



## **BOARD COMMITTEE CHAIR POSITION DESCRIPTION**

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The primary responsibility of the Board Committee Chair (the “Committee Chair”) of the Board of Directors (the “Board”) of Critical Elements Lithium Corp. (“Critical Elements” or the “Corporation”) is to oversee the specific Committee operations and affairs, as well as to provide leadership to the Committee in order to enhance its effectiveness and efficiency in fulfilling the delegated Board oversight responsibilities.

### **APPOINTMENT**

The Committee Chair shall be independent and a duly elected or appointed member of the Board and shall be appointed as Committee Chair by the Board following the annual meeting of shareholders. The Committee Chair serves at the pleasure of the Board until his or her successor is appointed.

### **RESPONSIBILITIES, DUTIES AND POWERS**

Each Committee Chair plays a critical role in guiding the Committee in the fulfillment of the Committee’s duties and responsibilities as set out in the Committee’s Charter and managing the process through which the Committee carries out such duties and responsibilities.

#### **Leadership**

The Committee Chair will provide leadership to the members of the Committee by, among other things:

- overseeing the Committee’s discharge of the duties assigned to it by the Committee’s Charter;
- maintaining a liaison and communicating with members of the Committee to coordinate input from all members of the Committee;
- establishing procedures to govern the effective and efficient conduct of the Committee’s work;
- assisting the committees of the Board in bringing important issues forward to the Board for consideration and resolution;
- ensuring that issues arising from Committee deliberations are adequately addressed by management and resulting outcomes are communicated to the Committee;
- facilitating effective communication between members of the Committee and members of management;

- keeping informed of developments within the Company by, among other things, regularly participating in meetings with management pertaining to scope specific matters and ensuring he or she is aware of the decision-making process and reporting to the Committee;
- ensuring that resources and expertise are available to the Committee so that it may function effectively;
- ensuring that any outside advisors retained by the Committee are appropriately qualified and independent in accordance with applicable law;
- reporting to the Board on behalf of the Committee following meetings of the Committee with respect to such matters as are relevant to the Committee's discharge of its responsibilities;
- evaluating the performance of the Committee and making recommendations for changes when appropriate;
- overseeing the structure, composition of, and activities delegated to, the Committee from time to time; and
- performing such other duties and responsibilities as may be delegated to the Chair by the Board from time to time.

### **Meetings**

The Committee Chair will preside at meetings of the Committee and will, in consultation with the Board Chair, Chief Executive Officer ("CEO") and the chair of the Governance and Nominating Committee, as appropriate:

- schedule meetings of the Committee;
- set the agenda for meetings of the Committee;
- prepare annual Committee work plan for the ensuing year to ensure the Committee fulfills its responsibilities on a timely basis;
- review items of importance for consideration and ensure that all business required to come before the Committee is brought before the Committee and resolution on such items is reached;
- monitor the adequacy and timeliness of materials provided by management in connection with deliberations by the Committee;
- ensure that all Committee members are afforded the opportunity to contribute their positions, views, advice and questions;
- ensure that the Committee has the opportunity to meet in separate closed sessions with members of management and external advisors or auditors;
- encourage free and open discussion to ensure that meetings are conducted in such a manner that facilitates the exchange of constructive and objective points of view and encourages all Committee members to participate in such a way that is conducive to good decision-making;
- work constructively toward achieving a consensus among Committee members on any matter brought before the Committee; and

- ensure that Committee discussions and decisions are properly summarized and recorded in minutes of the Committee.

Board of Directors Approval Date: June 14, 2021

Revised: October 3, 2023