

PHOENIX METALS CORP.

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

1. Introduction

The Board of Directors of Phoenix Metals Corp. (“**Phoenix**”, or the “**Company**”) has determined that the Company should formalize its policy on compliance with anti-corruption legislation applicable to the Company (the “**Legislation**”). The Canadian *Criminal Code* prohibits anyone from giving or offering loans, rewards, advantages or benefits of any kind to federal or provincial government officials in Canada as consideration for cooperation, assistance, exercise of influence, or an act or omission in connection with any government business. It is also an offence to agree to give or offer such a benefit, and thus an offence may be committed for the purposes of the Legislation even if an official does not provide the requested assistance or cooperation.

2. Application of the Policy

This Policy applies to all directors, officers, employees, consultants, and contractors of the Company (collectively, the “**Representatives**”).

3. Prevention of Improper Payments

All Representatives of the Company shall not:

3.1 Bribes

- (a) directly or indirectly, offer, give or agree to give or offer a loan, reward, advantage or benefit of any kind to a public official, political party, party official or political candidate as consideration for an act or omission by the recipient in connection with the performance of the recipient's duties or functions with the government; or to induce the official to use his or her position to influence any acts or decisions of such government for the purposes of obtaining or retaining an advantage in the course of business, including an act or decision to direct business;
- (b) agree to, or comply with any demands for a bribe made by a public official, political party, party official or political candidate;

however, a Representative of the Company will not have breached the terms of the Policy, if the loan, reward, advantage or benefit has been approved by the Board of Directors of the Company, and where such loan, reward, advantage or benefit is either:

- (i) permitted or required under all applicable laws; or
- (ii) made to pay the reasonable expenses incurred in good faith by or on behalf of the recipient that are directly related to the promotion, demonstration or explanation of the products or services of the Company, or the execution or performance of a

contract between the Company and the government for which the recipient performs duties or functions;

3.2 **Facilitation Payments**

make any Facilitation Payment. “**Facilitation Payment**” means any payment made to expedite or secure the performance by a public official of any act of a routine nature that is part of the public official's duties or functions, including the issuance of a permit, license or other document to qualify a person or company to do business;

3.3 **Government Agents**

retain an agent to represent the Company's business interests if such agent, or any of the agent's principals, staff, officers or key employees are government or public officials, political party officials, political candidates. However, if the Chief Executive Officer deems necessary, then such an agent may be retained provided:

- (i) the reputation, background and past performance of the agent is properly researched and documented;
- (ii) the agent is retained pursuant to a written agreement specifically defining the agents duties, representing and warranting the absence of the relationship set out above, providing for immediate termination in the event of an improper payment, annual certification requirement and the right to audit expenses and invoices;

3.4 **Employment of Public Officials**

employ any officer or employee of a government or any of its agencies or a government corporation, or any person acting in an official capacity for any such entity. However, if the Chief Executive Officer deems necessary, then such a person may be employed provided:

- (i) the employment is lawful under applicable Canadian laws;
- (ii) the services to be rendered by the person do not conflict with the official government duties of the person;

3.5 **Political Contributions**

make any contributions or provide any financial support to political parties or candidates on behalf of the Company; or

3.6 **Gifts and Entertainment**

give inducements, including gifts and entertainment, to government officials on a scale that might be perceived as creating an obligation on that official, or to influence a decision by that official or other officials with respect to the Company.

4. Review of Policy

The Corporate Governance & Nominating Committee will review and evaluate this Policy on a continual basis to determine whether the Policy is effective in ensuring compliance by the Company and its Representatives with the Legislation.

Dated: May 15, 2026

Approved by: Board of Directors