TIANQI LITHIUM CORPORATION
TERMS OF REFERENCE OF
THE NOMINATION AND GOVERNANCE 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 standardize the election of Directors and senior management of Tianqi Lithium Corporation (the "**Company**"), enhance the scientific and democratic procedure of the board of directors, optimize the composition of the Board of Directors, and improve the corporate governance structure, the Company has specifically established the Nomination and Governance 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 Guidelines No. 1 of the Shenzhen Stock Exchange for the Self-regulation of Listed Companies — Standard Operation of Companies Listed on the Main Board (the "**Guidelines for Standardized Operation**"), the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (collectively, the "**Listing Rules**"), and the Articles of Association of Tianqi Lithium Corporation (the "**Articles of Association**") and other relevant provisions.

Article 2 The Nomination and Governance Committee of the Board of Directors is a specialized working body established by the Board of Directors in accordance with the "Guidelines for Standardized Operation", the "Listing Rules", the "Articles of association" and other relevant provisions. It is responsible for the Board of Directors and reports its work. It is mainly responsible for recommending the candidates of Directors and senior management of the Company and making suggestions on selection criteria and procedures, research on corporate governance and parent and subsidiary management, etc.

Article 3 Unless otherwise specified, the term "senior management" in these Terms of Reference refers to the senior management specified in the Articles of Association. The term "subsidiary" as mentioned in these Terms of Reference means a wholly-owned subsidiary or holding subsidiary of the Company.

Chapter 2 Composition

Article 4 The Nomination and Governance Committee shall consist of three Directors, including two independent non-executive Directors. The Nomination and Governance Committee shall comprise Directors of different genders.

Article 5 Members of the Nomination and Governance Committee shall be nominated by the Chairman, more than one-half of independent non-executive Directors or one-third of all Directors, and shall be elected by the Board.

Article 6 The Nomination and Governance Committee shall have one convenor who is an

independent non-executive Director. The convenor of the Nomination and Governance Committee shall be elected by more than one-half of all members and shall be submitted to the Board of Directors for approval.

The convenor of the Nomination and Governance Committee shall be responsible for convening and presiding the meetings of the Nomination and Governance Committee. Where the convenor of the Nomination and Governance Committee fails to or is unable to perform his duties, he shall nominate another member who is an independent non-executive Director to perform his duties on his behalf.

The convenor of the Nomination and Governance Committee (or, in his absence, his duly appointed representative) shall attend the annual general meeting of the Company and be prepared to answer any questions from shareholders concerning the nomination and governance activities at the meeting.

Article 7 Members of the Nomination and Governance Committee must meet the following requirements:

(1) 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;

(2) 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;

(3) 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;

(4) having high standards of ethical behavior and professional knowledge or working background in human resource management, enterprise management, finance, law, etc.;

(5) 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 8 The one who does not conform to the qualifications prescribed in the preceding article shall not be elected as a member of the Nomination and Governance Committee. A member of the Nomination and Governance 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 9 The term of office of the members of the Nomination and Governance 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. Any member who resigns or for other reasons ceases to serve as a Director of the Company during the period shall automatically be disqualified from membership and shall be supplemented by the Committee in accordance with Articles 4 to 6 above.

Article 10 Where the number of members of the Nomination and Governance 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 Nomination and Governance Committee reaches two-thirds of the required number, the Nomination and Governance Committee shall suspend the exercise

of the powers provided in these Terms of Reference.

Article 11 The provisions of the Company Law, the Articles of Association and the Listing Rules regarding Directors' obligations shall apply to members of the Nomination and Governance Committee.

Chapter 3 Responsibilities and Authorities

Article 12 The Nomination and Governance Committee mainly exercises the following powers and authorities:

(I) to make recommendations to the Board of Directors on the size and composition of the Board of Directors, senior management and personnel at other key positions of the Company according to the Company's business activities, assets scale and equity structure, and to assist the Board of Directors in maintaining a board skills matrix; and to propose changes to the Board of Directors in accordance with the Company's strategy and the diversity policy of the Board of Directors;

(II) to research the selection criteria and procedures for directors, senior management and personnel at other key positions and make recommendations to the Board of Directors;

(III) to search extensively for qualified candidates for Directors and senior management on an as-needed basis, to select and review their qualifications, and make recommendations to the Board of Directors on the following matters:

(1) nomination, appointment or removal of directors;

(2) appointment or dismissal of senior management;

(3) other matters stipulated by laws, administrative regulations, the provisions of the CSRC, the Listing Rules and the Articles of Association.

Where the recommendations of the Nomination and Governance Committee have not been adopted or have not been fully adopted by the Board of Directors, the opinions of the Nomination and Governance Committee and the specific reasons for rejection thereof shall be recorded in the resolution of the Board of Directors, and shall be disclosed.

(IV) to review the candidates for Directors and senior management of the Company who should be proposed to the Board of Directors for appointment and make recommendations on nomination;

(V) to make recommendations to the current Board of Directors on the nomination of candidates for the next session of Board of Directors at the time of general election, and to make recommendations to the Board of Directors on the appointment and re-appointment of Directors and succession plans for Directors (especially the chairman and executive director who serves as the general manager (if applicable));

(VI) to examine the independence of candidates for the position of independent non-executive Directors;

(VII) to evaluate the performance of Directors and senior management personnel, review the time required by non-executive Directors annually, apply performance evaluation to evaluate

whether the non-executive Directors have sufficient time to perform their duties, and make recommendations for the replacement of Directors or senior management based on the evaluation results if necessary; to assist in the Company's regular evaluation of the Board's performance;

(VIII) to study, improve or pre-examine principles, structures, systems and processes related to corporate governance, as well as the establishment or adjustment of basic management institutions, and make specific recommendations for the Board of Directors for deliberation;

(IX) to supervise corporate governance activities, review the Articles of Association, relevant governance systems, the working rules of the special committees and the quality of meetings of the Board of Directors, special committees and independent non-executive Directors from time to time, to make recommendations to the Board of Directors on the adoption or amendment of the Articles of Association, governance system and rules of procedure, as well as the establishment, improvement or removal of other special committees;

(X) to monitor the implementation of the board diversity policy and, where appropriate, review it and make recommendations to the Board on achieving measurable objectives for the diversity of Board members;

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

Article 13 Procedures for the selection and appointment of Directors and senior management:

(I) The Nomination and Governance Committee shall actively communicate with the secretary of the Board of Directors and the Human Resources Department of the Company to study the Company's requirements for the job description of the proposed candidates and form written materials;

(II) The Nomination and Governance Committee may conduct an extensive search within the Company and its subsidiaries, as well as in the talent market, for Directors, senior management and such other candidates as the Board deems appropriate;

(III) The Human Resources Department of the Company shall put forward the annual talent training plan as required, collect the detailed work experience, all part-time jobs and other information of the proposed candidates, and form written materials;

(IV) Without the consent of the nominee, the nominee shall not be selected as a Director or senior management personnel;

(V) The office of the Board of Directors shall cooperate with the Nomination and Governance Committee to convene meetings and conduct qualification examination of the candidates according to the office conditions of the Directors and senior management personnel;

(VI) The recommendations and relevant materials for candidates for Directors and the appointment of new senior management personnel shall be made and provided to the Board of Directors 7 days before the election of new Directors and the appointment of new senior management

personnel;

(VII) Such follow-up works that the Committee deems necessary based on the decisions and feedback of the Board of Directors.

Diversity of Board members shall be considered in a number of ways, all appointments shall be meritocratic and the benefits of diversity of Board members shall be considered on objective terms. Accordingly, the selection of Directors will be based on a range of diverse criteria, including but not limited to gender, age, cultural and educational background, race, professional experience, skills, knowledge and length of service. The final decision will be based on the candidate's expertise and the contribution he or she can make to the Board.

The Board of Directors shall fully respect the recommendations of the Nomination and Governance Committee on the nomination of Director candidates and managers, and shall not suspend the nominations of Director candidates or senior management nominated by the Nomination and Governance Committee without sufficient reasons or reliable evidence.

Article 14 Corporate governance procedures:

(I) The Human Resources Department and the office of the Board of Directors shall collect and analyze the relevant information about corporate governance and standard operation of comparable listed companies, timely understand the Company and its subsidiaries' relevant information about corporate governance and standard operation, and form a report to submit to the Nomination and Governance Committee;

(II) The Nomination and Governance Committee conducts research on the corporate governance and standardized operation of the Company, improve the principle, structure, system and process of corporate governance according to the Company's business activities, asset scale and equity structure, and formulate corresponding systems and measures for the Board of Directors to review;

(III) The Nomination and Governance Committee shall supervise and inspect the implementation of the Articles of Association, relevant governance systems and internal controls, and examine the effectiveness of governance systems, rules and methods related to corporate governance;

(IV) The Nomination and Governance Committee shall raise problems existing in corporate governance, improvement plans and measures, as well as suggestions for improvement of governance systems, rules and methods related to corporate governance, and submit them to the Board of Directors for deliberation;

(V) If necessary, the Nomination and Governance Committee has the right to hire an intermediary to help complete its work.

Article 15 When the Nomination and Governance Committee performs its duties, the relevant departments of the Company shall cooperate and the costs incurred shall be borne by the Company.

Article 16 The exercise of powers of the Nomination and Governance 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.

Chapter 4 Convening and Notice of Meetings

Article 17 Meetings of the Nomination and Governance Committee shall be held at least once a year, and all members shall be notified five working days prior to the meeting (excluding the day of the meeting), and may be notified at any time in case of emergency. The office of the Board of directors of the Company shall be responsible for issuing the notice of meeting according to the time limit specified above.

The meeting shall be chaired by the convenor or, if the convenor is unable to attend the meeting, he or she may appoint another member (independent non-executive Director) to chair the meeting. An ad hoc meeting of the Nomination and Governance Committee may be convened upon request by the convenor of the Company, by the convenor of the meeting of the Nomination and Governance Committee or jointly by more than two members of the Nomination and Governance Committee.

Article 18 Meetings of the Nomination and Governance Committee may be held in the form of on-site meeting or off-site meeting by way of communication voting or such other forms as the convenor deems necessary.

Article 19 A notice of meeting of the Nomination and Governance Committee shall include at least the following:

(1) Time and venue of the meeting;

(2) Issues to be discussed at the meeting;

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

(4) Duration of the meeting;

(5) Date of the notice of meeting.

Chapter 5 Proceedings and Voting Procedures

Article 20 Meetings of the Nomination and Governance Committee shall only be held when more than two-thirds 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 21 Members of the Nomination and Governance Committee may attend the meeting in person, or appoint other members to attend and vote at the meeting on their behalf.

Where members of the Nomination and Governance 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;

(III) 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 Nomination and Governance 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 Nomination and Governance 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 positions as members.

Article 24 The Nomination and Governance Committee may invite the Directors and other senior management of the Company to attend the meeting of the Committee if necessary. However, non-members of the Nomination and Governance Committee shall have no voting rights at the meeting.

Article 25 The voting at the meetings of the Nomination and Governance Committee shall be undertaken by show of hands or voting, the voting methods shall include agreement, objection and abstention. If a meeting is held in the form of communication, 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 26 Meetings of the Nomination and Governance Committee shall have records of written minutes, and members present at the meetings and the minutes taker of the meeting shall sign the minutes of the meetings. Members present at the meeting shall have the right to request an explanatory statement of their speeches at the meetings. The minutes of the meetings shall be kept 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 27 Minutes of meetings of the Nomination and Governance 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.

The minutes of the meeting shall record in sufficient detail the matters considered and decisions made by the Nomination and Governance Committee, including concerns raised or dissenting views expressed by members. Such minutes and final versions shall be made available to all members of the Nomination and Governance Committee for comment and storage within a reasonable time after the meeting.

Article 28 Resolutions of the Nomination and Governance 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 Nomination and Governance 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 29 Members of the Nomination and Governance 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 30 The personnel attending the meeting shall keep confidential the matters discussed at the meeting, and shall not disclose relevant information without authorization.

Chapter 7 Recusal System

Article 31 When a member of the Nomination and Governance Committee or his/her direct relative, or any company controlled by a member of the Committee or his/her direct relative has direct or indirect interests in the matters to be discussed at meetings of the Committee, such member shall disclose the nature and degree of such interests to the Committee as soon as possible.

Article 32 In the event of the circumstances described in the preceding article, the interested member shall give a detailed account of the relevant situation at the meeting of the Nomination and Governance Committee and shall expressly recuse himself/herself from voting. However, if other members of the Nomination and Governance Committee unanimously agree, after consideration, that such interests would have no material influence on matters to be voted on, the interested member may vote. Where the Board of Directors of the Company considers it is improper for the interested member in the preceding paragraph to vote, it may revoke the voting results of the relevant resolution and request a new vote on the relevant resolution by non-interested members.

Article 33 The Nomination and Governance Committee considers and resolves on proposals at the meeting without counting the interested members in the quorum. If the minimum quorum of the Nomination and Governance Committee is not present after the recusal of interested members, all members of the Committee (including the interested members) shall resolve upon the procedural matters regarding whether to submit the resolution to the Board of Directors of the Company for approval, and the Board of Directors of the Company shall consider such resolution accordingly.

Article 34 Minutes of meetings of the Nomination and Governance Committee and resolutions passed at the meetings shall clearly state that the interested members are not counted in a quorum and do not vote on such resolutions.

Chapter 8 Work Evaluation

Article 35 While a member of Nomination and Governance Committee is not in session, its members may keep necessary tracking on performance of the directors and senior management of the Company, and relevant departments of the Company shall actively cooperate therewith by promptly providing information required by them.

Article 36 Members of the Nomination and Governance Committee have the right to access the following:

(I) the Company's regular reports;

(II) the Company's public announcements;

(III) resolutions and minutes of the Company's shareholders' meetings, meetings of the Board of Directors and general manager' s meetings;

(IV) other necessary information as determined by the members of the Nomination and Governance Committee.

Article 37 Members of the Nomination and Governance Committee may raise questions on any issue with the Company's directors and senior management, and they shall answer such questions.

Article 38 Members of the Nomination and Governance Committee may, based on the information known and available to them, evaluate the work of the directors and senior management of the Company in the preceding year.

Article 39 Members of the Nomination and Governance Committee shall maintain confidentiality of any information they learn about the Company before the same are made public.

Chapter 9 Supplementary Provisions

Article 40 These Terms of Reference shall come into force as of the date of approval by the Board of Directors of the Company.

Article 41 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 42 The right of final interpretation of these Terms of Reference belongs to the Board of Directors of the Company.