

Leadership and Compensation Committee Charter

1. Introduction

The Leadership and Compensation 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 leadership development, executive compensation, and talent management. 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 human resources, executive compensation, and talent management. This may include individuals with experience in leadership roles or HR leadership.

3. Responsibilities

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

- 3.1. **Executive Compensation:** Reviewing and approving the Company's executive compensation policies and programs, ensuring alignment with Company goals and shareholder interests.
- 3.2. **Leadership Development:** Overseeing leadership development programs, succession planning, and talent management to ensure a pipeline of qualified leaders.
- 3.3. **Talent Attraction and Retention:** Evaluating strategies to attract and retain top talent within the organization, including executive talent.

3.4. **Performance Evaluation:** Overseeing the performance evaluation process for senior executives, including the CEO, and ensuring that performance metrics are aligned with corporate objectives.

3.5. **Equity Plans:** Reviewing and approving equity-based compensation plans, including stock option grants and restricted stock awards.

4. Meetings and Reporting

4.1. **Meetings:** The Committee shall meet at least quarterly and as frequently as necessary 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 and provide them to the Board.

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 Leadership and Compensation 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 Leadership and Compensation Committee Charter reflects the commitment of Lithium Inc. USA to fostering effective leadership, talent development, and responsible compensation practices for the benefit of the Company and its shareholders.

