

Document Name:	Anti-Corruption Policy		
Document Type:	Corporate Policy		
Creation Date:	Current Issue:	Future Review Date:	Document Name:
Jan 29, 2026	1	Jan 1, 2027	CORP-POL-006-REVO

Purpose

The Company, and its subsidiaries and affiliates, if applicable (collectively referred to as the “**Company**”) are committed to conducting its business in accordance with all applicable laws, rules and regulations and the highest ethical standards. This commitment is embodied in the general principals outlined in the Corporate Code of Conduct Policy.

The purpose of this Anti-Corruption Policy (the “**Policy**”) is to:

- Reiterate the Company’ s commitment to full compliance by the Company, its subsidiaries and affiliates, and its officers, directors, employees, consultants and agents with Canada’s Corruption of Foreign Public Officials Act (“**CFPOA**”) and any local anti-bribery or anti-corruption laws, including the United States Foreign Corrupt Practices Act (“**FCPA**”). The Company expects all of its distributors, agents, resellers and other partners, as representatives of the Company, to comply with these laws as well.
- Provide an educational resource regarding anti-corruption laws and to establish procedures to ensure compliance.

Scope

This Policy applies to every Company employee, consultant representative, including senior executive, and to members of its board of directors (the “**Board**”) (collectively referred to as “**the Company Personnel**” or “**Personnel**”) and reflects the standards to which the Company expects its business associates, distributors, resellers, agents, and other partners (“**Partners**”) to adhere where acting on the Company’ s behalf. The Company expects all the Company Personnel and Partners to take all responsible steps to prevent a violation of this Policy, to identify and raise potential issues before they lead to problems and seek additional guidance when necessary.

If you have any questions about this Policy or concerns about a situation, you may contact your manager (or other contact at the Company), our Chief Executive Officer (“**CEO**”) or Chief Financial Officer (“**CFO**”). You may also submit concerns at info@abitibimetals.com.

Policy

Anti-corruption laws address improper practices such as bribery, extortion, and kickbacks. These activities are illegal and are not acceptable to the Company.

- They must not directly or indirectly (through third parties) offer to pay, agree to pay or pay any bribes or provide kickbacks, to a government official or otherwise in order to obtain or retain any kind of business advantage. Bribes, as mentioned above could come in the form of cash, loan, advantage or benefit of any kind or excessive entertainment.

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- For the Company Personnel, they must ensure they provide sufficient evidence to accurately reflect all financial transactions in the Company’s books and records. All expense reports must be complete and accurate. You should never accede to requests for false invoices or for payment of expenses that are unusual, excessive, inadequately or improperly described, or otherwise raise questions under this Policy or related Company guidelines on accounts and recordkeeping.

What is a “bribe”?

A bribe or bribery is the offer, promise, or payment of cash, gifts, or even excessive entertainment, or an inducement of any kind offered or given to a person in a position of trust to influence that person’s views or conduct or to obtain an improper advantage.

What is “Corruption”?

Corruption is the misuse of public power for private profit, or the misuse of entrusted power for private gain. Bribery and corruption can take many forms, including the provision or acceptance of:

- Cash payments;
- Phony jobs or “consulting” relationships;
- Kickbacks;
- Political contributions;
- Charitable contributions;
- Social benefits; or
- Gifts, hospitality, and reimbursement of expenses.

Government or Public Officials

The law does not prohibit all business transactions with public officials, but since those transactions carry special risks, they must be reviewed to determine what additional safeguards may be necessary to protect the Company. For that reason, it is important that all Personnel and Partners be able to identify who is a public official. Typically, associated laws define “government or public officials” very broadly to include any appointed, elected or honorary official or any career employee of a government, of a government owned and controlled company, or of any public international organization.

Below are just a few examples of public officials relevant to the Company’s business:

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- Government ministers and their staff;
- Military and police personnel;
- Ambassadors;
- Regional officials;
- All employees of government-owned or controlled corporations, whether they are managers or clerks, full-time or part-time;
- Members of legislative bodies and judges;
- Provincial governors;
- Officials of government departments and agencies, including customs, immigration, environment, mines and energy, meteorology, and others; and
- Private persons “acting in an official capacity” with respect to a particular matter.

Close relatives of government officials, such as spouses, children, parents or siblings may also fall under these guidelines. If you are unsure if a particular person is a government official, please contact the CEO or CFO for additional guidance.

Third Parties

Third parties can include, but are not limited to, agents, distributors, consultants, business associates and partners. Payments to a third party where such third party subsequently makes an illegal payment violate this Policy and the Company Personnel or Partners can be held liable. The law may be violated if Company Personnel or Partners ignore the possibility that the third party will make an improper payment or commitment, and particularly if they disregard “red flags” signaling the possibility of a payment or commitment. To minimize risk, the Company requires that a due diligence review be completed prior to retaining third parties that have contacts to public officials. The due diligence review and other guidance regarding third parties can be found in Appendix A.

Additional Guidance

Additional guidance on what constitutes gifts, dealing with charitable and political contributions and other items are provided in Appendix B.

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Violations and Consequences

Compliance with this Policy is mandatory. Failure to comply with this policy can have serious consequences for the Company Personnel or Partners. This may include not only termination of one's employment, contract, or agreement with the Company, but also civil or criminal actions, which may include substantial fines and prison terms. The Company reserves the right to report violations of this policy to applicable authorities.

The Company Personnel and Partners that become aware of violations under this policy must promptly report the matter at info@abitibimetals.com.

Policy Administration

Administration

The CEO and CFO in consultation with the Company's legal counsel is responsible for administering and interpreting this Policy under the oversight of the Board. The CEO and CFO will give directions and maintain procedures to implement this Policy as necessary and make regular annual reports regarding this Policy to the Board. Any approval required under this Policy may be obtained from the CFO or CEO. The Board is responsible for reviewing and approving this Policy.

Reporting and Investigation

Company Personnel or Partners and other representatives are required to report violations of this Policy and any other applicable Anti-Corruption Laws by Company Personnel or Partners. Violations can be reported to the CEO, or CFO.

The Company will ensure that all allegations of corruption are properly investigated by appropriate individuals with consultation with the Board and other parties as deemed necessary.

The Company will not permit retaliation of any kind against any Personnel or Partner who reports misconduct in good faith.

Record keeping/Accounting

Laws that govern the Company's business activities require that the Company's books and records be complete and accurate. The Company Personnel or Partners should never attempt to hide or disguise the nature of purpose of a business expense.

the Company's books and records must correctly record both quantitative and qualitative aspects of a transaction. Quantitative aspects refer to the amount of the transaction. Qualitative aspects include the written description of the transaction and the accounts that are credited or debited for the

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transaction. The Company personnel must ensure that there is a reasonable relationship between the substance of a transaction and how it is described in the Company’s books and records.

Records of all financial transactions must be made available for inspection by the Company’s Board as well as the Company’s external accountants. There must be no “off the books” transactions or secret accounts, nor may any documents be issued which do not properly and fairly record the transactions to which they relate. Financial records will only be destroyed in accordance with applicable company and regulatory standards and as approved by the CFO.

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1. Revision History

Date	Author	Section(s)	Purpose of Modification
Jan 2, 2026			Original Policy Roll Out

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**Appendix
Third Parties**

A

When engaging a Third Party that may have dealings with a public official you should take appropriate steps designed to ensure that:

- The Third Party is engaged for bona fide purposes.
- Undertake adequate due diligence (see below) with respect to any Third Party before hiring them.
- Ensure any “red flags” (see below) are addressed.
- Provide the Third Party with a copy of the Company Code of Business Conduct and Ethics Policy.
- Ensure the Third Party is aware of and avoids conflicts of interest.
- Ensure that any compensation paid to the Third Party can be defended as representing appropriate and justifiable remuneration for the legitimate service rendered.
- Engage the Third Party using a written contract which contains appropriate protections for the Company or other document in which the Third Party acknowledges and agrees to abide by the standards set out in this Policy.

Retaining Agents and Similar Intermediaries – Due diligence in the engagement of Third Parties who represent the Company’s business interests as an agent or in a similar intermediary capacity will ordinarily require the following steps:

- Identify the directors, officers and other members of management of the proposed agent, where applicable, and determine if any of them are public officials, political party officials, or political candidates or related to any of the foregoing;
- Identify shareholders, partners and other principals of the proposed agent, where applicable, and determine if any of them are public officials, political party officials or political candidates or related to any of the foregoing;
- Identify the business and government affiliations of the proposed agent, his or her family and close associates;
- Confirm the relevant qualifications of the proposed agent or its management personnel to perform the services required in the contract;
- Examine the financial statements of the proposed agent, where applicable, and confirm its ability to perform the services required in the contract;

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- Obtain character and financial reference checks concerning the proposed agent;
- Confirm that the performance by the proposed agent of the services required in the contract will be consistent with local law and obtain an opinion of local counsel if requested by the CEO and / or the CFO; and
- Confirm that the level of compensation is reasonable given the experience of the proposed agent, the country where services are to be performed, the expected results, and the amount and difficulty of work to be performed.

Contracts with Agents – The Company will only retain agents using a written agreement with the following provisions after having obtained approval from the CEO and /or the CFO:

- A precise definition of the scope of the agent’s duties;
- The agent’s acknowledgment that the agent understands the provisions of the CFPOA and agrees to comply fully with its terms as well as all applicable provisions of local law and this Policy;
- The agent’s acknowledgment that the contents of the agreement may be disclosed fully by the Company to third parties as the Company considers appropriate;
- The agent provides representations and warranties that neither the agent nor any of its principals, staff, officers or key employees are Public Officials, candidates of political parties, or other persons who might assert illegal influence on the Corporation’s behalf and that it will promptly inform the Corporation of any changes in this regard;

The Corporation expressly states that its choice of the agent was made after considering factors that support a belief that the CFPOA, local law and this Policy would not be violated;

- Assignment of the agreement by the agent is prohibited without the Company’s prior written consent;
- Payment by the Company will only be made by cheque made out in the agent’s name or wire transferred to a bank account which is registered in the name of the agent;
- Travel, entertainment and other miscellaneous expenses will not be paid or reimbursed to the agent without the Company’s prior written approval and detailed records of such expenses will be kept by the agent and provided to the Company on request;
- The agreement must provide for automatic termination without compensation in the event of an improper payment in violation of local law, the CFPOA or this Policy;

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- The agent will make annual certifications of its compliance with local law, the CFPOA and this Policy directive, and that none of the payments made to it by the Company have been directed towards or passed along in whole or in part to any public official;
- The agent will advise the Company of any accession of any of its principals, staff, officers or key employees to an official position; and
- The Company has the right to audit all expenses and invoices submitted by the agent

Managing Agents – Personnel responsible for overseeing or managing the activities of any agent will take measures reasonably within their power to ensure that:

- Any payment made to any agent represents no more than an appropriate remuneration for legitimate services rendered or to be rendered by such agent;
- No part of any such payment is passed on by the agent as a bribe or otherwise in contravention of local law, the CFOPA or this Policy;
- The Company maintains a record of the names and terms of employment of all agents who are retained in connection with transactions with public bodies or state enterprises, which record shall be available for inspection by the Company’s auditors and, upon specific request, by appropriate, duly-authorized governmental authorities under conditions of confidentiality; and
- The activities of the agent are appropriately monitored to ensure that there is no breach of local law, the CFOPA or this Policy.

Red Flags – Some of the common red flags are outlined below:

- Payments to shell companies or to companies whose ownership is not transparent;
- Payments to offshore bank accounts;
- Payments to entities owned or controlled by public officials, their close relatives, or business associates;
- “Donations” to individuals;
- Cash transactions;
- Doing business with people or entities that are known to engage in bribery or who are suspected of engaging in bribery;
- Requests for false or misleading documentation.

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If you become aware of any of these situations or others that suggest the possibility of improper payments, it does not necessarily mean that improper conduct is underway; however, they cannot be ignored. The existence of a red flag requires further inquiry and the entering into or continuing of a relationship with a third party where a red flag has been identified must be carefully considered. If you have any doubts, consult with the CEO or CFO.

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**Appendix
Additional Guidance**

B

Gifts

A gift is anything that is given and received without the giver receiving or expecting to receive anything in return in the future or intending to create a sense of obligation on the part of the recipient.

the Company prohibits the giving of inducements, including gifts and entertainment, to public officials on a scale that might be perceived as creating an obligation on that official. Gifts, entertainment, and covering or reimbursing expenses of officials may also fall within the scope of anti-bribery or anti-corruption laws.

To comply with such laws and with Company policy, the cost or expense of a gift, meal or entertainment must be reasonable. It also must be directly connected to a legitimate business promotional activity or the performance of an existing contract, must be permitted under local law, and must be otherwise consistent with Company business practices. When considering the reasonableness of the expense, Company Personnel should consider the frequency with which such expenses are incurred for an official.

Modest costs frequently incurred can, when aggregated, amount of lavish and potentially improper payments. Even where gifts, meals, or entertainment may be consistent with normal social or business amenities in the official's country, that does not mean that they are permitted under either the laws of that country or the laws of other countries combating the bribery of foreign public officials, including Canadian and US law. The cost of gifts, meals, and entertainment should always remain at or below that permitted by local law and in no event should the amount be greater than the legitimate and customary expenditure for such activities by private businesspersons in the country. In addition, standard approvals for gifts and entertainment, any expenses of this type incurred on behalf of a public official are subject to specific approval from the CEO and/or CFO.

Travel and Related Entertainment

In appropriate circumstances, the Company will pay travel and travel-related expenses for public officials. The types of circumstances in which such expenses may be approved are when there is legitimate business need for the Company to pay such expenses, for example:

- in connection with contract negotiation or contract execution, or
- to visit the Company's operations to demonstrate specific capabilities or practices.

Such expenses may only be paid where permitted under local law and approved in advance by either the CEO and /or the CFO. The expenses must be reasonable in amount and directly related to the

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business purpose. Wherever possible, the Company Personnel should contract directly with vendors of services rather than making direct payment or reimbursement to an official. It will usually be advisable to make the Company’s sponsorship of the travel transparent to the official’s supervisor, and in some circumstances the supervisor’s consent may be necessary. The Company Personnel should never agree to pay or reimburse travel expenses which are predominately for recreation or entertainment or agree to pay travel expenses for an official’s spouse or other family members.

Per diems or cash allowances should not be paid to public officials except (i) as required or permitted by local law and (ii) in modest amounts, to defray legitimate expenses incurred by an official for an approved purpose where those expenses are not paid directly by the Company to the vendor.

Charitable and Political Contributions

The CFPOA and other anti-corruption laws cover contributions, whether cash or in-kind, to political parties, party officials, and candidates for political office. Political or charitable contributions by companies such as the Company also often raise issues under local laws where the Company has operations. As a rule, the Company does not make political or charitable contributions. If any contribution is made, it must be permissible under local law, must not be made with any promise or expectation or favorable treatment in return and must be accurately reflected in the Company’s books and records. Consult with and obtain the approval of the CEO and /or CFO prior to making any political or charitable contribution. This Policy does not restrict Personnel or Partners from making contributions of money or services in their individual capacity.

Transactions with Governments or State-Owned Entities

the Company has opportunities that involve contracting with a government or state-owned entity. The CFPOA and other anti-corruption laws do not prohibit companies from entering into a contract with a government, including public works projects; however, payments made under those projects must comply with the anti-corruption laws and often trigger other special legal requirements. This includes transactions with entities that are state-owned or state-controlled, which can include general contractors, fuel suppliers, public universities, hospitals, telephone companies, or power companies. Payments or benefits to officials of those entities will likewise raise issues. For these reasons, the Company Personnel or those of its subsidiaries must consult with the CEO and /or the CFO before entering into a contract with a government or a state-owned or state-controlled entity.