

**WELSBACH TECHNOLOGY METALS ACQUISITION CORP., A DELAWARE CORPORATION
TO BE RENAMED
EVOLUTION METALS & TECHNOLOGIES CORP.**

CORPORATE GOVERNANCE GUIDELINES

Welsbach Technology Metals Acquisition Corp., a Delaware corporation to be renamed Evolution Metals & Technologies Corp. (the “Company”) has established the following guidelines for the conduct and operation of its Board of Directors (the “Board”). The Board intends that these guidelines serve as a flexible framework within which the Board may conduct its business, not as a set of binding legal obligations. These guidelines should be interpreted in the context of all applicable laws, the Company’s charter documents, and the Company’s other policies.

1. DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS.

- (a) **Role of the Board.** The role of the Board is to manage and direct the affairs of the Company in the Company’s best interests including the interest of the Company’s stockholders. A director’s responsibility is to fulfill his or her fiduciary duties of care and loyalty, and otherwise to exercise his or her business judgment in the interests of the Company and its stakeholders. To that end, some of the duties of the Board (acting through its committees in certain instances) are as follows:
- (i) overseeing the conduct of the Company’s business to evaluate whether it is being properly managed;
 - (ii) reviewing and, where appropriate, approving the Company’s major financial and business strategies, objectives, plans and actions;
 - (iii) providing oversight of risk assessment and monitoring processes;
 - (iv) reviewing and, where appropriate, approving major changes in auditing and accounting principles and practices to be used in the preparation of the Company’s financial statements;
 - (v) periodically assessing the effectiveness of policies to facilitate communication between the Company’s stockholders and directors;
 - (vi) regularly evaluating the performance and approving the compensation of the Chief Executive Officer (the “CEO”) and, with the advice of the CEO, regularly evaluating the performance of other members of senior management;
 - (vii) selecting, evaluating and retaining the Company’s senior executives;
 - (viii) reviewing the outside activities of senior executives;
 - (ix) discussing and being apprised of the Company’s position on issues related to corporate social responsibility, public policy and philanthropy;
 - (x) planning for succession with respect to the position of the CEO and

monitoring the Company's succession plan for other members of senior management;

- (xi) setting expectations about the tone and ethical culture of the Company, and reviewing management efforts to instill an appropriate tone and culture throughout the Company; and
- (xii) performing such other functions as the Board believes appropriate or necessary, or as otherwise prescribed by rules or regulations.

(b) **General Responsibilities.** While not limiting their obligations under applicable law, directors, in their capacity as such, are expected to use their reasonable business judgment in overseeing the management of the Company. However, the Board is not expected to manage the Company on a day-to-day basis nor guarantee in any way the management or operations of the Company.

(c) **Risk Management.** The Board, as a whole and through its committees, has responsibility for the oversight of the Company's risk management. The Board regularly reviews information regarding the Company's credit, liquidity, and operations, as well as the risks associated with each. The Compensation Committee is responsible for overseeing the management of risks relating to the Company's executive compensation plans and arrangements. The Audit Committee oversees management of financial risks and cybersecurity risks. The Nominating and Corporate Governance Committee manages risks associated with the independence of the Board and potential conflicts of interest. While each committee is responsible for evaluating certain risks and overseeing the management of such risks, the entire Board is regularly informed through committee reports about such risks.

(d) **Disclose Relationships.** Each director is expected to disclose promptly to the Board and respond promptly and accurately to periodic questionnaires or other inquiries from the Company regarding any existing or proposed relationships with the Company, including compensation and stock ownership, which could affect the independence of the director. Each director will also promptly inform the Board of any material change in such information, to the extent not already known by the Board.

(e) **Confidentiality.** Directors have an obligation to protect and keep confidential all of the Company's non-public information unless the Company has authorized public disclosure or unless otherwise required by applicable law. Confidential information includes all non-public information entrusted to or obtained by a director by reason of his or her position on the Board. This includes, without limitation, information regarding the Company's strategy, business, finances, and operations, and will include minutes, reports, and materials of the Board and committees, and other documents identified as confidential by the Company. The obligations described above continue even after service on the Board has ended. Directors may not use such confidential information for personal benefit or to benefit other persons or entities other than the Company. Unless authorized by the Company or applicable law, directors will refrain from disclosing confidential information to anyone outside the Company, especially anyone affiliated with any entity or person that employs the director or has sponsored the director's election

to the Board. These obligations continue even after service on the Board has ended.

- (f) **Reliance on Information.** In discharging responsibilities as a director, a director is entitled to rely in good faith on reports or other information provided by Company management, independent auditors, and other persons as to matters the director reasonably believes to be within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

2. BOARD COMPOSITION

- (a) **Size of the Board.** The Board will establish the number of directors in accordance with the Certificate of Incorporation and Bylaws of the Company. The Board will periodically review the appropriate Board size, which may vary to accommodate the availability of suitable candidates and the Company's needs.
- (b) **Majority of Independent Directors.** It is the policy of the Board that a majority of the directors will not be current employees of the Company and will otherwise meet appropriate standards of independence. In determining independence, the Board will consider the definition of "independent director" in the listing standards of The Nasdaq Stock Market ("Nasdaq") or other applicable stock exchange that lists the Company's capital stock (the "Exchange") as well as other factors that will contribute to effective oversight and decision-making by the Board.
- (c) **Determinations.** At times required by the rules of the Securities and Exchange Commission (the "SEC") or listing standards of the applicable Exchange and based on information provided by the Board and advice of counsel, the Board or its Nominating and Corporate Governance Committee will make affirmative determinations of director independence. Directors may be asked from time to time to leave a Board meeting when the Board is considering a transaction in which the director (or another organization with which the director is affiliated) has a financial or other interest.
- (d) **Management Directors.** The Board anticipates that the Company's CEO will serve on the Board. The Board may also appoint or nominate other members of the Company's management whose experience and role at the Company are expected to help the Board fulfill its responsibilities.
- (e) **Chair; Lead Independent Director.** The Board will periodically appoint a Chair. Both independent and management directors, including the CEO, are eligible for appointment as the Chair. The Company does not believe there should be a fixed rule regarding the positions of CEO and Chair being held by different individuals or whether the Chair should be an employee of the Company or should be elected from among the non-employee directors. The needs of the Company and the individuals available to assume these roles may require different outcomes at different times, and the Board believes that retaining flexibility in these decisions is in the best interests of the Company. In the event that the Company does not have an independent Chair of the Board, the independent directors may designate "Lead Independent Director." The name of the Chair or Lead Independent Director will be listed in the Company's proxy statement. The Lead Independent Director's

duties shall include: (i) presiding at all meetings of the Board at which the Chair is not present, including executive sessions of the independent directors; (ii) acting as liaison between the independent directors and the CEO and Chair; (iii) presiding over meetings of the independent directors; (iv) consulting with the Chair in planning and setting schedules and agendas for Board meetings; and (v) performing such other functions as the Board may delegate.

- (f) **Annual Review.** The Board will conduct an annual assessment of its leadership structure to determine that the leadership structure is the most appropriate for the Company.

- (g) **Selection of Board Nominees.**

- (i) The following provisions are subject to the provisions of the Certificate of Incorporation and the Bylaws, subject to the applicable provisions of the Delaware General Corporation Law and other applicable laws, and subject to the rules and regulations of any securities exchange or market which are applicable to the Company at such time.
 - (ii) The Board will be responsible for the selection of nominees for election or appointment to the Board. The Nominating and Corporate Governance Committee shall recommend candidates for election to the Board. The Nominating and Corporate Governance Committee considers nominees recommended by directors, officers, employees, stockholders and others using the same criteria to evaluate all candidates. The Nominating and Corporate Governance Committee reviews each candidate's qualifications, including whether a candidate possesses any of the specific qualities and skills desirable in certain members of the Board. For nominations of potential candidates made other than by the Board, the stockholder or other person making such nomination must comply with the Company's Bylaws, including without limitation, submission of the information or other materials required with respect to proposed nominees.
 - (iii) Each potential candidate must provide a list of references and agree (i) to be interviewed by members of the Nominating and Corporate Governance Committee or other directors in the discretion of the Nominating and Corporate Governance Committee, and (ii) to a background check or other review of the qualifications of a proposed nominee by the Company. Upon request, any candidate nominated will agree in writing to comply with these Corporate Governance Guidelines and all other policies and procedures of the Company applicable to the Board.
 - (iv) Evaluations of candidates generally involve a review of background materials, internal discussions and interviews with selected candidates as appropriate. Upon selection of a qualified candidate, the Nominating and Corporate Governance Committee would recommend the candidate for consideration by the full Board. The Nominating and Corporate Governance Committee may engage consultants or third-party search

firms to assist in identifying and evaluating potential nominees.

(h) **Board Membership Criteria.**

- (i) The Board will determine the appropriate characteristics, skills, and experience for the Board as a whole and for its individual members. The Board considers recommendations for nominees from the Nominating and Corporate Governance Committee.
 - (ii) The Nominating and Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, the appropriate criteria that directors are required to fulfill (including experience, qualifications, attributes, skills and other characteristics) in the context of the current make-up of the Board and the needs of the Board given the circumstances of the Company. In identifying and screening director candidates, the Nominating and Corporate Governance Committee considers whether the candidates fulfill the criteria for directors approved by the Board, including integrity, objectivity, independence, sound judgment, leadership, courage and diversity of background and experience (for example, in relation to finance and accounting, international operations, strategy, risk management, technical expertise, policy-making, etc.)
 - (iii) In considering candidates recommended by the Nominating and Corporate Governance Committee, the Board intends to consider other factors, such as: (i) possessing relevant expertise upon which to be able to offer advice and guidance to management; (ii) having sufficient time to devote to the affairs of the Company; (iii) demonstrating excellence in his or her field; (iv) having the ability to exercise sound business judgment; (v) experience as a board member or executive officer of another publicly held company; and (vi) having a diverse personal background, perspective and experience.
 - (iv) The Board reviews candidates for director nomination in the context of the current composition of the Board, the Company's operating requirements, and the long-term interests of the Company's stakeholders. In conducting this assessment, the Board considers diversity (including diversity of gender, ethnic background and country of origin), age, skills and other factors that it deems appropriate to maintain a balance of knowledge, experience, and capability on the Board. For incumbent directors, the Board reviews those directors' overall service to the Company during their term, including the number of meetings attended, level of participation, quality of performance, and any other relationships and transactions that might impair the directors' independence. In the case of new director candidates, the Board also determines whether the nominee must be independent for purposes of the Exchange.
- (i) **Board Compensation.** The Board, through the Nominating and Corporate Governance Committee, will review, with the assistance of management or outside consultants if desired, appropriate compensation policies for the directors serving on the Board and its committees. This review may consider board compensation

practices of other large public companies, contributions to Board functions, service as committee chairs, and other appropriate factors.

- (j) **Other Board Memberships.** Directors should advise the chairperson of the Nominating and Corporate Governance Committee before accepting an invitation to serve on the board of directors or committee of another company. The Board recognizes that a director's ability to fulfill his or her responsibilities as a director can be impaired if he or she serves on multiple other boards or board committees. Service on boards and board committees of other companies should be consistent with the Company's conflict-of-interest policies. Non-employee directors should generally serve on no more than four (4) public company boards and on no more than two (2) other public company audit committees, without the approval of the Board. The CEO should not serve on more than two (2) public company boards in addition to the Company's Board. Directors should advise the Chair of the Nominating and Corporate Governance Committee before accepting an invitation to serve on another public company board.
- (k) **Board Performance Evaluations.** The Board and each committee will conduct an annual self-evaluation to determine whether they are functioning effectively. The Nominating and Corporate Governance Committee will oversee the evaluation process and will report annually to the Board with an assessment of the Board's performance. The assessment will focus on the Board's contribution to the Company and specifically focus on areas in which the Board or management believes that the Board could improve. Each committee will also conduct an annual performance evaluation and report the results to the Board. The results of these evaluations will be used to identify areas for further improvement and to inform the Board's approach to board refreshment and succession planning.
- (l) **Cybersecurity Oversight.** The Board acknowledges the critical importance of cybersecurity to the Company's operations and reputation. The Board will oversee the Company's cybersecurity risk management, including receiving regular updates from management on cybersecurity threats, incident response plans, and mitigation strategies. The Board will ensure that the Company has appropriate resources and expertise to manage cybersecurity risks effectively.

3. BOARD MEETINGS AND MATERIALS

- (a) **Board Meetings.** All meetings of and other actions by the Board shall be held and taken pursuant to the bylaws of the Company, including provisions governing notice of meetings and waiver thereof, the number of Board members required to take actions at meetings and by written consent, and other related matters.
- (b) **Attendance and Preparation.** The Company expects Board members to prepare for, attend and participate in all meetings of the Board and committees on which they serve. Directors should notify the Company's Chief Financial Officer when they will be absent from a meeting. Directors are also encouraged to attend the Company's annual meeting of stockholders. The Company will provide directors with appropriate materials before each meeting, except in unusual or exigent circumstances.

- (c) **Agenda and Materials.** The Chair (if separate from the CEO) and the Lead Independent Director, if any, together with the CEO, will create a schedule of topics to be discussed during the year. Further, the CEO, in consultation with the Chair (if separate from the CEO) and the Lead Independent Director, if any, will have primary responsibility for preparing the agenda for each meeting and arranging for it to be sent in advance of the meeting to the directors along with appropriate written information and background materials so that Board meeting time may be conserved and discussion time focused on questions that the Board has about the materials. Each Board committee, and each individual director, is encouraged to suggest items for inclusion on the agenda. The Board reserves authority to meet in executive sessions to discuss sensitive matters without distribution of written materials.
- (d) **Executive Sessions.** It is the policy of the Board that the independent members of the Board meet separately without management directors at least twice per year (whatever minimum has been set by applicable listing standards) to discuss such matters as the independent directors consider appropriate. The Lead Independent Director, if any, will preside over the executive sessions and serve as the liaison between the independent directors and the CEO and Chair. The Company's independent auditors, finance staff and other employees may be invited to attend these meetings.
- (e) **Board Presentations; Access to Information; Use of Outside Advisors.** The Board encourages the presentation at meetings by managers who can provide additional insight into matters being discussed or who have potential that the CEO believes should be given exposure to the Board. The Company's executive management will afford each Board member with access to the Company's employees and the independent auditors. The Board encourages management to arrange presentations at Board meetings by the Company's managers and provide other reports that will enhance the flow of meaningful financial and business information to the Board. The Board and each committee will have the power to hire, at the expense of the Company, independent legal, financial, or other advisors that they may deem necessary, without consulting or obtaining the advanced approval of any officer.
- (f) **Director Orientation and Continuing Education.**
- (i) The Company will provide a comprehensive orientation program for new directors, which will include presentations by senior management on the Company's strategic plans, financial statements, and key policies and practices. The program will also include visits to the Company's significant facilities, where appropriate.
 - (ii) Each director is expected to participate in continuing education programs to maintain the necessary level of expertise to perform his or her responsibilities. The Company will reimburse directors for reasonable expenses incurred in connection with these education programs. The Board will receive ongoing education on subjects that would assist the directors in discharging their duties, including regular programs on the Company's financial planning and analysis, compliance and corporate

governance developments, business-specific learning opportunities, and emerging risks and opportunities.

4. BOARD COMMITTEES

- (a) **Committees.** The Board will constitute and maintain an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. Only independent directors may serve on the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee. The Board may form, merge, or dissolve additional committees, as it deems appropriate.
- (b) **Committee Member Selection.** The Board will designate the members and Chair of each committee, endeavoring to match the committee's function and needs for expertise with individual skills and experience of the appointees to the committee. The membership of the Audit, Compensation, and Nominating and Corporate Governance Committees shall consist solely of independent directors, which directors shall also meet applicable criteria for independence under Nasdaq, SEC and/or tax rules applicable to such committees.
- (c) **Committee Functions.** All standing committees will have a written charter that describes the committee's responsibilities. Unless otherwise directed by the Board, any new committee formed by the Board will develop a written charter delineating its responsibilities. Each committee will periodically review its charter and recommend any proposed charter changes to the Board. The number and content of committee meetings and other matters of committee governance will be determined by each committee in light of the authority delegated by the full Board to the committee, the committee's charter (if any) and applicable regulations or principles. The Company will provide to each committee access to employees and other resources to enable committee members to carry out their responsibilities. The full authority and responsibilities of each committee is fixed by resolution of the full Board and the committee's charter, if any. Committee charters are available on the Company's website, and a brief description of committee functions is available in the Company's most recent annual proxy statement.
- (d) **Audit Committee Financial Expert.** The audit committee should have one member that qualifies as an "audit committee financial expert" as defined by applicable rules of the SEC under Section 407 of the Sarbanes Oxley Act and all members should be "financially literate" in accordance with the listing standards. The Board shall be responsible for determining the qualification of an individual to serve on the audit committee as a designated "audit committee financial expert" and whether such person is "financially literate." In light of this responsibility of the Board, the Nominating and Corporate Governance committee shall coordinate closely with the Board in screening any new candidate and in evaluating whether to re-nominate any existing director who may serve in this capacity.

5. MANAGEMENT RESPONSIBILITIES

- (a) **Management Succession and Development Planning.** The CEO will review with the Board succession and development plans for senior executive officers. The

Board may from time to time ask the Compensation Committee to undertake specific reviews concerning management succession planning.

- (b) **Financial Reporting, Legal Compliance and Ethical Conduct.** The Board's governance and oversight functions do not relieve the Company's executive management of the primary responsibility for preparing financial statements which accurately and fairly present the Company's financial results and condition. Executive management shall maintain systems, procedures and a corporate culture that promote compliance with legal and regulatory requirements and the ethical conduct of the Company's business.
- (c) **Corporate Communications.** The Board believes that executive management has the primary responsibility to communicate with investors, the press, employees and other constituencies that are involved with the Company, and to set policies for those communications.

6. STOCKHOLDER COMMUNICATIONS WITH THE BOARD

- (a) The Board believes that regular, transparent communication with the Company's stockholders is essential to the Company's long-term success. In addition to the Company's traditional investor relations program, the Company will maintain a stockholder engagement program to solicit feedback on corporate governance, executive compensation, and other issues of importance to stockholders.
- (b) The independent Chair or Lead Independent Director, as applicable, will be available for consultation and direct communication with major stockholders, when appropriate. The Board will receive regular updates on stockholder feedback and emerging corporate governance issues.
- (c) Stockholders of the Company wishing to communicate with the Board or an individual director may send a written communication to the Board or such director in care of the Chief Financial Officer. The Chief Financial Officer will review each communication. The Chief Financial Officer forward such communication to the Board or to any individual director to whom the communication is addressed unless the communication contains advertisements or solicitations or is unduly hostile, threatening or similarly inappropriate, in which case the Chief Financial Officer shall discard the communication or inform the proper authorities, as may be appropriate.

- 7. REVIEW OF GOVERNANCE GUIDELINES.** The Nominating and Corporate Governance Committee will periodically review and assess the adequacy of these guidelines and recommend any proposed changes to the Board for approval.
