

Code of Business Conduct and Ethics

January 2025

I. Objective and Scope

This code of business conduct ethics (“**Code**”) applies to all Company personnel at Lithium Argentina AG (“**Lithium Argentina**” or the “**Company**”), including executive management, employees, interns, consultants and board of directors (“**Board**”) regardless of their position at the Company, at all times and everywhere we do business. The term “Company” shall include Lithium Argentina’s subsidiaries unless the context dictates otherwise.

1. General

This Code reflects our commitment to a culture of honesty, integrity and accountability and outlines the basic principles and policies which everyone at the Company is expected to comply with.

We require the highest standards of professional and ethical conduct from our employees, officers and directors and consultants who work regularly with the Company (hereinafter referred to as “consultants”). Our reputation for honesty and integrity is important for the success of our business. No one at the Company will be permitted to achieve results through violations of laws or regulations, or through unscrupulous dealings.

We aim for our business practices to be compatible with, and sensitive to, the economic and social priorities of each location in which we operate. Although customs vary in different jurisdictions and standards of ethics may vary in different business environments, honesty and integrity must always characterize our business activity.

In addition to following this Code, you are expected to seek guidance in any case where there is a question about compliance with both the letter and spirit of our policies and any applicable laws. This Code is not a complete code of conduct, rather it sets forth general principles and does not supersede the specific policies and procedures that are in effect from time to time.

2. Application to Minera Exar S.A.

This Code has also been adopted by Minera Exar S.A. (“**Minera Exar**”) as a policy of Minera Exar applicable to all of its employees, directors, officers, and consultants. Minera Exar embraces the principles this Code and will enforce it as part of its policies and procedures. Lithium Argentina shall have no responsibility or liability to enforce this Code insofar as it applies to Minera Exar. Unless otherwise specified, references to the “Company”, “we”, “our”, or “us” in the definitions below and in other sections of this Code shall refer to Minera Exar and its subsidiaries in so far as it relates to the application of this Code to Minera Exar and/or its subsidiaries, their business and operations and their employees, directors, officers and consultants. Minera Exar may adopt additional policies and procedures for the implementation and administration of this Code.

II. Guiding Principles

We expect our Company personnel as described above to:

- A. Comply with applicable laws, rules, and regulations.
- B. Act honestly and ethically.
- C. Use their best judgement.
- D. Understand the legal requirements and other standards applicable to their work, and seek advice from Management, internal counsel, or externally if you are uncertain on how to proceed.
- E. Act with integrity and treat people with respect.
- F. Promote diversity and inclusion within all workplaces, and do not engage in bullying, harassment, or discrimination of any kind.
- G. Avoid conflicts of interest and do not use Company opportunities for personal gain.
- H. Keep information confidential.
- I. Comply with environmental, social, health, and safety requirements.
- J. Protect Company assets and use them efficiently.
- K. Report unethical or illegal behavior, and concerns about our business or financial disclosure.
- L. Individuals who fail to comply with this Code and applicable laws will be subject to disciplinary measures, up to and including discharge from the Company.

III. Definitions

“Board” means the Board of Directors of the Company.

“Director” means a member of the Board.

“Employees” means any individual hired directly by the Company or one of its subsidiaries.

“Executive Management” means the Executive Chairman, the Chief Executive Officer (**“CEO”**), Chief Financial Officer (**“CFO”**) and the Executive Vice President, Corporate Development.

“Officer” means an individual appointed by the Board or CEO as an officer in accordance with the Company’s Articles of Association.

“Workforce” means all employees of the Company and its subsidiaries, and consultants and anyone working at a Company project, operation, or office.

IV. Specifics of the Code

1. Compliance with Laws, Rules and Regulations

We have a responsibility to monitor all legal boundaries and to comply with all applicable laws and regulations in all of our activities worldwide. Compliance with both the letter and spirit of all laws, rules, and regulations applicable to our business is important for our Company’s reputation and continued success. We must respect and obey the laws of the cities, states, and countries in which we operate and avoid even the appearance of impropriety.

2. Diversity, equity and inclusion

We recognize the benefits of having a diverse and inclusive workforce. This provides the Company with a multitude of perspectives, skillsets, talents, and knowledge to draw from. As a result, we give due consideration

to diversity in all aspects of engaging employees, officers, directors, and consultants and are committed to providing equal opportunity in all aspects of employment. We will treat all employees, officers, directors, and consultants with equality and respect during their time with the Company, without regard to their religion, race, skin color, gender identity or expression, sexual orientation, family or marital status, political beliefs, ethnicity, nationality, physical or mental ability, age, or any other protected grounds (collectively, “Protected Grounds”), in all employment matters including selection, recruitment, hiring, promotion, compensation, termination, training and development, subject to bona fide occupational requirements.

3. Respectful Workplace – Discrimination, Bullying and Harassment are Prohibited

We strive to provide a respectful workplace. Every employee, officer, director, and consultant must comply with the Company’s Respectful Workplace Policy, which requires that everyone treat all other employees, officers, directors, and consultants of the Company in a fair and non-discriminatory manner in all Company-related dealings. You must not subject another officer, director, employee, or consultant to:

- A. Discrimination based on any Protected Grounds.
- B. Harassment or bullying of any kind, including conduct or comments (implicit or explicit) that are inappropriate or could cause humiliation or intimidation, including verbal abuse, insults, derogatory names, aggressive gesturing, spreading malicious rumors, threats, intimidation, and violence.
- C. Sexual harassment, including requests for sexual favors, unwelcome physical contact, unwelcome sexual advances, remarks, questions, jokes, innuendos or threats of a sexual nature, leering, staring, making sexual gestures, and offensive graffiti, drawings and sayings.

If you have experienced or witnessed an incident involving what you believe to be discrimination based on any Protected Grounds, harassment, bullying or sexual harassment, we ask that you report it as soon as possible. Reporting can be done through the whistleblower line as per the Company’s Whistleblower Policy, or to your immediate supervisor, the Vice President (“VP”) of Human Resources, Executive Vice President, Legal, Government and External Affairs, or the Chief Financial Officer (“CFO”) of the Company in the case of Lithium Argentina, or the applicable equivalent at Minera Exar (unless any of them were involved in the incident, then please report it only to those persons previously listed who were not involved). Any report of alleged discrimination, harassment, sexual harassment, or bullying will be fully investigated and documented, and the Company will take appropriate action. The Company will use its best efforts to keep the identity of those involved confidential without the permission of those who were the target of or who witnessed the incident, and only then if the Company determines there is a bona fide business or other purpose for doing so.

4. Health, Safety and Well-Being

We are all responsible for maintaining a safe workplace by following the health and safety rules, policies, and practices. This extends not only to physical health, but also to mental health and well-being. The Company is committed to providing a safe and healthy workplace and working environment for its employees, officers, directors, and consultants. This includes keeping its workplaces free from hazards. Please report any accidents, injuries, unsafe equipment, practices, or conditions immediately to a supervisor or other designated person. In order to protect the health and safety of all employees, officers, and consultants; employees, officers, and consultants must report to work free from the influence of alcohol, illegal drugs, cannabis, or any other substance that could prevent you from conducting work activities safely and effectively. All employees, officers, directors, and consultants within Company property or while carrying out duties on the Company’s behalf, are prohibited from possessing or using weapons or firearms unless authorized by Executive Management and required to do so pursuant to your job description and responsibilities and only in accordance with the Human Rights Policy. Firearms shall be handled in accordance with the best safety and storage practices and only by qualified individuals and in accordance with applicable law.

5. Environment and Corporate Social Responsibility

The Company aims to minimize the environmental impacts of its operations to the extent possible. The Company's policy is to comply with all applicable environmental laws and regulations within all jurisdictions in which it operates. If any employee, officer, director, or consultant has any doubt as to the applicability or meaning of a particular environmental, health or safety regulation, the individual should immediately discuss the matter with their supervisor or with a member of Executive Management.

Respectfully engaging with local communities and local Indigenous groups in the areas surrounding our projects is important to the Company. We strive to proactively work with local communities and local Indigenous groups to build and maintain collaborative relationships throughout the lifecycle of the Company's projects.

6. Confidentiality

Directors, officers, employees, and consultants of the Company must preserve and protect the confidentiality of information entrusted to them by the Company or that otherwise comes into their possession over the course of their employment, except when disclosure is expressly authorized or legally mandated.

The obligation to preserve the Company's confidential information continues even after you leave the Company. The Company's Disclosure Policy sets forth certain specific obligations in respect of confidentiality.

Confidential information includes all non-public information that may be of use to competitors, or harmful to the Company or its customers, if disclosed. It also includes information that suppliers and customers have entrusted to us.

Nothing contained in this Code shall limit the ability of directors, officers, employees, and consultants of the Company to file a charge or complaint with a relevant governmental agency and communicate with such agency or otherwise participate in any investigation or proceedings that may be conducted by any such agency, including providing documents or other information in connection therewith, without notice to the Company.

7. Conflicts of Interest

Directors, officers, employees, and consultants must avoid situations where their personal interests or relationships could conflict with or appear to be in conflict with the interests of the Company and its stakeholders, or where their personal interests have an effect on their ability to act in the best interests of the Company. This is commonly known as a "conflict of interest".

A conflict of interest could arise where:

- A. An individual takes action for their direct or indirect benefit or the direct or indirect benefit of a third party that is inconsistent with the interests of the Company.
- B. An individual, or a member of their family or any other personal relationship, receives improper personal benefits or preferential treatment as a result of the individual's position in the Company.

Activities that could give rise to conflicts of interest are prohibited unless specifically approved in advance by the Board. Where a conflict involves a Board member (i.e., where a Board member has an interest in a material contract or material transaction involving the Company), the Board member involved will be required to disclose their interest to the Board and refrain from voting on or consenting to Board resolutions considering such contract or transaction in accordance with applicable law.

It is not always easy to determine whether a conflict of interest exists, so any potential conflicts of interest should be reported immediately to a member of Executive Management who is independent of the potential conflict and who will assess the issue with the advice of legal counsel. For unresolved potential conflicts involving any

employee, officer, director, or consultant, the issue should be referred to the Board (with assistance from legal counsel as necessary).

Working Relationships

Employees, officers, directors, and consultants of the Company and individuals who are direct relatives or who permanently reside together may not be employed on a permanent or contract basis, or hold office if:

- A. A reporting relationship exists whereby an employee, officer, or director has influence, input or decision-making power over the relative or cohabitant's performance evaluation, salary, conditions of work or similar matters; and
- B. The working relationship provides the individuals with an opportunity for collusion that could have a detrimental effect on the Company's interests.

This restriction may be waived if, in the case of Lithium Argentina, the Governance, Nomination, Compensation and Leadership Committee of the Board ("GNCL Committee"), or any successor or equivalent committee thereto (and the applicable equivalent at Minera Exar), is satisfied that sufficient safeguards are in place to ensure that the interests of the Company are not compromised.

8. Corporate Opportunities

Directors, officers, employees, and consultants owe a duty to the Company to advance the Company's legitimate interests when the opportunity to do so arises and are prohibited from taking, for themselves personally, opportunities that arise through the use of corporate property, information, or position and from using corporate property, information, or position for personal gain, except where the Board, after receiving the necessary information concerning such opportunity and receiving the advice of legal counsel, has elected not to avail itself of the opportunity in compliance with applicable corporate law. Any director interested in a corporate opportunity under consideration by the Board shall refrain from voting on or consenting to Board resolutions considering such opportunity.

If an employee, officer, director, or consultant has any doubt as to the whether any activity they are contemplating violates this requirement, they must refer the issue to a member of the Executive Management team who is independent of the potential conflict and who will assess the issue with the advice of legal counsel.

9. Protection and Proper Use of Company Assets

We should all endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incidents of fraud or theft should be immediately reported to an individual's supervisor or to a member of Executive Management for investigation. Company assets, includes but is not limited to funds, products, computers, and equipment, may only be used for legitimate business purposes or other purposes approved by the Management. Company assets must never be used for illegal purposes.

The obligation to protect Company assets includes proprietary information. Proprietary information includes any information that is not generally known to the public or would be helpful to our competitors. Examples of proprietary information includes, but is not limited to, intellectual property, business and marketing plans, engineering and technical processes, and employee information. The obligation to preserve proprietary information continues even after you leave the Company.

10. Anti-trust and Free Competition

We are committed to doing business fairly everywhere we operate. Anti-competitive behavior, anti-trust, and monopoly practices can affect consumer choice, pricing, and other factors that are essential to efficient markets.

Anti-competitive behavior refers to actions of an organization or its employees that can result in collusion with potential competitors, with the purpose of limiting the effects of market competition. This can include fixing prices or coordinating bids, creating market or output restrictions, imposing geographic quotas, and allocating customers, suppliers, geographic areas, or product lines.

Anti-trust and monopoly practices are actions of an organization that can result in collusion to erect barriers for entry to the sector, or to otherwise prevent competition. This can include unfair business practices, abuse of market position, cartels, anti-competitive mergers, and price-fixing. Anti-trust laws seek to establish a competitive marketplace and protect consumers from abusive practices. Many countries have antitrust laws prohibiting companies from gaining an unfair advantage in the market. The following practices are banned under the antitrust laws:

- A. Cartels.
- B. Anti-competitive agreements with competitors.
- C. Anti-competitive dealings with customers or suppliers.
- D. Monopolization
- E. Anti-competitive corporate transactions.

Violations can have serious consequences for an individual or the Company. If you witness conduct that violates fair competition laws, remove yourself from the situation and a member of Executive Management immediately.

Directors, officers, employees and consultants, are expected to understand and respect applicable anti-trust laws.

11. Fair Dealing, and Dealings with Suppliers and Contractors

We should all endeavor to deal fairly with the Company's customers, suppliers, competitors, and all the other employees, officers, directors, and consultants of the Company. No one at the Company should take unfair advantage of anyone through illegal conduct, concealment, manipulation, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing or practice.

Suppliers of goods and services who are seeking to do business with the Company, or continue to do business with the Company, should understand that all purchases will be made based exclusively on competitive considerations, such as price, quality, service, suitability to the Company's needs, along with ethical standards concerning labor, health and safety, environment, and sustainability. Supplier selection should never be based on the personal interests of any employee, officer, director, or consultant of the Company or of any employee's, officer's, director's, or consultant's family or friends.

12. Insider Trading

Insider trading is unethical and illegal. We are not allowed to trade in securities of any company while in possession of material non-public information regarding that company. This includes Lithium Argentina, the Company or any other third-party company. It is also illegal to "tip" or pass on inside information to any other person who might make an investment decision based on that information or pass the information on further. The Company's Securities Trading Policy sets out obligations with respect to trading in securities issued by the Company.

13. Financial and Business Disclosure and Accuracy of Company Records and Reporting

Honest and accurate recording and reporting of information is critical to our ability to make responsible business decisions and to meet reporting obligations of our stakeholders. This includes both the Company's financial reporting and ongoing disclosure requirements under applicable securities and stock exchange requirements. The Company's accounting and other records are relied upon to produce reports for the Company's Executive Management, shareholders, creditors, governmental agencies, and others. Full, fair, accurate, timely and understandable disclosure in the reports and other documents that we file with, or submit to, securities regulators and stock exchanges and in our other public communications is critical for us to maintain our good reputation, to comply with our obligations under securities laws and to meet the expectations of our shareholders and other members of the investment community. In preparing such reports, documents and other public communications, the following guidelines should be adhered to:

- A. All accounting records, and the reports produced from such records, must be in accordance with all applicable laws.
- B. All accounting records must fairly and accurately reflect transactions or occurrences to which they relate.
- C. All accounting records must fairly and accurately reflect in reasonable detail the Company's assets, liabilities, revenues, and expenses.
- D. No accounting records should contain any false or intentionally misleading entries.
- E. No transactions should be intentionally misclassified as to accounts, departments, or accounting periods.
- F. All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.
- G. No information should be concealed from internal auditors or independent auditors.
- H. Compliance with the Company's system of internal controls is required at all times.

If any employee, officer, director, or consultant of the Company has concerns or complaints regarding accounting or auditing issues, they are encouraged to submit those concerns, in the case of Lithium Argentina, to a member of the Audit and Risk Committee of the Board (and the applicable equivalent at Minera Exar) or to report it through our whistleblower reporting hotline. See Whistleblower Policy for information on how to report using this process.

Business records and communications often become public through legal or regulatory investigations or the media. We should avoid exaggeration, derogatory remarks, legal conclusions or inappropriate characterizations of people and companies. This applies to communications of all kinds, including email and informal notes or interoffice memos.

Records should be retained and destroyed in accordance with any records retention policy of the Company in effect from time to time.

14. Use of Company Systems, Email and Internet Services

Company systems, email, messaging apps, and internet services are provided for Company business purposes and should be used in accordance with the Company's Information Technology and Cybersecurity Policy. Incidental and occasional personal use is permitted, but never for personal gain or any improper purpose.

Your messages (including voicemail) and computer information are considered the property of the Company. You should not have any expectation of privacy when using Company devices or systems. Unless prohibited by law, the Company reserves the right to access and disclose information on any Company device or system as necessary for business purposes.

You should not access, retain, send, or download any information that could be unethical, illegal, insulting, or offensive to another person, including but not limited to sexually explicit messages, ethnic or racial slurs, or messages that could be viewed as harassment.

You should not share usernames and passwords or other authentication information with anyone, including co-workers, except as authorized or for business continuity purposes. Do not leave login information where others could easily find or access it.

Violation of these policies may result in disciplinary actions up to and including discharge from the Company.

15. Social Media

Employees, officers, directors and consultants should exercise judgement and care when posting on social media sites, as the lines between professional and personal content and between public and private content are often blurred. Employees, officers, directors, and consultants should follow the same behavioral standards online that they would while engaging in other professional interactions. Ultimately each person is solely responsible for what they post online. Before creating online content, use common sense and consider the risks and rewards of what you are posting or responding to.

Employees, officers, directors, and consultants must not use social media to harass, bully, or intimidate other employees, officers, directors, or consultants, or third parties. The Company's policies prohibiting harassment, bullying, and other inappropriate content also apply to an employee's, officer's, director's, or consultant's online activities.

Employees, officers, directors, and consultants should also not respond to any person posting negative reviews or comments about the Company online. Please let your immediate supervisor know if you become aware of any negative content about the Company or any of its subsidiaries or joint venture operations. Your supervisor will alert Executive Management at the Company who will determine how to respond to the negative feedback.

16. Gifts and Entertainment

Business gifts and entertainment are customary courtesies designed to build goodwill among business partners. These courtesies can include, but are not limited to, such things as meals and beverages, tickets to sporting or cultural events, discounts not available to the general public, travel, accommodation, and other merchandise or services. In some cultures, they play an important role in business relationships. However, a problem may arise when such courtesies compromise, or appear to compromise, our ability to make objective and fair business decisions. The same rules apply to employees, officers, directors, and consultants offering gifts and entertainment to our business associates.

Offering or receiving any gift, gratuity, or entertainment that influences, or might be perceived to unfairly influence a business relationship, should be avoided.

The value of any gifts you accept should be nominal, both with respect to frequency and amount. Gifts that are repetitive (no matter how small) may be perceived as a bribe or an attempt to create an obligation to the giver and are therefore inappropriate. Likewise, business entertainment should be moderately scaled and intended only to facilitate business goals. If you are having difficulty determining whether a specific gift or entertainment item lies within the bounds of acceptable business practice, consult your supervisor or a member of the Executive Management team and ask yourself whether or not the gift or item is legal, business related, moderate and reasonable, whether or not public disclosure that such a gift was made would embarrass the Company, and whether or not there is any pressure to reciprocate or grant special favors.

17. Payments to Domestic and Foreign Officials and Money Laundering

Directors, Officers, and the Workforce must comply with all applicable laws prohibiting improper payments to domestic and foreign officials, including the *Swiss Criminal Code*, *Corruption of Foreign Public Officials Act*

(Canada) (the “Act”) and the *Foreign Corrupt Practices Act* of 1977 (United States) (collectively, the “Acts”), and similar legislation, rules or requirements in other jurisdictions where the Company does business.

The Acts make it illegal for any person, in order to obtain or retain an advantage in the course of business, directly or indirectly, to offer or agree to give or offer a loan, reward, advantage or benefit of any kind to a public official to secure any contract, concession, or other improper advantages for the Company. Public officials include persons holding a legislative, administrative, or judicial position of a foreign state, persons who perform public duties or functions for a foreign state (such as persons employed by board, commissions, or government corporations), officials and agents of international organizations, political parties, and candidates for office.

Although “facilitated payments” or certain other transactions may be exempted or not illegal under applicable law, the Company’s policy is to avoid them. If any employee, officer, director or consultant has any questions about the application of this policy to a particular situation, please report, in the case of Lithium Argentina, to the Chair of the Board, the Executive Vice President, Legal, Government and External Affairs or such other senior officer as may be designated by the Company from time to time (and the applicable equivalent at Minera Exar) who, with the advice of counsel as necessary, will determine acceptability from both a legal and a corporate policy point of view, and any appropriate accounting treatment and disclosures which are applicable to the particular situation.

The Company prohibits money laundering of any form in connection with its business. Money laundering is the concealment of an illegal source of income, or the disguise of illegal income to make it appear legitimate.

A violation of either of the Acts is a criminal offence, subjecting the Company to substantial fines and penalties and any officer, director, employee or consultant acting on behalf of the Company to imprisonment and fines. Violation of this policy may result in disciplinary actions up to and including discharge from the Company.

18. Reporting Illegal or Unethical behavior

We have a strong commitment to conduct our business in a lawful and ethical manner. Directors, Officers and the Workforce are encouraged to report violations of laws, rules, regulations or this Code to their supervisor or member of Executive Management, or per the Whistleblower Policy. We prohibit retaliatory action against any person who, in good faith, reports a possible violation; however, it is unacceptable to file a report knowing it to be false.

V. Compliance Procedures

This Code cannot, and is not intended to, address all of the situations you may encounter. There will be occasions where you are confronted by circumstances not covered by policy or procedure and where you must make a judgment as to the appropriate course of action. In those circumstances or if you have any questions concerning your obligations under this Code, we encourage you to use your best judgement and common sense, and to contact your supervisor or a member of Executive Management for guidance if you are uncertain about how to proceed. Executive Management or Directors are encouraged to consult with, in the case of Lithium Argentina, the Chair of the Audit and Risk Committee of the Board, the Chair of the GNCL Committee of the Board, or such other senior officer of the Company as may be designated from time to time (and the applicable equivalent at Minera Exar).

If you fail to comply with this Code or applicable laws, rules, or regulations you will be subject to disciplinary measures, up to and including discharge from the Company. Violations of this Code may also constitute violations of law and may result in civil or criminal penalties for you, your supervisors and/or the Company.

VI. Amendment, Modification and Waivers to the Code

This Policy will be reviewed annually by Executive Management and, in the case of Lithium Argentina, by the Audit and Risk Committee of the Board and submitted to the Board for its approval. The Code may be replaced, amended, or modified by the Board or, in the case of Lithium Argentina, a vote of the independent Directors, subject to disclosure and other provisions of applicable securities legislation and stock exchange requirements. Any minor changes that do not impact the objectives of this Code may be updated by Executive Management as necessary.

Approved by: Board of Lithium Argentina effective January 23, 2025