

COMPENSATION COMMITTEE CHARTER

PURPOSE

The Compensation Committee (the “**Committee**”) is a committee of the Board of Directors (the “**Board**”) of Standard Lithium Ltd. (the “**Company**”) with the purpose of assisting the Board in fulfilling its responsibilities relating to compensation matters. There are two primary purposes for the Committee: (i) to support the Board by making recommendations in regard to its oversight responsibilities and (ii) to review and, at its discretion, approve certain recommendations proposed by management, as more fully set out in the Committee Responsibilities section below.

COMPOSITION

The Committee shall be composed of no fewer than three directors, all of whom shall be independent directors of the Company, within the meaning of section 1.4 of National Instrument 52-110 – *Audit Committees*, and who otherwise satisfy the laws governing the Company and the experience requirements of securities law, stock exchanges and any other regulatory requirements.

The Committee members, Chair and secretary shall be appointed by the Board and the Board may at any time remove or replace any member of the Committee and may fill any vacancy with another Board member, as required. A Committee member shall cease to be a member of the Committee upon ceasing to be a director of the Company. If the Chair is not present at a meeting of the Committee, one of the other Committee members present at the meeting shall be chosen to preside as the chairperson at the meeting.

COMMITTEE RESPONSIBILITIES

A. Employee and Executive Compensation

- (1) Review, on an annual basis, management’s proposals regarding overall employee compensation philosophy, policies and practices, both domestic and international, including the objectives of any compensation program or strategy or element thereof in relation to the alignment thereof with the Company’s overall business, strategic plans and risks.
- (2) Review and approve, on an annual basis at the beginning of each year, the Chief Executive Officer’s and management’s performance goals and objectives relevant to compensation.
- (3) Assess and report to the Board on the performance of the Chief Executive Officer at the end of each year, as measured against the performance objectives established at the beginning of that year and the performance of the Company overall.

- (4) Review, on an annual basis, and recommend for approval by the Board the compensation to be paid to the Chief Executive Officer based on the evaluation of the Chief Executive Officer's performance and the performance of the Company overall.
- (5) Assess and report to the Board on the Chief Executive Officer's recommendations regarding the performance of senior management at the end of each year as measured against the performance goals and objectives established at the beginning of that year.
- (6) Review and make recommendations for approval by the Board, on an annual basis, for senior management's compensation based on the Chief Executive Officer's recommendations, and an evaluation of the performance of each member of management and the performance of the Company overall.
- (7) Oversee the transparency of compensation practices and review and oversee any disclosure relating to executive compensation prior to any public dissemination of such disclosure and if required by applicable legislation or policy, prepare, on an annual basis for inclusion in the Company's annual management information circular, a report on the Company's compensation practices.
- (8) Review with the Chief Executive Officer the Company's policies on compensation for all employees and overall labour relations strategy for employees (other than management).

B. Board Compensation

- (1) Make recommendations to the Board with respect to director compensation.
- (2) Duly consider whether the compensation arrangements for the independent directors are comparable with the Company's peer group companies and make recommendations to the Board for amendments to such arrangements when warranted

C. Other Matters

- (1) Prepare or cause to be prepared any executive and director compensation disclosure required under applicable securities legislation.
- (2) Review and make recommendations for approval by the Board of the public disclosure(s) outlined above.
- (3) Perform any other activities consistent with this charter, the Company's articles and by-laws and governing law as the Committee or the Board deems necessary or appropriate.
- (4) Annually conduct a self-assessment of the performance of the Committee and the members thereof and report such findings to the Board. This review shall seek to identify specific areas, if any, in need of improvement or strengthening.

- (5) Report at regularly scheduled Board meetings on matters coming before the Committee, including annually reporting the Committee's assessment of the Board's and management's performance.

AUTHORITY AND RESOURCES

- (1) The Committee has the authority to engage independent counsel, compensation consultants and other advisors as it deems necessary or advisable to carry out its duties and responsibilities and the Committee will set the compensation for such advisors.
- (2) The Committee may select such outside compensation consultants after taking into consideration all factors relevant to such advisors' independence from management.
- (3) The Committee will access and determine appropriate industry peer groups for the purposes of assessing market values of compensation and providing comparatives to the board.
- (4) In connection with their service on the Committee, the members shall be entitled to such remuneration, payment or reimbursement of such incidental expenses and indemnification, on such terms as the Board may so determine from time to time.
- (5) The Company shall provide the Committee with such resources, personnel and authority as the Committee may require in order to properly carry out and discharge its roles and responsibilities hereunder.
- (6) The Committee and its members shall have access to such documents or records of the Company and to such officers, employees or advisors of the Company or require their attendance at any meeting of the Committee, all as the Committee or the members thereof may consider necessary in order to fulfill and discharge their responsibilities hereunder.
- (7) The Committee shall review and assess the adequacy of this charter annually and consider whether this charter appropriately addresses the matters that are or should be within its scope and, where appropriate, make recommendations to the Board for the alteration, modification or amendment hereof.
- (8) This charter may, at any time, and from time to time, be altered, modified or amended in such manner as may be approved by the Board.

MEETINGS

- (1) The Committee shall meet as often as it considers necessary, but at least twice per calendar year and, subject to the terms hereof and applicable law, otherwise establish its procedures and govern itself as the members of the Committee may see fit in order to carry out and fulfill its duties and responsibilities hereunder.
- (2) The times and places where meetings of the Committee shall be held and the procedures at such meetings shall be as determined, from time to time, by the Committee.
- (3) Meetings of the Committee may be called by the Chair of the Committee or any other member of the Committee. Not less than 48 hours advance notice of any meeting shall be given orally or in writing personally delivered or by facsimile or electronic mail together with an agenda to each member of the Committee unless all members of the Committee are present at any meeting and agree to waive notice and any absent member of the Committee has waived notice or otherwise consented to the holding of such meetings in writing.
- (4) A majority of members of the Committee will constitute a quorum (provided that a quorum shall not be less than two members). Decisions of the Committee will be by an affirmative vote of the majority of those members of the Committee voting at a meeting. In the event of an equality of votes, the Chair will not have a casting or deciding vote. The Committee may also act by resolution in writing signed by all the members of the Committee.
- (5) The Committee shall keep or cause to be kept minutes or other records of its meetings and proceedings and provide such records to the Company as the Committee may so determine. The approved minutes of the Committee shall be circulated to the Board as soon as practicable.
- (6) Any member of the Committee may participate in a meeting by conference telephone or other communications equipment by means of which all persons participating in the meeting can adequately communicate with each other, and a member participating in a meeting pursuant to this section shall be deemed for purposes of the *Canada Business Corporations Act* to be present in person at the meeting.
- (7) The Committee may invite management, directors, employees or other persons as it sees fit from time to time to attend its meetings and assist thereat provided, however, that only members of the Committee may participate in the deliberation, and vote on any matter to be decided by the Committee.
- (8) All meetings shall include an in-camera session of independent directors without management present (unless the members of the Committee present determine that such a session is not required).

Approved by the Board of Directors of the Company on February 6, 2024.