



## **LI-FT POWER LTD. DISCLOSURE POLICY**

### **1. PURPOSE**

It is the policy of Li-FT Power Ltd. (the “Company”) that all Material Information (as defined below) relating to the Company be disclosed to the investing public in a timely, factual and accurate manner and that the Company’s directors, officers and each of their direct reports, the staff of the financial, accounting, and investor relations departments, as applicable, and any other employee(s) with access to material undisclosed information (collectively, “Corporate Actors”) conduct themselves in accordance with applicable legal and regulatory requirements.

### **2. RESPONSIBILITY**

#### **2.1 Individual Responsibility**

Every officer, director, employee or consultant of the Company and any other Corporate Actor will be held responsible for their compliance with this Policy. Any individual who breaches this Policy may find himself or herself personally exposed to a wide range of penalties, fines and penal sanctions as well as civil actions for damages and administrative sanctions by securities commissions and other regulatory bodies. Those who violate this Policy may face disciplinary action including termination of his or her employment, directorship or contract with the Company without notice.

#### **2.2 Designated Officers relating to Timely Disclosure, Confidentiality and Trading**

The Chief Executive Officer and the Chief Financial Officer and in their absences, the President of the Company (collectively, the “Designated Officers”) shall be responsible for ensuring that the Company complies with this Policy and that Corporate Actors are familiar with its contents. The persons who qualify as “Designated Officers” for the purpose of this Policy may change from time to time Unless specifically indicated otherwise, the functions of the Designated Officers may be effected by any one of the Designated Officers and where a person is required hereunder to report to the Designated Officers, he or she may report to any one of the Designated Officers.

#### **2.3 Board Oversight**

Subject to the Audit Committee’s responsibility in relation to financial disclosure as set out in the Audit Committee Charter, the Corporate Governance and Nominating Committee shall have general oversight over the adherence by the Company to the terms of this Policy and the adequacy of this Policy in light of changes to the Company’s circumstances and regulatory environment.

The Corporate Governance and Nominating Committee shall periodically review this Policy and make any necessary changes.

## **2.4 Education**

New directors, officers, and employees will be provided with a copy of this Policy and advised of its importance. Any changes to this Policy will be communicated as required. Non-compliance with this Policy is a serious breach of the terms and conditions of engagement and will be dealt with accordingly.

## **3. REVIEW OF DISCLOSURE**

### **3.1 Basic Rule**

Every written public disclosure relating to or concerning the Company provided to third parties (including the general public) by a Corporate Actor shall be reviewed and approved by the Designated Officers.

Where a press release discloses property related matters, or technical information, the Company's Qualified Person under NI 43-101 shall assist in compiling, review and approve all material scientific and technical information contained in such press releases.

All press releases shall be circulated to the Company's board of directors ("Board") immediately before their issuance for informational purposes.

### **3.2 Disagreements and Ambiguities**

In the event there is a disagreement among the Designated Officers or other designated reviewers reviewing written disclosure, or if there is any uncertainty on the part of any such persons as to whether information should be disclosed or when a material change has occurred, such question shall be referred to the Company's regular corporate counsel.

### **3.3 Financial Matters**

Notwithstanding Section 3.2, if a disagreement or ambiguity relates to the financial reporting obligations of the Company, the issue shall be raised with the Audit Committee (which, if it wishes, may seek the assistance of legal counsel or the Company's auditors).

## **4. DISCLOSURE OF MATERIAL INFORMATION**

### **4.1 What is Disclosed?**

The Company shall, subject only to the provisions relating to confidentiality described in Section 5, disclose all Material Information in accordance with applicable securities laws (including but not limited to National Policy 51-201 Disclosure Standards). "Material Information" is any information relating to the business, operations or capital of the Company that would reasonably be expected to have a significant effect on either the market price, or the value of any of the securities of the Company, and includes "Material Facts" and "Material Changes" as defined in National Instrument 51-102 Continuous Disclosure Obligations. In addition, the Company shall, subject only to the provisions relating to confidentiality described in Section 5, disclose the information prescribed by the policies of the TSX Venture Exchange (or such other exchange upon

which the Company's shares may trade) (the "Exchange"). The Designated Officers, in consultation with the Board and others, as appropriate, shall determine what is deemed to be Material Information or otherwise disclosable pursuant to the rules of the Exchange and the appropriate public disclosure.

#### **4.2 When is Material Information Disclosed?**

Subject to confidential Material Information, which shall be disclosed in accordance with Section 5, Material Information shall be disclosed in accordance with the provisions of this Section 4.

For Material Facts or Material Changes which require Board action to be effective, the change or fact shall be deemed to occur: (i) when a decision to implement the change or fact is made by the Board; or (ii) the decision is made by senior management of the Company in the belief that confirmation of the decision by the Board is probable.

Disagreements or uncertainty as to whether a change of Material Information has occurred shall be resolved in accordance with Section 3.2.

#### **4.3 Principles of Disclosure**

The following principles shall be observed by the Company in disseminating changes in Material Information:

- (a) Changes in Material Information shall be disclosed by way of a press release disseminated through a newswire service that satisfies the applicable requirements of the Exchange's rules. Any such press release shall be filed on the System for Electronic Document Analysis and Retrieval + ("SEDAR+").
- (b) All press releases shall comply with the rules of the Exchange (TSXV Policy 3.3), and the Investment Industry Regulatory Organization of Canada ("IIROC").
- (c) If Material Information is to be announced at an analyst or a shareholders meeting or a press conference, conference call or webcast, its announcement must be coordinated with a general public announcement by news release.
- (d) Any analyst conference calls and industry conferences are to be held in an open manner, allowing any interested party to listen either by telephone and/or through a webcast.
- (e) If it appears that there will be significant delays in issuing a press release, whether occasioned by the Company or a third party, the issue of the delay shall be raised with the Company's corporate counsel and, if necessary, IIROC to determine whether trading in the Company's securities should be halted pending release of the Material Information.
- (f) A news release containing Material Information shall be sent to IIROC for its review prior to dissemination of the news release, if determined necessary by the Designated Officers or if such information is being disseminated during trading hours.
- (g) The Company will not, except in exceptional circumstances, delay a news release containing changes in Material Information because of a need for third party approval. In those exceptional circumstances, the Company shall follow the procedure for

disseminating confidential information described in Section 5.

- (h) News releases describing Material Information shall be posted on the Company's website following their dissemination by newswire and filing on SEDAR+.
- (i) Disclosure of Material Information should not contain a misrepresentation.
- (j) The Company shall disclose unfavourable Material Information as promptly and completely as it discloses favourable Material Information.
- (k) Material Information that has been disclosed must be updated if earlier disclosure has become misleading due to subsequent events.
- (l) Previously undisclosed Material Information must not be disclosed to selected third parties. Disclosure must first (or concurrently) be made to the general public.
- (m) The Company shall generally not comment, affirmatively or negatively, on rumours unless required by Market Regulation Services, or the Exchange or such other securities regulatory authority requires the Company to make a statement in response to a market rumour.
- (n) In addition to issuing a news release as set out herein, changes to Material Information shall be reflected in a material change report and filed on SEDAR+ within the time frame required under applicable securities laws. Material contracts outside of the Company's ordinary course of business shall be filed on SEDAR+ as required under applicable securities laws.

## **5. DISCLOSURE OF CONFIDENTIAL MATERIAL INFORMATION**

### **5.1 General**

Corporate Actors privy to confidential Material Information are prohibited from communicating such information to anyone else other than in the necessary course of business. Efforts will be made to limit access to such confidential Material Information to only those who need to know the information, and such persons will be advised that the information is to be kept confidential.

### **5.2 Delays**

Securities legislation permits the Company to delay disclosure of a change of Material Information and to keep it confidential temporarily, when immediate release of the information would be unduly detrimental to the Company's interests. This can arise, for example, when immediate disclosure might interfere with the Company's pursuit of a specific objective or strategy, with ongoing negotiations, or with its ability to complete a transaction.

### **5.3 Determining When to Keep Changes Confidential**

The test provided by Canadian securities regulators is that changes to Material Information may be kept confidential when harm to the Company's business from disclosing outweighs the general benefit to the market of immediate disclosure. A factor in this test is whether there is reasonable

likelihood of market participants, not subject to obligations of confidentiality, becoming aware of the change in Material Information before it is disseminated in accordance with Section 4.

Any question as to whether it is appropriate for a change in Material Information to be kept confidential shall be resolved as set out in Section 3.2.

#### **5.4 Procedure**

If the Designated Officers of the Company determine in accordance with this Policy that it is appropriate for a change or pending change in Material Information to be kept confidential, the Company shall file a confidential material change report with the appropriate securities commissions, IIROC and the Exchange, if and as required under applicable securities laws and the Exchange rules. The confidential filing with the securities commissions, and the Company's evaluation of the need for confidentiality, must be renewed every ten (10) days, if the Company wants the change in Material Information to remain confidential as required under applicable securities laws

#### **5.5 Leaks**

One of the Designated Officers or a person nominated by them shall, during the period the Company has confidential Material Information, carefully monitor market activity in the Company's securities. If the confidential Material Information, or rumours about it, have leaked or appear to be impacting the Company's share price, the Company will review the situation and may be required to immediately disclose the confidential Material Information in accordance with Section 4.

#### **5.6 Safeguards**

In order to prevent the misuse or inadvertent disclosure of material information, employees are encouraged to take steps, as deemed practical, to safeguard any confidential information. Such steps may include:

- (a) Keeping confidential documents and files in a safe place.
- (b) Not discussing confidential information in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes or taxis.
- (c) Taking safeguards if reading confidential documents in public places.
- (d) Maintaining the confidentiality of information outside of the office.
- (e) Avoiding unnecessary copying of confidential documents.
- (f) Promptly removing documents containing confidential information from conference rooms and work areas after meetings have concluded.
- (g) Shredding or destroying extra copies of confidential documents.
- (h) Restricting access to confidential electronic data, via the use of passwords and, where warranted, additional file encryption.

- (i) Where possible, avoiding the distribution of worksheets, presentations, etc. via electronic transmission, as these are somewhat more easily forwarded to large numbers of people.
- (j) Where possible, Corporate should avoid using email to transmit confidential information.

## **6. FORWARD-LOOKING INFORMATION**

### **6.1 General Policy**

It is the Company's policy not to provide earnings guidance to the public or to persons, such as analysts, whose work is to make the results of such guidance available to the public.

When reviewing analysts' reports, comments of directors, officers, and employees must be limited to identifying information that has been generally disclosed to the public. Any comments must contain a disclaimer that the report was reviewed for factual accuracy only. No comfort or guidance shall be expressed on the analysts' earnings models or earnings estimates and no attempt shall be made to influence an analyst's opinion or conclusion.

Directors, officers, and employees must not forward analysts' reports or media stories about the Company on to others, as this may be regarded as verifying or validating the information contained in the reports, endorsing a report or may result in selective disclosure or publication of a misrepresentation (in addition, copying and dissemination of analysts' reports and media stories may violate copyright laws or the proprietary rights of the authors of the reports or stories).

Directors, officers, and employees must not recommend analyst reports on the Company to any person. No analyst reports or model will be published by the Company.

### **6.2 Forward-Looking Information Generally**

Forward-looking information (financial or otherwise) may be provided to market participants if it is general and does not touch upon material, bottom-line financial results and:

- (a) the information is clearly identified as forward-looking;
- (b) the Company identifies all material factors or assumptions used to develop the forward-looking information;
- (c) the forward-looking information is accompanied by a statement that cautions the users of the forward-looking information that results may vary from the forward-looking information and identifies, in very specific terms, the material factors that may cause the actual results to differ materially from those projected in the information; and
- (d) the forward-looking information, if financial in nature, either refers to performance in the next quarter, or has been approved for dissemination by the Audit Committee.

## **7. SELECTIVE DISCLOSURE AND TIPPING**

### **7.1 What is Selective Disclosure or Tipping?**

Securities legislation prohibits Corporate Actors from providing undisclosed Material Information to third parties, other than in the necessary course of business. The prohibition applies whether the Company or the person providing selective disclosure gains a benefit from the disclosure or not.

Disclosure in the “necessary course of business” may include:

- (a) disclosure to vendors, suppliers, or strategic partners on issues such as research and development, sales and marketing, and supply contracts;
- (b) disclosure to employees, officers and board members;
- (c) disclosure to lenders, legal counsel, auditors, underwriters, and financial and other professional advisors to the Company;
- (d) disclosure to parties to significant negotiations;
- (e) disclosure to industry associations;
- (f) disclosure to government agencies and non-governmental regulators;
- (g) disclosure to credit rating agencies (provided that the information is disclosed for the purpose of assisting the agency to formulate a credit rating and the agency’s ratings generally are, or will be, publicly available);
- (h) disclosures in connection with a private placement; and
- (i) communications with controlling shareholders, in certain circumstances.

### **7.2 General Prohibition**

No Corporate Actor shall engage in selective disclosure. Any question of whether anticipated disclosure is in the necessary course of business shall be determined by the Designated Officers.

### **7.3 Inadvertent Selective Disclosure**

In the event a Corporate Actor inadvertently discloses Material Information to a market participant that has not been generally disseminated, the Corporate Actor shall immediately report the selective disclosure to the Designated Officers and the Company shall immediately disclose the Material Information in question in accordance with Section 4 or Section 5. Pending the Material Information being generally disclosed, the Company shall contact the parties to whom the Material Information was disclosed and inform them (i) that the information is undisclosed Material Information; and (ii) of their legal obligations with respect to the Material Information.

### **7.4 Equality of Treatment**

It is understood that in individual or small-group communications, certain non-Material

Information may be provided that has not been generally disclosed to the public. Such information, usually supplied in response to the questions of analysts or other investors, must be provided to any person who makes similar inquiries of the Company. Market participants shall be treated equally by Corporate Actors with respect to non-Material Information.

## **8. PROHIBITION ON CERTAIN USES OF THE INTERNET**

All Corporate Actors are prohibited from disclosing corporate information, whether it is material or not, in internet chat rooms, newsgroups, blogs or the website of any third party. Corporate Actors should advise the Designated Officers if they are aware of any discussion of information of the Company in a chat room, newsgroup, blog, third party website or bulletin board.

## **9. MAINTAINING CONFIDENTIAL INFORMATION**

### **9.1 Corporate Information**

Corporate Actors are reminded that they have common law and/or contractual duties prohibiting them from releasing any information not generally known concerning the Company or its affairs, other than as is necessary to discharge their responsibilities to the Company. This Policy relies upon Corporate Actors adhering to their duties in this regard.

### **9.2 Third Party Information**

The Company is generally under contractual and common law duties with respect to confidential information it receives from various third parties such as its customers, suppliers, or business partners. This third-party information shall be kept confidential by Corporate Actors. In particular, Corporate Actors should take the same measures with respect to the confidential information of third parties as they take with respect to confidential information of the Company.

## **10. PUBLIC COMMUNICATIONS**

### **10.1 What are Public Communications?**

For the purpose of this section, “Public Communications” include all press releases, material change reports, financial statements, annual information forms, information circulars, other legislative or regulatory disclosure documents, conference calls, shareholder meetings, analyst meetings, telephone calls to or from shareholders or other market participants, emails to or from shareholders or other market participants, as well as any other means by which the Company provides information to participants or potential participants in the market for the Company’s securities.

### **10.2 Who is Authorized to Make Public Communications?**

The Company designates a limited number of spokespersons responsible for communication with the investment community. Only the CEO and the CFO and in their absence the President will be the Designated Officers by the Company who may communicate on behalf of the Company with the investment community. Individuals holding these offices may, from time to time, designate



others within the Company to speak on behalf of the Company as backups or to respond to specific inquiries. Any speaking engagement by an employee, officer or director of the Company that falls under the definition of Public Communications must have prior approval from the Designated Officers. They may delegate this responsibility in certain circumstances to other employees, directors or agents, but the Designated Officers are responsible for reviewing the form and substance of the proposed Public Communication.

Employees who are not authorized spokespersons must not respond under any circumstances to inquiries from the investment community. All such inquiries will be referred to an authorized spokesperson. The Designated Officers may not delegate responsibility for reviewing and approving formal disclosure documents required by Canadian securities legislation or policies, other than press releases which will be handled as set out in subsection 3.1.

### **10.3 Communication with Analysts**

Only the Designated Officers or a person designated in writing by one of them may communicate with analysts. The Company's policy with respect to interactions with analysts are as follows:

- (a) selective disclosure must be avoided pursuant to Section 7;
- (b) no information may be provided to analysts that will not be provided to any person who makes similar inquiry pursuant to Section 7.4;
- (c) Corporate Actors shall not become involved in approving or influencing analyst opinions or conclusions, aside from merely correcting factual errors, provided that such corrections are based on non-Material Information or Material Information that has been publicly disseminated; and
- (d) no Corporate Actor shall distribute analyst reports to persons outside the Company or publicly endorse such a report.
- (e) Quiet Periods. During a blackout period the Company shall not engage in discussions with analysts, investors or other market participants, except (i) where, in the course of such discussions, no information is imparted by the Company that has not been in the public domain for at least 24 hours; (ii) where each party to such discussions (other than the Company) is acting in its capacity as a professional advisor; and (iii) in exceptional circumstances.

## **11. ELECTRONIC COMMUNICATIONS**

The policies contained herein also apply to electronic communications. Electronic communications include electronic mail, websites, the internet and SEDAR+.

## **12. WEBSITE**

### **12.1 General Rule**

The Company's website should not contain any disclosure that would, whether through website

architecture, overt statement or omission, materially misrepresent the Company, its business prospects or financial status. Disclosure of Material Information on the website does not constitute general public disclosure and is not adequate disclosure of Material Information.

The Designated Officers must ensure that Material Information is disseminated to all required securities regulators and generally disclosed to the public in accordance with securities laws before any disclosure is made on the website.

All publicly filed documents, including news releases, should be included on the website as soon as practicable after such material has been accepted for filing or posted on SEDAR+. The website should have a notice advising the reader that the information that is posted is accurate at the time of posting but that the Company specifically disclaims any intention or responsibility to update this information and it may be superseded by subsequent disclosures. All disclosure posted to the website should show the date such material was issued or the date it is subsequently amended.

## **12.2 Regular Review**

The Designated Officers or an employee delegated by the Designated Officers shall review the Company's website periodically to ensure that disclosure on the website is accurate, complete and up to date.

## **12.3 Links to Third Party Sites**

Unless approved by the Designated Officers, the Company's website may not link to a third party website. In the event such a link is permitted, it should include a notice that advises the reader that they are leaving the website and that the Company is not responsible for the contents of the other site.

## **12.4 Analyst Reports**

The Company may provide on its website a list of all (and only all) of the investment firms that provide coverage of the Company, along with relevant contact information. The Company may not, however, provide links to those firms or the analyst reports themselves.

## **12.5 Investor Relations Material**

Investor relations material shall be contained within a separate section of the Company's website and will include a notice that advises the reader that the information posted was accurate at the time of posting but may be superseded by subsequent disclosures. All data posted to the website, including text and audiovisual material, shall show the date such material was issued or the date it was subsequently amended.

## **13. EFFECTIVE DATE**

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

**SCHEDULE A**

**Certification – Disclosure Policy of Li-FT Power Ltd.**

**Certification**

The undersigned hereby certifies that they have read, understood, and agree to comply with the Disclosure 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)