

## Related Person Transaction Policy

### 1. Introduction

Lithium Inc. USA (the "Company") is committed to conducting its business affairs in a transparent, ethical, and lawful manner. This Related Person Transaction Policy is established to ensure that all transactions and relationships involving related persons are subject to appropriate review, approval, and disclosure to protect the Company's integrity and the interests of its shareholders.

### 2. Scope

This policy applies to all directors, officers, employees, and consultants of the Company, as well as their immediate family members and entities in which they have a significant financial interest ("Related Persons").

### 3. Definition of Related Person

A Related Person includes:

- 3.1. Directors and executive officers of the Company.
- 3.2. Immediate family members of directors and executive officers, including spouses, children, parents, siblings, and in-laws.
- 3.3. Entities in which Related Persons have a significant financial interest, including ownership or control of 5% or more of the entity's equity.

### 4. Review and Approval of Transactions

4.1. **Disclosure of Related Person Transactions:** All Related Persons must promptly disclose to the Company any transaction, arrangement, or relationship that may be considered a Related Person Transaction.

4.2. **Review and Approval:** The Company's Audit Committee, Nominating & Corporate Governance Committee, or a designated committee of independent directors, as determined by the Board, shall review and approve or disapprove of any Related Person Transaction.

4.3. **Fairness and Competitive Terms:** Transactions with Related Persons must be on terms and conditions that are competitive, fair, and in the best interests of the Company and its shareholders.

#### **5. Ongoing Monitoring**

Related Person Transactions shall be monitored on an ongoing basis to ensure compliance with this policy and to detect any potential conflicts of interest.

#### **6. Annual Review**

This policy shall be reviewed annually and updated as necessary to reflect changes in the Company's circumstances or regulatory requirements.

#### **7. Conclusion**

This Related Person Transaction Policy reinforces the Company's commitment to transparency, integrity, and ethical conduct in all business dealings. All employees, officers, and agents of the Company must adhere to the principles and guidelines outlined in this policy.

***Effective Date:*** October 30, 2023

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This Related Person Transaction Policy helps protect the Company and its shareholders from potential conflicts of interest while promoting transparency and fairness in all transactions involving Related Persons. It underscores the Company's dedication to ethical and responsible business conduct.