



**LI-FT POWER LTD.
ANTI-BRIBERY AND ANTI-CORRUPTION POLICY**

1. INTRODUCTION

Li-FT Power and its subsidiaries (collectively the “Company”) are committed to conducting their business in an honest and ethical manner and fostering a culture of honesty, integrity, and accountability. The Company adheres to best practices with respect to anti-corruption behavior, and therefore it has a ZERO tolerance policy for bribery and corruption by the Company’s directors, officers, employees, consultants, agents or contractors (collectively the “Representatives”).

The Company is committed to conducting its business in accordance with applicable law and the highest ethical standards. That commitment is reflected in Company’s Code of Conduct (the “Code”) and in this Anti-Bribery and Anti-Corruption Policy (the "Policy"), which is intended to provide guidance and procedures for compliance with Canada's *Corruption of Foreign Public Officials Act* ("CFPOA") and local laws pertaining to bribery and corruption.

2. APPLICATION

The Policy applies to Company activities and to the conduct of all Company Representatives. The Policy sets out the standards which all Representatives are expected to follow when acting on the Company’s behalf. Where ambiguity or uncertainty exists, Representatives must contact one of the persons identified in Schedule A for advice and direction.

Copies of this Policy will be made available to all Representatives either directly, or by posting the Policy on the Company's website. All Representatives will be informed whenever significant changes are made to this Policy.

3. PREVENTION OF IMPROPER PAYMENTS

Neither the Company nor any Company Representative may:

- (a) Bribes: directly or indirectly, pay or offer to pay a bribe to any person. In particular, it is prohibited to give anything of value to a public official, or to any person on behalf of a public official, in order to receive an advantage in the course of business, or to influence the public official’s views or conduct.
 - (i) A "public official" includes an official or employee of any level of government, a candidate for political office, an official or employee of an international organization, an official or employee of a government-owned or controlled entity, and any other person who discharges a government function.
 - (ii) A mere offer or promise to pay a bribe is also prohibited and will be treated under this Policy with equal severity as an actual bribe.
 - (iii) Bribes may be monetary or non-monetary, and may have a large or small value

(e.g. facilitation or "grease" payments). All forms of bribes are prohibited.

- (iv) It is also prohibited to use the services of another person to bribe a public official indirectly, or to pay, offer or promise to pay anything of value to a third party to accomplish the same purpose.
- (b) Kickbacks: direct any portion of a contract payment to employees of another contracting party or utilize other techniques, such as subcontracts, purchase orders or consulting agreements, to channel any payment to any public official, to employees of another contracting party or to any of their respective relatives or business associates.
- (c) Extortion: directly or indirectly demand or accept a bribe, facilitating payment or kickback or other payment by threat of force, intimidation, or exercise of authority.
- (d) Excessive Gifts, Hospitality, and Other Entertainment: provide excessive or otherwise unreasonable gifts, hospitality, or other entertainment for a public official that could reasonably raise a concern that the public official might use his or her position or influence with government to provide any improper advantage to the Company, or to influence the public official's views or conduct.
- (e) Political Contributions: make any contribution or provide any financial support to any political party or candidate on behalf of the Company except in accordance with the Code.
- (f) Charitable Contributions: make any charitable contributions on behalf of the Company except with the prior written approval of the CEO, provided that any contribution exceeding a value of \$10,000.00 shall also require the approval of the board of directors. All charitable contributions by or on behalf of the Company must be accounted for with supporting documentation, including a receipt or written acknowledgment of the donation from the recipient.
- (g) Willful Blindness: deliberately ignore (or "turn a blind eye") to facts that may give rise to a suspicion of an improper payment. Any indications that a payment or a proposed payment may be contrary to this Policy, or the Code, must be promptly reported in the manner set out in this Policy.

4. ACCOUNTING

Reflecting the principles in the Code and the requirement of anti-corruption laws, neither the Company nor any Representatives shall:

- (a) Establish or maintain accounts that do not appear in any required books and records;
- (b) Make transactions that are either not recorded in required books and records or are not adequately identified in those books or records;
- (c) Record non-existent expenditures;
- (d) Enter liabilities bearing an incorrect identification of their object;
- (e) Knowingly use false documents; or

(f) Intentionally destroy required books and records earlier than permitted by law.

5. KNOWLEDGE AND REPORTING OF ANY ILLEGAL OR UNETHICAL BEHAVIOR

All Representatives are expected to report all known or suspected violations of laws, rules, regulations, or the Policy. To facilitate reporting of illegal or unethical behavior, the Company has a Whistleblower Policy that contains whistleblower procedures by which such behavior can be reported.

The Company prohibits retaliatory action against any Representative who, in good faith, reports a possible violation.

It is unacceptable for any Representative to file a false report.

The Policy cannot, and is not intended to, address all of the situations representatives may encounter. If in doubt as to the appropriate course of action, Representatives should contact one of the persons identified in Schedule A for guidance as appropriate in the circumstances.

6. CONSEQUENCES OF NON-COMPLIANCE WITH THE POLICY

Failure to comply with this Policy may result in severe consequences, which may include internal discipline and termination of employment. In cases where the conduct violates applicable Anti-Bribery Laws, the Company may also refer the matter to appropriate regulatory authorities, which could result in penalties, fines and/or imprisonment.

7. QUESTIONS

If you have any questions about how this Policy should be followed in a particular case, please contact the Chair of the Corporate Governance and Nominating Committee.

This Anti-Bribery and Anti-Corruption Policy was reviewed by the Corporate Governance and Nominating Committee and approved by the Board of Directors on May 15, 2025.

SCHEDULE A

Chair of the Audit Committee	Kenneth Scott Li-FT Power Ltd. 1218-1030 West Georgia Street Vancouver, BC V6E 2Y3 ken@li-ft.com
Chair of the Corporate Governance and Nominating Committee	Iain Scarr Li-FT Power Ltd. 1218-1030 West Georgia Street Vancouver, BC V6E 2Y3 iain@li-ft.com
Chief Executive Officer	Francis MacDonald Li-FT Power Ltd. 1218-1030 West Georgia Street Vancouver, BC V6E 2Y3 francis@li-ft.com

SCHEDULE B

Certification - Anti-Bribery and Anti-Corruption Policy of Li-FT Power Ltd.

Certification

The undersigned hereby certifies that they have read, understood, and agree to comply with the Anti-Bribery and Anti-Corruption 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)