

# Technical Committee Charter

November 2023

## I. Purpose

The Board of Directors (the “**Board**”) of Lithium Americas Corp. (“**LAC**” or the “**Company**”) has delegated certain responsibilities to the Technical Committee (the “**Committee**”) for overseeing the Company’s exploration, project development and technical operational functions. The primary purpose of the Committee is:

- A. To review and recommend to the Board any new proposed major capital investments, and
- B. To assist the Board with oversight of Managements execution of approved major capital investments, and
- C. Any additional matters delegated to the Committee by the Board from time to time.

Where there is an overlap in scope or responsibilities between the Committee and any other committee(s) of the Board, including human capital, risk and financial related matters, the respective committees of the Board shall coordinate in reporting and recommendations to the Board regarding same.

## II. Composition

- A. The Committee will be composed of at least three Directors, two of which shall be Independent Directors.
- B. The Board will appoint a Chair and the other Committee members for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee with another Director.
- C. A Secretary of the Committee shall be appointed by its members.
- D. A member shall cease to be a member of the Committee upon ceasing to be a Director of the Company.

## III. Definitions

“**Advisor**” means any person or firm retained to provide advisory services to the Company.

“**Director**” means a member of the Board.

“**Employees**” means any individual hired directly by LAC or one of its subsidiaries.

“**Independent Director**” means Directors who meet the Independence Standards as defined in the Company’s Corporate Governance Framework.

“**Management**” means LAC employees who directly report to the Chief Executive Officer (“**CEO**”) or Chief Financial Officer (“**CFO**”), have an Executive Vice President or Senior Vice President title, or other Officers of the Company.

“Officer” means a LAC employee appointed by the Board or CEO in accordance with the Company’s Articles.

## IV. Committee Responsibilities

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

### A. Technical Matters

- i. Overseeing and reviewing the technical aspects of the Company’s project developments including (i) conducting investigations, analyses and due diligence to evaluate such technical and other aspects in connection therewith, (ii) reviewing all project development milestones and proposals for project construction, and (iii) making recommendations to the Board for consideration, each as and when deemed appropriate by the Committee.
- ii. Periodic consideration of project economic analysis, appraisal of technical risk factors, appropriate longer-range (as well as early stage) preparations for project development and construction.
- iii. Review of monthly reports from Management in connection with (i) and (ii) above.
- iv. Assist the Board with oversight of Management’s execution of major capital expenditure projects approved by the Board in support of the Company’s strategic plans.
- v. Advise and inform the Board on the critical path and costs for major capital expenditure projects, as well as the risks and recovery plans related to the same.
- vi. Conduct a post-commissioning review of major capital expenditure projects and inform the Board on the results.
- vii. Review, discuss, and make recommendations to the Board with respect to any new major capital expenditures, as well as any commitments to be approved by the Board in accordance with the Company’s Authority matrix.
- viii. Periodic consideration of technical issues, challenges and risks facing mining operations, with a view to giving Management advice about appropriate solutions, actions and risk mitigants.
- ix. On behalf of the Board (but not in replacement of its jurisdiction to review and approve), overseeing the technical and other aspects of project construction, as well as obtaining regular updates from Management regarding progress and performance.
- x. Overseeing periodic benchmarking by Management of the project policies, systems and monitoring processes of the Company versus industry best practices. For clarity, Company policies should be considered by the Governance Committee of the Board whereas Management protocols generally do not require Board oversight.
- xi. Reviewing and reporting to the Board on the sufficiency of financial, technical, and human resources to ensure proper and timely development and advancement of the Company’s project and mining operations, having regard to the Company’s strategic plans.

### B. Other Matters

- i. 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.
- ii. Annually conduct a self-assessment of the Committee’s performance and the members thereof and report its findings to the Board. This review shall seek to identify specific areas, if any, in need of improvement or strengthening.
- iii. Report at regularly scheduled Board meetings on matters coming before the Committee.

## V. Authority and Resources

- A. The Committee has the authority to engage or require engagement of consultants and other advisors as it deems necessary or advisable to carry out its duties and responsibilities; provided that, any such proposed new engagement shall require consultation with the Executive Chair and CEO.
- B. In connection with their service on the Committee, the Independent members shall be entitled to remuneration, payment or reimbursement of such incidental expenses and indemnification, on such terms as the Board may so determine from time to time.
- C. The Company shall provide the Committee with such resources, personnel and authority as the Committee may require to properly carry out and discharge its roles and responsibilities hereunder.
- D. The Committee and its members shall have access to such documents or records of the Company and to such Officers, Employees or Advisors of the Company or require their attendance at any meeting of the Committee, all as the Committee or the members thereof may consider necessary to fulfill and discharge their responsibilities hereunder.
- E. The Committee shall review and assess the adequacy of this Charter on an annual basis and consider whether it appropriately addresses matters that are or should be within its scope and, where appropriate, make recommendations to the Board for the alteration, modification, or amendment hereof.
- F. 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 four times annually and, subject to the terms hereof and applicable law, otherwise establish its procedures and govern itself as the Committee members 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 member of the Committee unless all members of the Committee are present at any meeting and agree to waive notice and any absent member of the Committee has waived notice or otherwise consented to the holding of such meetings in writing.
- D. Two or more members of the Committee will constitute a quorum. Decisions and formal recommendations 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 have a casting or deciding vote.
- 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, wherein 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 for purposes of the Business Corporations Act (British Columbia) to be present in person at the meeting.
- G. The Committee may invite 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 may include an in-camera session of Independent Directors without Management present.

## **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, or designate an alternate Chair if unavailable.
- 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 Corporate Secretary, and others as required, review the annual work plan and meeting agendas to ensure all required business is brought before the Committee.
- D. 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 special assignments or any functions as may be requested by the Board.

## **VIII. Approval**

Effective Date: November 9, 2023

Approved by: Board of Directors of the Company