Company's management information circulars.
- ii. Prepare on an annual basis and propose to the Board and subsequently to the attention of the shareholders a compensation report according to the Swiss Code of Obligations as well as other reports as required by law or regulations.
- iii. Review and make recommendations for approval by the Board of the public disclosure(s) outlined above.
- iv. Perform any other activities consistent with this Charter, the Company's articles and by-laws and governing law as the Committee or the Board deems necessary or appropriate.
- v. Annually conduct a self-assessment of the Committee's performance and the members thereof and report such findings to the Board. This review shall seek to identify specific areas, if any, in need of improvement or strengthening.
- vi. Review, on an annual basis or as necessary, the Company's directors' and officers' insurance and indemnity arrangements and make recommendations to the Board with respect to any desired changes thereto.
- vii. Report at regularly scheduled Board meetings on matters coming before the Committee, including annually reporting the Committee's assessment of the Board's and Executive Management's performance.

V. Authority and Resources

- A. The Committee has the authority to engage independent counsel, consultants (including compensation consultants) and other advisors as it deems necessary or advisable to carry out its duties and responsibilities, and the Committee will set the compensation for such advisors.
- B. The Committee may select outside compensation consultants after taking into consideration all factors relevant to such advisors' independence from Executive Management.
- C. In connection with their service on the Committee, the members shall be entitled to remuneration, payment or reimbursement of incidental expenses and indemnification, on such terms as the Board may so determine from time to time and subject to the compensation authorized by the shareholders in accordance with applicable law and the Articles.
- D. The Company shall provide the Committee with resources, personnel and authority as the Committee may require in order to properly carry out and discharge its roles and responsibilities hereunder.
- E. The Committee and its members shall have access to Company documents or records, officers, employees or advisors, or require their attendance at any meeting of the Committee, as the Committee or the members thereof may consider necessary in order to fulfill and discharge their responsibilities hereunder.

- F. The Committee shall review and assess the adequacy of this Charter on a regular basis and consider whether this Charter appropriately addresses the matters that are or should be within its scope and, where appropriate, make recommendations to the Board for the alteration, modification, or amendment hereof.
- G. This Charter may, at any time, and from time to time, be altered, modified, or amended in such manner as may be approved by the Board.

VI. Meetings

- A. The Committee shall meet as often as it considers necessary, but at least twice per calendar year and, subject to the terms hereof and applicable law, otherwise establish its procedures and govern itself as the members of the Committee may see fit in order to carry out and fulfill its duties and responsibilities hereunder.
- B. The times and places where meetings of the Committee shall be held and the procedures at such meetings shall be as determined, from time to time, by the Committee.
- C. Meetings of the Committee may be called by the Chair of the Committee or any other member of the Committee. Not less than 48 hours advance notice of any meeting shall be given orally or in writing personally delivered or by facsimile or electronic mail together with an agenda to each Committee member unless all are present at any meeting and agree to waive notice and any absent Committee member has waived notice or otherwise consented to the holding of such meetings in writing.
- D. A majority of Committee members will constitute a quorum (provided that a quorum shall not be less than 2 members). Decisions of the Committee will be by an affirmative vote of the majority of those members of the Committee voting at a meeting. In the event of an equality of votes, the Chair will not have a casting or deciding vote. The Committee may also act by resolution in writing signed by all the members of the Committee.
- E. The Committee shall keep or cause to be kept minutes or other records of its meetings and proceedings and provide such records to the Company as the Committee may so determine. The approved minutes of the Committee shall be circulated to the Board as soon as practicable.
- F. Any member of the Committee may participate in a meeting by conference telephone or by other means of which all persons participating in the meeting can adequately communicate with each other, and a member participating in a meeting pursuant to this section shall be deemed to be present in person at the meeting.
- G. The Committee may invite Executive Management, directors, employees, or other persons as it sees fit from time to time to attend its meetings and assist thereat provided; however, only Committee members may participate in the deliberation and vote on any matter decided by the Committee.
- H. All meetings shall include an in-camera session of independent directors without management present (unless the members of the Committee present determine that such a session is not required).

VII. Responsibilities and Duties of the Chair

The Chair of the Committee shall have the following responsibilities and duties:

- A. Chair meetings of the Committee.
- B. In consultation with the Board Chair and the Corporate Secretary, determine the frequency, dates, guests, and locations of meetings of the Committee.
- C. In consultation with the Company's CEO, CFO, Corporate Secretary and others as required, review the annual work plan and the meeting agendas to ensure all required business is brought before the Committee.
- D. In consultation with the Board Chair, ensure that all items requiring the Committee's approval are appropriately tabled.
- E. Report to the Board on the matters reviewed by, and on any decisions or recommendations of, the Committee at the next board meeting following any meeting of the Committee.
- F. Carry out any other business or special assignments or any functions as may be requested by the Board.

VIII. Approval

Effective Date: January 23, 2025

Approved by: Board of Directors of the Company