

# Share Ownership Policy

January 2024

## I. Objective and Scope

The Board of Directors (the “**Board**”) of Lithium Americas Corp. (“**LAC**” or the “**Company**”) has adopted this Share Ownership Policy (the “**Policy**”) in order to set out share ownership guidelines that will enhance alignment of the interests of non-executive Directors and executive management of the Company, respectively, with those of the Company and its shareholders.

## II. Share Ownership by Non-executive Directors

Non-executive Directors of the Company are required to hold common shares (including any grants of restricted share units and deferred share units) of the Company having a value equal to four (4) times their annual cash retainer.

Directors must achieve this share ownership within five (5) years from the date they are first elected or appointed as a director of the Company.

## III. Share Ownership by Executives

The CEO of the Company is required to hold common shares of the Company (including any grants of restricted share units) having a value equal to five (5) times the gross amount of the CEO’s annual base salary.

All Other Executives are required to hold common shares of the Company (including any grants of restricted share units) having a value equal to three (3) times the gross amount of their annual base salary.

Individuals who were Executives at January 1, 2024 (the “**Executive Effective Date**”) are required to achieve this level of share ownership within five (5) years following the Executive Effective Date. Executives appointed subsequent to the Executive Effective Date must achieve this share ownership within five (5) years from the date they are appointed as an Executive of the Company.

## IV. Calculating Share Ownership Values

The value of each individual’s share ownership will be calculated based upon the higher of:

- A. The closing price of the Company’s common shares on the TSX on the last trading day of the most recently completed calendar year; and

- B. The average price at which an individual acquired the common shares or, in the case of restricted share rights and deferred share units that are to be settled in common shares, the grant date value thereof, regardless of any vesting restrictions.

Unexercised stock options (whether vested or unvested) do not count toward the minimum share ownership requirements.

## V. Attaining Compliance Levels

Once an individual has attained the level of share ownership prescribed by the Policy, such individual is not required to increase holdings to reflect subsequent fluctuations in the market price of the Company's common shares which may cause a decrease in the value of such holdings. However, if a Director's annual fee increases, the individual will be required within three (3) years thereof to increase holdings by the amount of the annual fee increase.

The Governance and Nomination Committee or any successor committee (the "**Committee**") will monitor ownership levels of non-executive Directors and Executives periodically and has the discretion to enforce the Policy on a case-by-case basis. Any individual who, due to their unique financial circumstances would incur a hardship by complying with this Policy, can request an exemption by contacting the Chair of the Committee. The Chair will then bring the request to the attention of the Committee for further evaluation.

## VI. Definitions

"**Board**" means the Company's Board of Directors.

"**CEO**" means Chief Executive Officer.

"**Director**" means a member of the Board.

"**Executives**" means executive management of the company, being the CEO and Other Executives.

"**Other Executives**" means the Executive Chair and direct reports of the CEO.

"**TSX**" means the Toronto Stock Exchange.

## VII. Amendments

This Policy will be reviewed from time to time and may be updated or replaced with the authorization of management or the Company Board of Directors or its committees.

Effective Date: January 1, 2024

Approved by: Board of Directors