

# Safety and Sustainability Committee Charter

October 2023

## I. Purpose

The Safety and Sustainability Committee (the “**Committee**”) is a committee of the Board of Directors (“**Board**”) of Lithium Americas Corp. (“**LAC**” or the “**Company**”) to which the Board delegates oversight of:

- A. The review and reporting to the Board on corporate policies, procedures and practices with respect to managing the risks and opportunities associated with:
  - a. Health and safety;
  - b. Environmental matters including water, waste, biodiversity, reclamation, closure, carbon emissions, air quality management and responsible production;
  - c. Social engagement and social responsibilities including but not limited to interactions with local communities, governments, Indigenous communities, academic institutions, and industry, policy and advocacy groups; and
  - d. Sustainable development and business practices as they relate to environmental, safety, social responsibility and related matters (collectively “**Sustainability Matters**”) in the conduct of LAC’s activities;
- B. The review and monitor of Company’s sustainability reporting, as well as the Company’s alignment and audits against sustainability frameworks.

## II. Composition

- A. The Committee will be composed of three or more Directors.
- B. The Board, at its organizational meeting held in conjunction with each annual general shareholder meeting, 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 Independent Directors.
- C. The Secretary of the Committee shall be elected 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

**"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.

**"Workforce"** means all LAC Employees, Consultants, Contractors and anyone working at a LAC project, operation or office.

### IV. Committee Responsibilities

The duties and responsibilities of the Committee shall be to recommend actions for developing policies, programs and procedures to ensure that the principles set out in this charter for the Committee are adhered to. In addition, and in matters related to environment, health, safety, sustainability and community engagement, the Committee shall make recommendations to the Board to ensure that the Code of Conduct and Ethics is being adhered to and achieved and that best practices are applied.

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

#### A. Health and Safety

- i. Review and monitor the health and safety policies and activities of the Company on behalf of the Board to ensure compliance with applicable laws, legislation and policies as they relate to the Company's Employees in the workplace and that established practices are applied.
- ii. Recommend actions for developing policies, programs and procedures to ensure that the principles set out in the Company's policies related to the health and safety of its Workforce are being adhered to and achieved.
- iii. Review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended.
- iv. Review the Company's performance with respect to health and safety matters, including, without limitation, whether the Company's health and safety policies are being implemented and adhered to and their objectives achieved.
- v. Monitor and report to the Board on Management's procedures regarding enforcement of health and safety policies including, among other things, appropriate oversight, reporting and emergency response plans.
- vi. Review health and safety issues and incidents to determine, on behalf of the Board, that Management is taking appropriate action in respect of those matters and that Management has been diligent in carrying out its responsibilities and activities in that regard.
- vii. Report regularly and on a timely basis to the Board on matters coming before the Committee relating to health and safety policies and activities of the Company for consideration and the manner of disposition, including without limitation, on the state of compliance with applicable laws and legislation and adherence to the policies of the Company.

**B. Environment**

- i. Review and monitor environmental policies and activities of the Company on behalf of the Board to ensure compliance with applicable laws, legislation and policies as they relate to environmental matters. Ensure established practices are applied and recommend policy amendments to such policies as warranted to be consistent with national and international environmental trends or other developments in the mining industry.
- ii. Review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended.
- iii. Review the Company's performance with respect to environmental matters, including, without limitation, whether the Company's environmental policies are being implemented and adhered to and their objectives achieved.
- iv. Monitor and report to the Board on Management's procedures regarding the enforcement of environmental policies including, among other things, appropriate oversight, reporting, community interaction, dealing with permit issues, and emergency response plans.
- v. Review environmental compliance issues and incidents to determine, on behalf of the Board, that the Company (and in particular, Management) is taking appropriate action in respect of those matters and that the Company has been diligent in carrying out its responsibilities and activities in that regard.
- vi. Report regularly and on a timely basis to the Board on matters coming before the Committee relating to environmental policies and activities of the Company for consideration and the manner of disposition, including without limitation, on the state of compliance with applicable laws and legislation and adherence to the policies of the Company.

**C. Social Engagement and Social Responsibilities**

- i. Recommend actions for developing policies, programs and procedures to create positive opportunities by establishing mutually beneficial relationships with the Company's stakeholders, including but not limited to, local communities, governments, Indigenous communities, academic institutions, and industry, policy and advocacy groups.
- ii. Review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended.
- iii. Review the Company's performance with respect to social engagement matters, including, without limitation, whether the Company's social engagement policies are being implemented and adhered to and their objectives achieved.
- iv. Address emerging concerns as well as community perceptions, areas of sensitivity, local traditions and receive valuable feedback.
- v. Monitor and report to the Board on Management's procedures regarding enforcement of community engagement policies including, among other things, appropriate oversight and reporting.
- vi. Review community engagement issues and incidents to determine, on behalf of the Board, that Management is taking appropriate action in respect of those matters and that Management has been diligent in carrying out its responsibilities and activities in that regard.
- vii. Report regularly and on a timely basis to the Board on matters coming before the Committee relating to community engagement policies and activities of the Company for consideration and the manner of disposition, including without limitation, on the state of compliance with applicable laws and legislation and adherence to the policies of the Company.

**D. Sustainability Matters**

- i. Recommend, review and monitor the sustainability policies and activities of the Company on behalf of the Board to ensure compliance with applicable laws, legislation and policies as they relate to Sustainability Matters and that established practices are applied.
- ii. Review the Company's performance with respect to Sustainability Matters, including, without limitation, whether the Company's sustainability policies are being implemented and adhered to and their objectives achieved.
- iii. Review and monitor the Company's compliance with applicable laws, legislation and policies as they relate to Sustainability Matters.
- iv. Review and monitor significant developments in relevant policies, regulations and trends with respect to Sustainability Matters in all jurisdictions in which the Company operates.
- v. Review public reporting by or involving the Company regarding Sustainability Matters.
- vi. Review and report to the Board with respect to managing the risks, challenges and opportunities associated with Sustainability Matters, and on the sufficiency of resources available for carrying out the actions and activities recommended.
- vii. Monitor and report to the Board on Management's procedures regarding enforcement of sustainability policies including, among other things, appropriate oversight, reporting and emergency response plans.
- viii. Review sustainability issues and incidents to determine, on behalf of the Board, that Management is taking appropriate action in respect of those matters and that Management has been diligent in carrying out its responsibilities and activities in that regard.
- ix. Report regularly and on a timely basis to the Board on matters coming before the Committee relating to sustainability policies and activities of the Company for consideration and the manner of disposition, including without limitation, on the state of compliance with applicable laws and legislation and adherence to the policies of the Company.

**E. Other**

- 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 performance of the Committee 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. Review Management's reports, in conjunction with the Company's counsel, with respect to existing and proposed legislation, regulations and government policies in each of the jurisdictions in which the Company has operations and assess the legal consequences thereof for the Company and the Directors and Officers of the Company and make appropriate recommendations to the Board with respect to such legislation, regulations or policies.
- iv. Review and approve Management's environmental, social and governance ("ESG") reporting and disclosure against the Company's material topics, in compliance with regulatory and sustainability frameworks and applicable securities laws.
- v. Review the results of the Company's audits against sustainability frameworks such as the Initiative for Responsible Mining Assurance ("IRMA") and monitor the Company's reporting and disclosure of the results.
- vi. Report at regularly scheduled Board Meetings on matters coming before the Committee.

## V. Authority and Resources

- A. The Committee has the authority to engage independent counsel, 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. 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.
- C. The Company shall provide the Committee with 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 Company documents, records, Officers, Employees or Advisors or require their attendance at any meeting of the Committee, as the Committee or its members may consider necessary in order to fulfill and discharge their responsibilities hereunder.
- E. 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.
- 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 not less than four times per 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 Committee members 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 Committee member may participate in a meeting by conference telephone or other communications equipment by 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 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 to be 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 General Counsel, determine the frequency, dates, guests and locations of meetings of the Committee.
- C. In consultation with the Company's Chief Executive Officer, Chief Financial Officer, General Counsel 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 meeting of the Board following any meeting of the Committee.
- F. Carry out any other or special assignments or any functions as may be requested by the Board.

## VIII. Approval

Effective Date: October 4, 2023

Approved by: Board of Directors of the Company