



MAJORITY VOTING POLICY

The Board of Directors (the “Board”) of Lithium Americas Corp. (the “Company”) believes that each of its members should carry the confidence and support of its shareholders. To this end, the directors have unanimously adopted this statement of policy. Future nominees for election to the Board will be asked to subscribe to this statement before their names are put forward.

Forms of proxy for the vote at a shareholders’ meeting where directors are to be elected will enable the shareholder to vote in favour of, or to withhold from voting, separately for each nominee. At the meeting, the Chair will call for a vote by ballot and the scrutineers will record with respect to each nominee the number of shares in his or her favour and the number of shares withheld from voting. Prior to receiving the scrutineer’s report on the ballot, the Chair may announce the vote result based on the number of proxies received by the Company. At the conclusion of the meeting, the final scrutineer’s report on the ballot must be filed on www.sedar.com.

Each director should be elected by the vote of a majority of the shares represented in person or by proxy at any meeting for the election of directors. Accordingly, if any nominee for director receives, from the shares voted at the meeting in person or by proxy, a greater number of shares withheld than shares voted in favour of his or her election, the director is deemed to have tendered his or her resignation to the Chair, to take effect on acceptance by the Board.

The Nominating and Corporate Governance Committee of the Board (the “Committee”) will expeditiously consider the director’s offer to resign and make a recommendation to the Board whether or not to accept it. In considering whether or not to recommend that the Board accept the resignation, the Committee will consider all factors deemed relevant by members of the Committee, including the stated reasons why shareholders withheld votes from the election of that nominee, if any, the qualifications of the director whose resignation has been tendered, the director’s contributions to the Company, the director’s performance assessments, the Company’s other corporate governance policies and, if the Company is listed on a stock exchange, such stock exchange’s listing standards. The Committee will be expected to recommend that the Board accept the resignation except in situations where these considerations would warrant the applicable director continuing to serve on the Board.

Within 90 days of the shareholders’ meeting, the Board will make a decision whether or not to accept the resignation, after considering the recommendation of the Committee. In considering the recommendation of the Committee, the Board may consider the factors considered relevant by the Committee and such additional information and factors that the Board considers to be relevant. Following the decision of the Board, the Board shall promptly disclose, by way of press release, its decision whether to accept the director’s resignation, including the reasons for rejecting the resignation, if applicable. The resignation shall be effective upon acceptance by the Board.

This policy does not apply to a contested election of directors, that is, where the number of nominees exceeds the number of directors to be elected. Any director who tenders his or her resignation will not be permitted to participate in any meetings of the Board or the Committee at which his or her resignation is being considered.

In the event that a majority of the Committee members receive a greater number of votes withheld than the votes for such members at the same meeting of shareholders, then the remaining members of the Committee, if any, shall not consider the resignation(s) and the Board shall consider whether or not to accept the resignation(s) without a recommendation from the Committee.

In the event that a majority of the Board members receive a greater number of votes withheld than the votes for such members at the same meeting of shareholders, then the directors receiving a greater number of withheld votes shall not be permitted to attend or vote at any meeting of the Board or Committee at which his or her resignation is being considered; however, he or she shall be counted for the purpose of determining whether the Board or Committee has a quorum present.

In the event any director fails to tender his or her resignation in accordance with this policy, the Board will not re-nominate the director. The Board is not limited in any action it may take if a director's resignation is accepted, including, subject to compliance with corporate laws and the Company's constating documents, appointing a new director to fill the vacancy.

The Committee may adopt such procedures as it sees fit to assist in its determinations with respect to this policy.