TIANQI LITHIUM CORPORATION
TERMS OF REFERENCE OF THE ESG AND SUSTAINABLE DEVELOPMENT COMMITTEE OF THE BOARD OF DIRECTORS

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

Chapter 1 General Provisions

Article 1 In order to strengthen the sustainable development capability, improve the corporate governance structure, and enhance the environmental, social and governance (ESG) performance of Tianqi Lithium Corporation (the "**Company**"), the Company has specifically established the ESG and Sustainable Development Committee of the Board of Directors 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 "**Hong Kong Listing Rules**"), the Articles of Association of Tianqi Lithium Corporation (the "**Articles of Association**") and other relevant provisions.

Article 2 The ESG and Sustainable Development Committee is a specialized committee under the Board of Directors, which is mainly responsible for formulating the Company's ESG and sustainable development strategic planning and objectives, identifying ESG-related risks, coordinating ESG management, and improving the Company's sustainable development level.

Chapter 2 Composition

Article 3 Members of the ESG and Sustainable Development Committee shall be appointed by the Board of Directors and shall consist of not less than three members of the Board of Directors, of which at least one shall be an independent non-executive Director.

Article 4 The members of the ESG and Sustainable Development Committee shall be nominated by the Chairman of the Board of Directors, more than half of the independent non-executive Directors or one-third of all Directors and shall be elected by the Board of Directors.

Article 5 The ESG and Sustainable Development Committee shall have one convener who shall be responsible for presiding over the work of the ESG and Sustainable Development Committee and shall be elected by more than half of all members.

Article 6 The term of office of the ESG and Sustainable Development Committee shall be identical to that of the Board of Directors. Members may be re-elected upon the expiration of their terms of office. If any member ceases to be a Director of the Company during the term of office, he/she shall automatically lose his/her qualification as a member, and the Committee shall fill up the vacancy in accordance with Articles 3 to 5 of these Terms of Reference.

Article 7 The Office of the Board of Directors and the ESG and Sustainable Development Department of the Company are the daily working body of the ESG and Sustainable Development Committee, and are responsible for the preliminary preparation of the decision-making of the committee. The office of the Board of Directors is the organizational department of the committee; the ESG and Sustainable Development Department is the specific undertaking department responsible for the relevant business of the committee.

Chapter 3 Duties and Authorities

Article 8 The main duties and authorities of the ESG and Sustainable Development Committee are:

(1) Formulation of ESG and sustainable development vision, objectives and strategies

1. to formulate the Company's ESG and sustainable development vision, objectives, strategies and management systems, and to make recommendations to the Board of Directors on relevant work;

2. to identify important stakeholders and important ESG issues of the Company, study and make suggestions on sustainable development-related businesses with stakeholders of the Company.

(2) Consideration of the implementation of ESG and sustainable development vision, objectives and strategies

1. to track and inspect the implementation of the Company's ESG and sustainable development work, and make advises on the actions required to improve ESG performance;

2. to review major trends in environmental, social and governance and related risks and opportunities to ensure that our position and performance on the ESG and sustainable development issues are aligned with relevant requirements and standards;

(3) Others

1. to review the Company's annual Sustainable Development Report;

2. to study and make recommendations on other major issues affecting the sustainable development of the Company;

3. other matters authorized by the Board of Directors of the Company.

Article 9 After the Sustainable Development Committee reviews the matters specified in Article 8 of these Terms of Reference, it shall form a resolution of the ESG and Sustainable Development Committee meeting and report to the Board of Directors together with relevant proposals.

Article 10 The ESG and Sustainable Development Committee shall perform its duties in accordance with the relevant provisions of the Company Law, the Articles of Association and these Terms of Reference and shall not prejudice the interests of the Company and its shareholders.

Article 11 The Company shall provide sufficient resources to the ESG and Sustainable Development Committee to perform its duties. When the ESG and Sustainable Development Committee perform its duties, the relevant departments of the Company shall cooperate and the necessary expenses shall be borne by the Company.

Chapter 4 Procedural Rules

Article 12 Meetings of the ESG and Sustainable Development Committee shall be held at least once a year and shall be proposed by members of the ESG and Sustainable Development Committee. Notice of meetings shall be given to all members two days (excluding the date of the meeting) before the meeting.

The meeting shall be presided over by the convener, if the convener is unable to attend the meeting, he/she shall appoint another member to preside over the meeting.

Article 13 Meetings of the ESG and Sustainable Development Committee shall be held only if more than two-thirds of the members are present. Each member shall have one vote. Resolutions of the meeting shall be passed by more than half of all members (including those who are not present at the meeting).

Article 14 Voting at the ESG and Sustainable Development Committee meetings shall be conducted by a show of hands or by poll. Extraordinary meetings or other special circumstances may be convened by means of communication voting.

Article 15 The ESG and Sustainable Development Department may attend meetings of the committee as appropriate, and may also invite Directors and other management personnel of the Company to attend the meetings if necessary.

Article 16 Where necessary, the committee may engage intermediaries to provide professional advice for its decision-making at the expense of the Company.

Article 17 The convening procedures, voting methods and proposals passed at the meetings of the ESG and Sustainable Development Committee shall comply with the requirements of relevant laws, regulations, the Hong Kong Listing Rules, the Articles of Association and these Terms of Reference.

Article 18 Minutes shall be made for the meetings of the ESG and Sustainable Development Committee and shall be signed by the attending members. The minutes shall be kept by the secretary to the Board of Directors of the Company.

Article 19 If any Director gives reasonable notice, the secretary to the Board of Directors shall make the relevant minutes available for inspection at any reasonable time. The first draft and final versions of minutes of the meetings shall be completed within a reasonable time after the meetings and sent to all members of the ESG and Sustainable Development Committee and all Directors in succession, with the first draft for members to express their opinions and the final versions as the meeting minutes.

Article 20 Unless otherwise restricted by laws or regulations, recommendations, proposals and voting results passed at the ESG and Sustainable Development Committee meetings shall be reported to the Board of Directors of the Company in writing.

Article 21 Members present at the meeting and those present at the meeting shall keep confidential of the matters discussed at the meeting and shall not disclose relevant information of the meeting without authorization.

Chapter 5 Supplementary Provisions

Article 22 These Terms of Reference shall come into effect from the date when the resolutions of the Board of Directors are passed.

Article 23 Matters not covered herein shall be implemented in accordance with the provisions of the relevant laws and regulations of the PRC and the Articles of Association. In case of any conflict between these Terms of Reference and any future laws and regulations of the PRC or the Articles of Association as amended by legal procedures, the relevant laws and regulations of the PRC and the Articles of Association shall prevail, and these Terms of Reference shall be amended immediately and submitted to the Board of Directors for consideration and approval.

Article 24 The right of final interpretation of these Terms of Reference belongs to the Board of Directors of the Company.