

# SIGMA LITHIUM CORPORATION

## AUDIT, FINANCE AND RISK COMMITTEE CHARTER

This Audit, Finance and Risk Committee Charter (this “**Charter**”) has been adopted by the Board (as defined below) as of 2025 and as amended from time to time.

### 1. Purpose and Responsibilities

The **Audit, Finance, and Risk Committee** assists the Board of Directors in overseeing the financial integrity of Sigma Lithium Corporation. The Committee's primary responsibilities include:

**Financial Oversight:** Monitoring the Corporation's financial statements, internal controls, and compliance with laws and regulations.

**Risk Management:** Overseeing the identification, assessment, and management of risks to the Corporation, ensuring that appropriate risk management processes are in place.

**External Auditor Oversight:** Reviewing the performance, independence, and qualifications of the external auditor.

Management is responsible for establishing and maintaining these processes, while the Committee reviews and monitors them.

The external auditor will report directly to the Committee.

### 2. Committee Composition

The Committee consists of at least three directors, all of whom must be “independent” in accordance with Sections 1.4 and 1.5 of National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”), and “financially literate” in accordance with Section 1.6 of NI 52-110 (able to understand complex financial statements). Officers of the Corporation who are also directors cannot be members. The Board appoints the Committee annually and designates a chairperson. If a vacancy arises, it must be filled within six months or at the next annual meeting.

### 3. Risk Oversight

The Committee plays a key role in overseeing the Corporation's risk management framework, which includes:

**Risk Identification:** Monitoring the major risks that could impact the Corporation's business, such as financial, operational, legal, and strategic risks.

**Risk Assessment:** Evaluating the effectiveness of the Corporation's processes for assessing and managing these risks.

**Risk Reporting:** Ensuring that the Board is informed about significant risks and the steps management is taking to address them.

### 4. Reliance on Experts

Committee members can rely on reports from financial experts (e.g., auditors, lawyers, accountants) to assist in their duties. The Committee may also seek advice from risk management experts when necessary.

The Committee has the authority to engage independent counsel and other advisors as it determines necessary, including the authority to set and pay the compensation for any advisors employed by the Committee.

## 5. Limitations

Committee members must exercise reasonable care and diligence in their duties but are not required to ensure the effectiveness of the Corporation's financial reporting or risk management processes. Their role is to monitor and review, providing reasonable assurance that these processes are working as intended.

## 6. Audit, Finance, and Risk Committee Responsibilities (General)

This section outlines how the Committee fulfills its duties related to finance and risk management, covering operating principles, procedures, and specific duties. The Committee does not prepare the financial statements or conduct audits, as these responsibilities lie with management. However, it oversees and reviews these processes to ensure they are effective and compliant.

### Operating Principles

**Values:** Ensure compliance with corporate policies and regulations for accurate financial reporting and effective risk management.

**Communication:** Promote open communication with management, auditors, and staff.

**Delegation:** Delegate tasks to subcommittees or others where appropriate.

**Financial Literacy:** Members must understand financial statements and risks.

**Annual Plan:** Develop a yearly plan with management and auditors.

**Access and Support:** Ensure access to external advisors and auditors for transparency and effective decision-making.

### Operating Procedures

**Frequency:** Meet at least quarterly, with flexibility for additional meetings. Meetings shall be held at the call of the chair of the Committee, at the request of two members of the Committee or at the request of the external auditors.

**Quorum:** A majority of members constitute a quorum.

**Secretary:** The Corporate Secretary will support meetings and documentation.

**Notice.** Notice of the time and place of every meeting shall be given in writing by any means of transmitted or recorded communication, including email or other electronic means that produces a written copy, to each member of the Committee at least 24 hours prior to the time fixed for such meeting; provided, however, that a member of the Committee may in any manner waive a notice of the meeting. Attendance of a member of the Committee at a meeting constitutes waiver of notice of the meeting, except where the member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been lawfully called.

**Reports:** The Committee reports to the Board those matters that require Board attention.

## 7. Committee Duties

### (a) Financial Reporting:

**Review Financial Statements and Disclosure:** Assess the accuracy and completeness of financial reports (i.e., financial statements, management's discussion and analysis, and related press releases) before public disclosure. Ensure financial disclosures are complete and compliant with regulations.

**External Auditor Reports:** Review reports from external auditors and management representations.

**Procedures:** Ensure adequate procedures are in place to review public disclosure of financial information and periodically assess these procedures.

**Recommendation:** Review and, if appropriate, recommend approval to the Board of annual and quarterly financial statements.

**(b) Accounting Policies**

**Review and Compliance:** Ensure accounting practices align with IFRS and assess the quality of financial reporting.

**(c) Risk Management**

**Financial Risks:** Oversee identification and management of financial risks (market, credit, liquidity, etc.).

**Policies:** Review and improve risk management policies, including mitigation strategies for specific financial risks.

**Insurance and Legal Risk:** Ensure adequate insurance coverage and review legal/tax risks.

**(d) Internal Controls**

**Evaluate Controls:** Review internal controls over financial reporting and fraud prevention measures.

**Complaints and Concerns:** Establish procedures regarding the treatment of complaints received regarding accounting, internal controls, or auditing matters. Establish procedures regarding confidential or anonymous concerns submitted by employees. Address any employee concerns about financial practices and controls.

**Hiring Policies:** Review and approve hiring policies regarding persons employed or previously employed by the external auditor or any former external auditors.

**(e) Compliance**

**Laws and Regulations:** Ensure compliance with financial regulations, tax laws, and other relevant legal requirements.

**Tax Filing:** Monitor status of tax filings and other legal requirements.

**(f) External Auditors**

**Appointment:** Oversee the selection and compensation of external auditors, ensuring independence.

**Oversight and Disputes:** Oversee the work of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting.

**Audit Scope:** Discuss the scope and focus of the annual audit.

**(g) Other Responsibilities**

**Personnel and Resources:** Ensure the quality of financial personnel and resources.

**Non-Audit Services:** Pre-approve any non-audit services provided by external auditors.

**Review Related Party Transactions:** Oversee related party transactions for potential conflicts of interest.

**Review Charter:** Regularly review and update this Charter and ensure its adequacy.