

Nominating & Corporate Governance Committee Charter

1. Introduction

The Nominating & Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Lithium Inc. USA (the "Company") is established to assist the Board in fulfilling its responsibilities related to director nominations, corporate governance, and board effectiveness. This Charter outlines the Committee's purpose, composition, responsibilities, and operation.

2. Composition

The Committee shall consist of a minimum of three members of the Board, each of whom shall meet the following criteria:

- 2.1. **Independence:** Each Committee member shall be independent, as defined by applicable regulatory requirements, including the rules and regulations of the New York Stock Exchange (NYSE).
- 2.2. **Qualifications:** Committee members shall possess expertise in corporate governance, board effectiveness, and director nominations. This may include individuals with prior board or governance experience.

3. Responsibilities

The primary responsibilities of the Committee include, but are not limited to:

- 3.1. **Director Nominations:** Identifying and recommending qualified individuals for nomination to the Board, taking into consideration the Company's strategic needs, diversity, and independence requirements.
- 3.2. **Board Composition:** Regularly reviewing the composition of the Board to ensure it is diverse, independent, and possesses the necessary skills and experience to oversee the Company effectively.

3.3. **Corporate Governance:** Overseeing corporate governance practices and recommending governance enhancements when deemed necessary.

3.4. **Director Evaluations:** Conducting evaluations of directors and the Board as a whole to assess performance and effectiveness.

3.5. **Succession Planning:** Developing and maintaining a succession plan for the Board and key executive positions.

4. Meetings and Reporting

4.1. **Meetings:** The Committee shall meet at least annually, and more frequently as needed, to fulfill its responsibilities. Meetings may be held in person, telephonically, or by other means, as deemed appropriate by the Committee.

4.2. **Reporting:** The Committee shall report its activities and findings to the Board regularly and make recommendations as necessary. The Committee shall maintain written minutes of its meetings.

5. Access to Resources

The Committee shall have the authority to:

5.1. **Consult with Experts:** Retain independent advisors, legal counsel, or other experts as necessary to carry out its responsibilities, with approval from the Board.

5.2. **Access to Records:** Access all records, documents, and personnel of the Company as needed to perform its duties.

6. Annual Review

The Committee shall review and assess the adequacy of this Charter on an annual basis and recommend any necessary changes to the Board.

7. Conclusion

The Nominating & Corporate Governance Committee Charter is designed to assist the Committee in carrying out its responsibilities effectively. It is not intended to and does not create any rights for any third party, including shareholders, and does not replace or supersede applicable legal or regulatory requirements.

Effective Date: *October 30, 2023*

This Nominating & Corporate Governance Committee Charter reflects the commitment of Lithium Inc. USA to responsible corporate governance, director nominations, and board effectiveness, ensuring alignment with the Company's strategic goals and shareholder interests.

