TIANQI LITHIUM CORPORATION
TERMS OF REFERENCE OF
THE STRATEGY AND INVESTMENT COMMITTEE
OF THE BOARD OF DIRECTORS

(Considered and approved at the 27th meeting of the sixth session
of the Board of Directors of the Company)

Chapter 1 General Provisions

Article 1 In order to satisfy the requirements for development strategy of the Company, ensure the scientificness of the development plan and strategic decision-making of the Company and strengthen the capability for sustainable development of the Company, Tianqi Lithium Corporation (the "**Company**") has specifically established the Strategy and Investment Committee of the Board and formulated these Terms of Reference in accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles of Association of Tianqi Lithium Corporation (the "**Articles of Association**") and other relevant provisions.

Article 2 The Strategy and Investment Committee is a specialized body under the Board, which is mainly responsible for researching the mid-to-long-term strategic goals, industrial development plans, development layout and major investment decisions of the Company and making recommendations, supervising the implementation of strategy and investment plans of the Company, reporting its work to the Board and being accountable to the Board.

Chapter 2 Composition

Article 3 The Strategy and Investment Committee shall consist of five Directors, including at least two independent non-executive Directors.

Article 4 There are three ways to nominate members of the Strategy and Investment Committee:

(I) To be nominated by the chairperson;

(II) To be nominated by more than half of independent non-executive Directors;

(III) To be nominated by more than one-third of all Directors.

Members of the Strategy and Investment Committee are elected by the Board of Directors, and one convenor shall be elected from independent non-executive Directors, who shall be responsible for convening and presiding over the committee meetings. The convenor shall be elected among the members of the Strategy and Investment Committee and approved by more than one-half of all members of the Committee and submitted to the Board of Directors for approval.

Article 5 The term of office of the members of the Strategy and Investment Committee is the same as that of the members of the Board of Directors. Members may be eligible for re-election upon the expiration of their term of office.

Article 6 Members of the Strategy and Investment Committee must meet the following requirements:

(I) not falling into the categories where a person shall not serve as a director or senior management in accordance with the Company Law or the Articles of Association;

(II) having not been publicly denounced or declared as an unsuitable candidate by a stock exchange including those in the place of listing of the Company within the last three years;

(III) having not been subject to administrative penalty by China Securities Regulatory Commission due to gross violation of laws and regulations within the last three years;

(IV) having high standards of ethical behavior, being familiar with the industry where the Company operates, having strong comprehensive analysis and judgment ability, being able to deal with complex issues related to the Company's development strategy, major investment and other aspects, and having the ability to work independently; and

(V) compliance with relevant laws, regulations, the listing rules of the place where the Company's shares are listed, or other conditions stipulated in the Articles of Association.

Article 7 The one who does not conform to the qualifications prescribed in the preceding article shall not be elected as a member of the Strategy and Investment Committee. A member of the Strategy and Investment Committee who does not conform to the qualifications prescribed in the preceding article during his/her term shall resign or be replaced by the Board of Directors.

Article 8 Where the number of members of the Strategy and Investment Committee is less than two-thirds of the required number due to the resignation or dismissal of members or other reasons, the Board of Directors of the Company shall nominate new candidates for members as soon as possible. Before the number of members of the Strategy and Investment Committee reaches two- thirds of the required number, the Strategy and Investment Committee shall suspend the exercise of the powers provided in the Terms of Reference.

Article 9 The provisions of the Company Law, the Articles of Association and the listing rules of the place where the Company's shares are listed regarding Directors' obligations shall apply to members of the Strategy and Investment Committee.

Article 10 The office of the Board of Directors and the Strategic Development Department of the Company are the daily work organizations of the Strategy and Investment Committee, and are responsible for the preparatory work of the committee's decision making. The office of the

Board of Directors is the organizational department of the committee; The Strategic Development Department is the specific agency responsible for the commission's strategy-related operations.

Chapter 3 Responsibilities and Authorities

Article 11 The Strategy and Investment Committee mainly exercises the following powers and authorities:

(I) Study the mid-to-long-term development plans, business goals, industry development direction and layout and make recommendations;

(II) Study the business strategies of the Company, including but not limited to product strategy, market strategy, marketing strategy, research and development strategy and talent strategy, and make recommendations;

(III) Study major investments and financing proposals that require the approval of the Board or the general meeting as provided in the Articles of Association, and make recommendations;

(IV) Study the major capital operation and asset operation projects that require the approval of the Board or the general meeting of shareholders as provided in the Articles of Association, and make recommendations;

(V) Study other major issues that affect the development strategy of the Company and make recommendations;

(VI) Follow-up the implementation of the above matters;

(VII) Other matters specified or authorized by laws, regulations, the listing rules of the place where the Company's shares are listed and the Articles of Association.

Article 12 After reviewing the matters provided in this Article of these Terms of Reference, the Strategy and Investment Committee shall form a resolution of meeting of the Strategy and Investment Committee and submit it to the Board of the Company together with relevant proposals for consideration.

Article 13 When the Board of Directors is not in session, the Strategy and Investment Committee may, according to the authorization of the Board of Directors, make resolutions on the relevant matters stipulated in Article 11 of these Terms of Reference. If the relevant proposals need to be approved by the Board of Directors and the general meeting of shareholders, they shall be submitted to the Board of Directors and the general meeting of shareholders for deliberation in accordance with legal procedures.

Article 14 When the Strategy and Investment Committee performs its duties, the relevant departments of the Company shall cooperate and the necessary costs shall be borne by the Company.

Article 15 The exercise of powers of the Strategy and Investment Committee must comply with the relevant provisions of the Company Law, the Articles of Association and these Terms of Reference, and must not prejudice the interests of the Company and its shareholders.

Article 16 The office of the Board of Directors, the Strategic Development Department and other relevant departments of the Company shall be responsible for the preparatory work of the committee's decision making and provide relevant information of the Company:

(II) The office of the Board of Directors collects and summarizes the following information:

1. Strategic development planning intention, preliminary feasibility report and other materials submitted by the Strategic Development Department or other relevant departments.

2. Materials, report materials, feasibility analysis and other materials submitted by the Strategic Development Department or other relevant departments or the heads of subsidiaries to enter new industries and industries.

(II) The office of the Board shall conduct a preliminary review of the information in this clause (1) and submit a formal proposal to the Committee with the consent of the Secretary of the Board.

Chapter 4 Convening and Notice of Meetings

Article 17 The Strategy and Investment Committee shall hold a meeting at least once a year and notify all members five working days in advance of the meeting, and may notify all members at any time in case of emergency. The meeting shall be presided over by the convenor. If the convenor cannot attend the meeting, he/she can entrust another member to preside over the meeting on his/her behalf.

The office of the Board of the Company is responsible for issuing the notice of meeting of the Strategy and Investment Committee, and shall issue the notice of meeting in accordance with the time limit provided in the preceding article.

Article 18 A notice of meeting of the Strategy and Investment Committee shall include at least the following:

(I) Time and venue of the meeting;

(II) Duration of the meeting;

(III) Issues to be discussed at the meeting;

(IV) Contact person of the meeting and contact details;

(V) Date of the notice of meeting.

Chapter 5 Proceedings and Voting Procedures

Article 19 Meetings of the Strategy and Investment Committee shall only be held when more than two-thirds (inclusive) of the members are present. Each member shall have one vote, and resolutions adopted by the meeting shall be approved by more than half of all members.

Article 20 Members of the Strategy and Investment Committee may attend the meeting in person, or appoint other members to attend and vote at the meeting on their behalf.

Article 21 Where members of the Strategy and Investment Committee appoint other members to attend and vote at the meeting on their behalf, they shall submit a power of attorney to the presiding person of the meeting. The power of attorney shall be submitted to the presiding person of the meeting before voting at the meeting.

Article 22 The power of attorney shall be signed by the appointor and the proxy. The power of attorney shall include at least the following:

(I) Name of appointor;

(II) Name of proxy;

(II) Matters entrusted;

(IV) Instructions on the exercise of voting rights regarding the agenda of the meeting (for, against or abstention), and statement indicating that whether the proxy can vote according to his own will when no specific instructions are given;

(V) Period of authorization;

(VI) Date of signature of the power of attorney.

Article 23 Members of the Strategy and Investment Committee who neither attended the meeting in person nor appointed other members to attend the meeting on their behalf shall be deemed to be absent from the relevant meeting. Members of the Strategy and Investment Committee who failed to attend meetings for two consecutive times shall be deemed to have failed to properly perform their powers, and the Board of the Company may dismiss their duties as members.

Article 24 Subjects considered in meetings of the Strategy and Investment Committee may be discussed in the form of free speeches, but the order of meeting shall be maintained. Speakers must not use language which involves personal attacks or other insulting or threatening language. The presiding person of the meeting shall have the right to decide the discussion time.

Article 25 The Strategy and Investment Committee's decision-making process is as follows:

(I) The Strategic Development Department shall be responsible for the preparatory work of the meeting of the Strategy and Investment Committee, organize and coordinate relevant departments or intermediary agencies to prepare meeting documents, and ensure their authenticity, accuracy and completeness;

(II) The Strategic Development Department shall implement the internal examination and approval procedures of meeting documents according to the relevant regulations of the Company;

(III) The office of the Board of Directors shall submit the meeting documents approved by the Company to the convenor of the Strategy and Investment Committee for review, and the convenor shall convene the meeting of the Strategy and Investment Committee for review after the review is approved;

(IV) The Strategy and Investment Committee's decision must depend on the satisfaction of the following conditions:

1. Fully understand the Company's long-term strategic development plan, business policy, development goals, business strategy, and follow-up investigation on its implementation process and implementation effect;

2. Fully understand the economic and financial policies of the industry and the laws, administrative regulations, departmental regulations and internal management system related to the industry and capital market where the Company operates, and fully grasp the feasibility and necessity of implementing major investment and financing plans or major capital operation plans.

(V) Reports, resolutions or recommendations passed by the Strategy and Investment Committee shall be submitted in writing to the Board of Directors of the Company. If the Board of Directors or the general meeting of shareholders needs to review and approve, the Strategy and Investment Committee shall make a proposal to the Board of Directors and perform the examination and approval procedures in accordance with relevant laws, regulations and the Articles of Association;

(VI) If more than half of the Board members disagree with the report, resolution or recommendation adopted at the meeting of the Strategy and Investment Committee, they shall submit written feedback to the Strategy and Investment Committee in a timely manner, and the Board of Directors, shareholders individually or jointly holding 10% or more of the shares of the Company, independent non-executive Directors (as approved by more than half of all independent Directors) or the Audit and Risk Committee may propose to hold an extraordinary general meeting of shareholders to vote. Independent non-executive Directors shall express independent opinions on relevant matters.

Article 26 Where the Strategy and Investment Committee considers related transaction matters, related members shall withdraw from voting and shall not exercise voting rights on behalf of other members. The meeting of the Strategy and Investment Committee shall be held only when a majority of the non-related members are present and the recommendations or proposals made at the meeting shall be approved by a majority of the non-related members. If less than three non-related members attend the meeting, the Strategy and Investment Committee shall refer the matter to the Board of Directors for consideration. Independent non-executive Directors shall express independent opinions on relevant matters.

Article 27 Core members involved in the strategic planning of the Company may attend the meetings of the Committee as non-voting delegates, and may invite other Directors, senior management and other relevant personnel of the Company to attend the meetings of the Committee as non-voting delegates if necessary. However, non-members of the Strategy and Investment Committee shall have no voting rights at the meeting.

Article 28 The Strategy and Investment Committee may also, at the expense of the Company, engage intermediaries to provide professional advice on its decisions if it deems it necessary.

Article 29 The voting at the meetings of the Strategy and Investment Committee shall be undertaken by show of hands or voting, the voting methods shall include agreement, objection and abstention. If a resolution is made by fax at a meeting of the Strategy and Investment Committee, the voting method shall be signature. The chairman of the meeting shall make statistics and publish the voting results of each resolution, and the minutes taker shall put the voting results on record.

Chapter 6 Resolutions of Meetings and Minutes of Meetings

Article 30 Each proposal on which a prescribed number of valid votes are cast shall become a resolution of the Strategy and Investment Committee upon announcement by the presiding person of the meeting. Resolutions of the Strategy and Investment Committee shall come into effect upon signature by members present at the meeting. No amendment or change shall be made to the resolution of the Strategy and Investment Committee that have become effective without going through the legitimate procedures as provided by laws, regulations, the Articles of Association and these Terms of Reference.

Article 31 Members of the Strategy and Investment Committee or the Secretary of the Board of the Company shall notify the Board of the Company the relevant resolutions of the meeting on the next working day of the resolutions of the meeting at the latest.

Article 32 Meetings of the Strategy and Investment Committee shall have records of written minutes, and the minutes taker shall be a staff of the office of the Board of the Company. Members present at the meeting and the minutes taker of the meeting shall sign the minutes of the meeting. Members present at the meeting shall have the right to request an explanatory statement of their speeches at the meeting. The minutes of the meeting shall record in sufficient detail the matters considered and decisions made by the Strategy and Investment Committee, including concerns raised or dissenting views expressed by members. Such minutes and final versions shall be made available to all members of the Strategy and Investment Committee for comment and storage within a reasonable time after the meeting.

The minutes of the meetings of the Strategy and Investment Committee shall be kept as a corporate file by the Secretary of the Board of Directors of the Company. During the existence of the Company, the files shall be kept for at least ten years.

Article 33 Minutes of meetings of the Strategy and Investment Committee shall include at least the following:

(I) Date, location and name of convener of the meeting;

(II) Name of persons present at the meeting, and specific note shall be made for a proxy;

(III) Agenda of the meeting;

(IV) Main points of speeches by members;

(V) Way of voting and results of each matter or resolution (the voting results shall specify the number of votes of for, against or abstention);

(VI) Other matters that shall be described and recorded in the minutes of the meeting.

Article 34 During the implementation of resolutions of the Strategy and Investment Committee, the chairman of the Strategy and Investment Committee or other member designated by him shall conduct follow-up inspection on the implementation of resolutions. Where any violation of resolutions is found during inspection, he may request and urge the relevant personnel to rectify the issue. If the relevant personnel fail to adopt the rectification, the convenor of the Strategy and Investment Committee or other member designated by him shall report the relevant situation to the Board of the Company, and the Board of the Company shall be responsible for handling the situation.

Article 35 The personnel attending the meeting shall keep confidential the matters discussed at the meeting, and shall not disclose relevant information without authorization.

Chapter 7 Supplementary Provisions

Article 36 Matters not covered in these Terms of Reference shall be implemented in accordance with the provisions of the relevant laws and regulations of the PRC, the listing rules of the place where the Company's shares are listed and the Articles of Association. In case of any conflict between these Terms of Reference and any future laws and regulations of the PRC, the listing rules of the place where the Company's shares are listed or the Articles of Association as amended by legal procedures, the relevant laws and regulations of the PRC, the listing rules of the place where the Company's shares are listed and the Articles of Association as amended by legal procedures shall prevail, and these amended Terms of Reference shall be submitted to the Board of Directors for approval.

Article 37 The right of final interpretation of these Terms of Reference belongs to the Board of Directors of the Company.

Article 38 These Terms of Reference shall come into force as of the date of approval by the Board of Directors of the Company.