



TECHNICAL COMMITTEE CHARTER

The board of directors (the “Board”) of Critical Elements Lithium Corporation (“Critical Elements” or “Corporation”) has established a Technical Committee (the “Committee”) whose membership, authority and responsibilities shall be as set out in this Charter, as it may be amended from time to time by the Board.

MANDATE AND OBJECTIVES

The mandate of the Technical Committee is to assist the Board in fulfilling its oversight responsibilities with respect to the timely delivery of the Critical Elements’ products from a technical perspective:

- design and execution of exploration programs,
- the quality and economic viability of Resources and Reserves,
- metallurgical and processing solutions,
- construction of mine and processing facilities,
- extraction, processing and transportation methods.

COMPOSITION

The Committee shall be comprised of at least three (3) directors as determined by the Board annually following the annual meeting of shareholders. The majority of members of the Committee shall be “independent” within the meaning of applicable rules of securities regulatory authorities and stock exchanges (the “Listing Rules”), and shall appoint one of the members to chair the Committee.

The members of the Committee shall be elected by the Board at its first meeting following each annual shareholder’s meeting. Members shall serve until the next annual meeting of shareholders or until their successors are duly appointed or until such member resigns, retires or is removed from the Committee by the Board. The Board may fill any vacancy in the Committee by appointment from among the directors of the Corporation. Unless a Chair is elected by the Board, the members of the Committee may designate a Chair by a majority vote of all the Committee members.

The Committee may form and delegate authority to subcommittees when appropriate.

MEETINGS AND PROCEDURES

The Committee shall meet at least two (2) times a year or more frequently, if necessary, to carry out its responsibilities.

At all meetings of the Committee, every resolution shall be decided by a majority of the votes cast. In the case of an equality of votes, the Chair shall not be entitled to a second vote. In the absence of the Committee Chair for any meeting, the Members shall elect a Chair from those in attendance to act as Chair of that meeting.

A quorum for meetings of the Committee shall be a majority of its members. The rules for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those governing meetings of the Board, including meeting by teleconference, video conference and similar communications equipment.

Each meeting will include an in-camera session of the Committee without members of management present. At least annually, the Committee shall also hold in camera sessions with each of the Corporation's President and Chief Operating Officer ("COO").

The Committee shall keep minutes of its meetings which shall be submitted to the Board. The Committee may, from time to time, appoint any person, who need not be a member, to act as a secretary at any meeting.

REPORTING TO THE BOARD

Following each meeting of the Committee, the Committee Chair shall report to the Board on the issues considered by the Committee, and any recommendations being made by the Committee for approval by the Board and on any actions taken by the Committee.

RESPONSIBILITIES, DUTIES AND POWERS

The Committee's principal responsibility is one of oversight. Critical Element's management is responsible for preparing the Corporation's technical studies and executing operating activities. In carrying out these oversight responsibilities, the Committee is not providing any expert or special assurance as to Critical Element's technical studies or any professional certification as to the independent consultants' work.

The following are the general duties and responsibilities of the Committee:

Technical Oversight

In fulfilling its responsibilities, the Committee will, among other things, review and monitor, seek recommendations from management or third-party experts (as considered appropriate by the Committee), and, when deemed appropriate by the Committee, make recommendations to the Board with respect to:

- the technical aspects of Critical Elements' exploration, development, permitting, construction and mining operations;

- mineral resource and mineral reserve estimates for all properties, management's procedures for the disclosure of mineral resource and mineral reserve information and the compliance of such disclosure with regulatory and listing requirements;
- material commercial arrangements for the development of properties;
- material proposals for mine construction programs;
- mineral processing flow sheets;
- plant design and construction plans;
- annual operating and production plans, together with operating reports, for all proposed and existing operating mines and tailings storage facilities;
- life of mine plans, as proposed and revised from time to time;
- mine closure plans and reclamation obligations; and
- exploration programs.

Corporate Goals and Objectives

The Committee is responsible for reviewing proposed short-term and long-term operational-related (including production and costs) goals and objectives for inclusion in the Corporation's compensation programs, making recommendations to the Compensation Committee on such goals and objectives and monitoring performance against such goals and objectives throughout the year.

Risk Management

The Committee shall assist the Board in fulfilling its risk oversight responsibilities by, among other things, ensuring that processes are in place to enable management to identify significant technical and operating related risks; ensuring that management establishes appropriate action plans to mitigate against such risks; and monitoring management's implementation of such action plans.

Public Disclosure

The Committee shall review and approve (or recommend to the Board for approval) prior to public release, any public disclosures containing information with respect to the matters set out in this Charter over which the Committee has responsibility.

Investigations

The Committee shall direct and supervise the investigation into any matter brought to its attention within the scope of its duties.

Third Party Transactions

The Committee shall review and oversee any proposed third-party transaction and report to the Board on the technical merits of such transactions.

Access to Management & Information

The Committee will have full and free access to officers and employees of the Corporation and the its books and records. Any meetings or contacts that the Committee wishes to initiate may be arranged through the CEO or the Corporate Secretary or directly by the Chair or other member of the Committee. The Committee will use its judgment to ensure that any such contact is not disruptive to the business operations of the Corporation.

Advisors

The Committee has the authority to retain, obtain the advice of, and terminate any consultant, external legal counsel or other advisor, to assist it in the performance of its duties. Critical Elements will provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee. The Committee shall have sole authority to approve such consultants' fees and retention terms, and shall be directly responsible for the selection, compensation and oversight of the advisors it retains.

Committee Evaluation

The Committee shall review, at least once every two years, the Committee's duties, responsibilities and performance and determine if any changes in practices of the Committee or amendments to this Charter are necessary or otherwise deemed appropriate by the Committee.

Additional Assignments

The Committee shall undertake such additional responsibilities as from time to time may be delegated to the Committee by the Board, required by Critical Elements' incorporation documents or bylaws or required by applicable law or stock exchange rules.

Board of Directors Approval Date: June 14, 2021
Revised: October 3, 2023