



LI-FT POWER LTD. WHISTLEBLOWER POLICY

1. PURPOSE AND SCOPE

Li-FT Power Ltd. and its subsidiaries (collectively, the “Company”) strive to maintain high standards of integrity and accountability in conducting business. The guidelines and principles that govern our business conduct are set out in the Company’s Code of Business Conduct (the “Code of Conduct”) which may be accessed at: <https://www.li-ft.com/corporate/corporate-governance/>

As part of the Company’s commitment to ethical and responsible business conduct, the Company is committed to maintaining accountability of accounting, internal controls and auditing processes (“financial matters”). It is also the Company’s policy to seek compliance with all applicable legal and regulatory requirements relating to the Company’s business in all material respects. The Company expects all directors, officers, employees and consultants to participate actively in seeking to maintain this standard.

The purpose of this whistleblower policy (the “Policy”) is to provide the directors, officers, employees and consultants of the Company with a process for disclosing complaints or concerns (a “Report”) regarding perceived or suspected:

- i. questionable financial matters;
- ii. non-compliance with the Code of Conduct; and
- iii. unethical or illegal behavior (collectively, “Reportable Matters”).

This Policy outlines the process for reporting a complaint or concern, establishes who deals with complaints and how complaints are expected to be handled, processed and documented. This Policy also describes the standards and principles that are expected to govern the processing of all complaints and concerns whether they are received from within the Company or external parties.

2. REPORTING PROCESS

As a general guideline, employees, consultants, officers and directors should promptly report concerns regarding Reportable Matters to their immediate supervisor. If they are uncomfortable doing so, or if they believe that it is inappropriate to do so under the circumstances, they may communicate directly with the Chair of the Audit Committee of the Board of Directors of the Company in writing, by telephone or email as follows:

In Writing	Chair of the Audit Committee marked “Confidential and For Audit Committee Chair Only” Li-FT Power Ltd. 1218-1030 West Georgia Street Vancouver, BC V6E 2Y3
By Telephone	+1 (604) 609-6185
By Email	ken@li-ft.com

3. HANDLING OF REPORTED VIOLATIONS

All Reports received will be considered carefully. Any Report should provide sufficient details so that a reasonable investigation can be conducted.

If the Audit Committee Chair determines that the Report is covered by this Policy, the Chair will undertake an investigation of the violation or suspected violation.

In conducting any investigation, the Audit Chair:

- i. may engage inside or outside legal, accounting, human resources or other advisors as they consider advisable;
- ii. will have access to all Company's books and records; and
- iii. will use reasonable efforts to protect the confidentiality of the complainant.

All directors, officers, employees and consultants of the Company have an obligation to cooperate and comply with any review or investigation initiated by the Audit Committee Chair pursuant to this Policy.

Investigations will be conducted as quickly as possible, taking into account the nature and complexity of the Report and the matters raised.

The Audit Committee has the authority to:

- conduct any investigation which it considers appropriate, and has direct access to the external auditor of the Company, as well as officers and employees of the Company and Other Entities, as applicable; and
- retain, at the Company's expense, special legal, accounting or such other advisors, consultants, or experts it deems necessary in the performance of its duties.

Matters involving possible violation of laws or regulations may also be brought to a relevant governmental regulatory authority.

4. ANONYMITY AND CONFIDENTIALITY

The Company, including all persons designated to handle complaints or concerns under this Policy will make all reasonable efforts to keep communications confidential to the fullest extent permitted by law, and to the extent possible consistent with the need to conduct an adequate investigation. Any form of investigation may not be discussed with any personnel who do not have a legitimate and compelling reason to obtain information about the investigation. Extreme care should be taken by individuals conducting the investigation. The persons conducting the investigation must use their best efforts to avoid revealing the identity of any person who makes a good faith complaint, other than to other persons participating in the investigation. However, there may be circumstances where a matter involving a violation of law must be reported to government authorities, and in that case, it may be necessary to identify witnesses to the government authorities.

We encourage all individuals to identify themselves when making a complaint or communicating

a concern under this Policy. Nevertheless, it is important to note that identifying themselves is not mandatory, and they have the option to submit an anonymous complaint under this Policy.

5. NO RETALIATION

It is the Company's policy to seek to ensure that anyone can communicate freely under this Policy and be protected from any form of direct or indirect retaliation, including adverse employment consequences such as discharge, suspension, demotion, harassment or discrimination ("retaliation"). Any employee, officer, director or consultant of the Company who legitimately and in good faith submits a complaint will be protected by the Company against any retaliation because of that activity.

Any employee, officer, director or consultant who retaliates against someone who has reported a violation in good faith under this Policy may in turn be subject to discipline up to and including termination of employment.

This Policy is intended to encourage and enable directors, officers, employees and consultants and others to raise serious concerns within the Company for proper resolution.

6. ACTING IN GOOD FAITH

Anyone filing a complaint under this Policy must be acting in good faith and have an honest belief that the complaint is well-founded, including a reasonable factual or other basis. Any complaints based on allegations that are without basis cannot be substantiated, or that are proven to be intentionally misleading or malicious will be viewed as a serious offense.

7. COMPLAINTS FROM THIRD PARTIES

Complaints from third parties regarding Reportable Matters should be forwarded directly to the Audit Committee Chair.

The Audit Committee Chair should discuss such complaints at regularly scheduled meetings of the Audit Committee (unless they are unfounded or unless the materiality of the complaint requires earlier action).

The Board of Directors may, from time to time, permit departures from the terms of this Policy, either prospectively or retrospectively. This Policy is not intended to give rise to civil liability on the part of the Company or its directors or officers to shareholders, security holders, customers, suppliers, competitors, employees or other persons, or to any other liability whatsoever on their part.

8. RETENTION OF RECORDS

The Audit Committee shall retain all records relating to any financial matter or report of a retaliatory act and to the investigation of any such report for a period judged to be appropriate based upon the merits of the submission. The types of records to be retained by the Audit

Committee shall include records of all steps taken in connection with the investigation and the results of any such investigation.

9. QUERIES

If anyone has any questions about how this Policy should be followed in a particular case, they are encouraged to contact directly any member of the Audit Committee or the Chief Financial Officer.

This Policy was reviewed by the Corporate Governance and Nominating Committee and approved by the Board of Directors on November 25, 2024.

SCHEDULE A

Certification - Whistleblower Policy of Li-FT Power Ltd.

Certification

The undersigned hereby certifies that they have read, understood, and agree to comply with the Whistleblower Policy of Li-FT Power Ltd and that they have not violated the provisions of this Policy and are not aware of any violations of the Policy as of the date hereof.

Date: _____

Signature: _____

Name: _____

(please print)