

INTERNATIONAL BATTERY METALS LTD.

Corporate Governance and Nominating Committee Charter

Purpose

The Corporate Governance and Nominating Committee (the “**Committee**”) of International Battery Metals Ltd., (the “**Company**”) is responsible for performing the duties set out in this Charter to enable the board of directors (the “**Board**”, and each director, a “**Director**”) to discharge its responsibilities and obligations with respect to:

- identifying individuals believed to be qualified to become members of the Board, consistent with criteria approved by the Board;
- recommending to the Board candidates for election or re-election as directors;
- recommending to the Board members of the Board to serve on committees;
- developing and implementing director orientation and continuing education programs;
- develop and implement procedures to evaluate Board and Board committee performance;
- develop, review and recommend to the Board changes to the Corporate Governance Guidelines and Code of Business Conduct and Ethics of the Company, and oversee compliance with such Guidelines and Code;
- review (and approve if applicable) transactions presented to the Committee under the Company’s Related Party Transactions Policy; and
- provide general oversight of the Company’s compliance program, corporate governance and significant environmental and social issues.

Committee Composition

The Committee shall consist of at least three members, comprised solely of independent directors who are “independent directors” as defined under NASDAQ rules. Committee members shall also meet any additional standards for membership established by the Committee. The Committee shall recommend to the Board nominees for appointment to the Committee. Committee members may be removed, with or without cause, by the Board at any time. The Committee shall recommend to the Board, and the Board shall designate, the Chair of the Committee.

Authority and Responsibilities

In addition to any other responsibilities that may be assigned from time to time by the Board, the Committee shall:

Board/Committee Nominees

- Oversee searches for and identify qualified individuals for membership on the Board.
- Establish criteria for Board and Board committee membership, including as to director independence, and recommend individuals for membership on the Board and directors for appointment to the committees of the Board. In making its recommendations, the Committee shall:
 - review candidates’ qualifications for membership on the Board or a committee of the Board

- (including making a specific determination as to the independence of each candidate) based on the criteria established by the Committee (and taking into account any standards required under law or NASDAQ Stock Market rules for committee membership purposes);
- in evaluating current directors for re-nomination to the Board or reappointment to any Board committees, assess the performance of such director; and
- periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board and each committee and determine whether it may be appropriate to add or remove individuals after considering any factors that are set forth in the Company's Corporate Governance Guidelines or are deemed appropriate by the Committee.

Evaluating the Board and Its Committees

- Periodically lead the Board in a self-evaluation to determine whether it and its committees are functioning effectively, oversee the evaluation process and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.
- Periodically review the size and responsibilities of the Board and its committees and recommend any proposed changes to the Board.

Corporate Governance and Compliance

Review and recommend to the Board the Corporate Governance Guidelines and Code of Business Conduct and Ethics for the Company and periodically review and reassess the adequacy of such Guidelines and Code and recommend any proposed changes to the Board.

- Be responsible for any tasks assigned to it in the Corporate Governance Guidelines.
- Oversee compliance with the Corporate Governance Guidelines, the Code of Business Conduct and Ethics and the Related Party Transactions Policy and report on such compliance to the Board, including establishing procedures to ensure (i) timely review and disclosure of Related Party Transactions and (ii) compliance with non-accounting and non-auditing laws and regulations (oversight of compliance with accounting and auditing rules and regulations being the responsibility of the Audit Committee of the Board).
- Review and consider any requests for waivers under the Corporate Governance Guidelines for directors or Code of Business Conduct and Ethics for the Company's directors and executive officers and make a recommendation to the Board with respect to such requests.
- Review potential conflicts of interest involving directors and determine whether such director or directors may participate or vote on any issue as to which there may be a conflict.
- Establish procedures to monitor director independence between annual determinations thereof.
- Oversee and monitor the Company's compliance and ethical business conduct, including overseeing the implementation and effectiveness of the Company's compliance program(s), if any.
- Review and receive reports with respect to significant legal and regulatory compliance risks, including, among others, privacy, artificial intelligence, data governance, competition and anti-corruption.
- Oversee, monitor and receive reports on harassment and discrimination in the workplace, including with respect to the general handling of allegations of harassment and discrimination received by the Company and any such allegations involving an executive whose compensation is approved by the Compensation Committee.

- Periodically review and assess the Company's significant environmental and social issues, risks and trends, if any.
- Oversee the Company's approach to political and lobbying activities, if any, including any program in connection therewith.

Director Orientation and Continuing Education

- Develop and review an orientation and continuing education program for directors meeting the requirements set forth in the Corporate Governance Guidelines.

Succession Planning

- The Committee shall establish and review succession planning for the executive officers and make recommendations in connection therewith to the Board for approval.

Reporting to the Board

- Report to the Board periodically, which shall include a review of any recommendations or issues that arise with respect to Board or committee nominees or membership, Board performance, corporate governance or any other matters that the Committee deems appropriate or is requested to be included by the Board.
- At least annually, evaluate its own performance and report to the Board on such evaluation.
- Periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Meetings of the Committee

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. The Chair of the Committee, in consultation with the other Committee members and management, shall determine the frequency and length of the Committee meetings and develop meeting agendas consistent with this Charter.

All such meetings may be conducted in person, by teleconference or by other communication equipment by means of which all persons participating in the meeting can hear each other. In lieu of a meeting, the Committee may also act by unanimous written consent. As necessary or desirable, the Committee may request that members of the Board, the Company's management and Company advisors be present at meetings of the Committee.

Other Committee Authority

The Committee has the sole authority (without seeking Board approval) to retain, obtain advice from, oversee and terminate outside advisors to assist it in fulfilling its duties, including the sole authority, with full access to funding from the Company, to approve fees and other retention terms.

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems appropriate and in the best interests of the Company.

Approved by the Board of Directors on September 25, 2025.