

LIGHTBRIDGE CORPORATION

TECHNOLOGY COMMITTEE CHARTER

The purpose of the Technology Committee of Lightbridge Corporation (the “Company”) is to provide oversight with respect to sensitive information and technologies the Company may hold from time to time.

Membership and Structure

The Technology Committee shall be comprised of at least two directors determined by the Board of Directors. All members of the Technology Committee must be citizens of the United States of America and must also satisfy all applicable legal requirements in connection with the duties of the Technology Committee. Appointment to the Technology Committee, including the designation of the chair of the Technology Committee, shall be made on an annual basis by the full Board of Directors upon recommendation of the Governance and Nominating Committee, provided that, if the Chief Executive Officer of the Company serves on the Board of Directors, the Chief Executive Officer shall also serve as a member of the Technology Committee.

Duties and Responsibilities

The Technology Committee shall have sole discretion and decision-making authority on behalf of the Board of Directors as to all Board-level matters involving nuclear technology and information to which the Company may have access (“nuclear technology matters”), including all decisions involving nuclear technology matters that include or are subject to the following:

- (1) U.S. nuclear export control laws, including but not limited to, (a) the U.S. Nuclear Regulatory Commission’s (“NRC”) Part 110 Regulations (10 C.F.R. Part 110) and any NRC export license issued thereunder; (b) the Department of Commerce’s Export Administration Regulations (15 C.F.R. Part 730 et seq.) and any licenses or authorizations issued thereunder; (c) the U.S. Department of Energy’s (“DOE”) Part 810 Regulations (10 C.F.R. Part 810) and any authorizations issues thereunder; and (d) the nuclear export control laws of an applicable non-U.S. governmental authority;
- (2) Nuclear regulatory requirements, including the requirements of the NRC and DOE;
- (3) Any decisions pertaining to nuclear safety or security; or
- (4) Any other matter that under the applicable regulations and laws of the United States, including the Atomic Energy Act of 1954, as amended, requires nuclear expertise and familiarity with U.S. law and regulations governing the civilian nuclear power industry.

Any powers that the Board of Directors generally might otherwise have with respect to matters hereunder are, except as otherwise expressly provided in this charter, permanently and irrevocably delegated to the Technology Committee.

The Technology Committee shall perform such other responsibilities as may be further delegated to it by the Board of Directors from time to time that are consistent with its purpose and this charter, and this charter may be amended in the future to reflect any additional responsibilities if so necessary and appropriate.

Notwithstanding the foregoing, with respect to any nuclear information or technology in which the Company has a direct or indirect interest, the full Board of Directors shall have, after consultation with the Technology Committee, the right to take any action which is ordered by the NRC, DOE, or any other agency or court of competent jurisdiction.

Authority

The Technology Committee shall have the resources and authority necessary to discharge its duties and responsibilities. The Technology Committee shall have the authority to communicate directly with the Company's outside legal counsel to advise on legal issues pertaining to the nuclear technology matters. Any communications between the Technology Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Technology Committee. The Technology Committee will take all necessary steps to preserve the privileged nature of those communications, and the Technology Committee is not required to share those communications with members outside the Technology Committee.

The Technology Committee shall have reasonable access to and interaction with the Company's full Board of Directors and management, as necessary, to accomplish the Technology Committee's objectives. Any member of the Technology Committee who has a concern about any matter within the Committee's control has the ability to raise this concern directly with the Company's Chief Executive Officer. If the concern raises a nuclear safety or security concern, any member of the Technology Committee may raise such concern directly with the appropriate U.S. government agency or authority, including the NRC or DOE.

Meetings

The Technology Committee will meet as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically or by written consent, and at such times and places as the Technology Committee determines. The majority of the members of the Technology Committee shall constitute a quorum. When necessary, the Technology Committee shall meet in executive session outside of the presence of any senior executive officer of the Company. The chair of the Technology Committee shall report on activities of the Technology Committee to the full Board of Directors, provided that the Technology Committee shall not disclose any sensitive information to the Board of Directors, including any information that would be unlawful for the Technology Committee to disclose.

Adopted by the Board of Directors on August 24, 2016