



## PHOENIX METALS CORP.

### WHISTLEBLOWER POLICY

#### 1.0 General

Phoenix Metals Corp. (“**Phoenix**” or the “**Company**”) is committed to maintaining the highest standards of integrity and accountability in its business affairs while at the same time seeking to grow its business and enhance shareholder value. The guidelines and principles that should govern Phoenix’s business conduct are set out in Phoenix’s code of business conduct and ethics (the “**Code**”) which can be accessed on Phoenix’s website at [•]. As part of Phoenix’s commitment to ethical and responsible business conduct, Phoenix is committed to seeking to maintain accountability of accounting, internal controls and auditing processes (“**financial matters**”). It is also Phoenix’s policy to seek to ensure compliance with all applicable legal and regulatory requirements relating to Phoenix’s business in all material respects. Phoenix expects all of its officers, directors and employees to participate actively in seeking to maintain this standard.

The purpose of this whistleblower policy (the “**Policy**”) is to provide officers, directors and employees with a process for disclosing complaints or concerns regarding financial matters. This Policy describes how and where to submit a complaint or concern, who deals with complaints and how complaints are expected to be handled, processed and documented. This Policy also describes the standards and principles that are expected to govern the processing of all complaints and concerns whether they are received from people within the Company or external parties.

#### 2.0 Communication of this Policy

Copies of this Policy are made available to directors, officers, employees and consultants, either directly or by posting of the Policy on the Phoenix website at [•]. All directors, officers and employees will be informed whenever significant changes are made. New directors, officers, employees and consultants will be provided with a copy of this Policy.

#### 3.0 Reporting Alleged Violations or Complaints

##### *3.1 Reporting Concerns*

The Company has an open door policy and invites all directors, officers and employees to share their questions, concerns, suggestions or complaints with someone who can address them properly. Any person with a concern regarding a financial matter relating to Phoenix may submit their concern to the Chairman of the Audit Committee of Phoenix (the “**Audit Committee Chairman**”) in writing, by telephone or email as follows:

In Writing: Phoenix Metals Corp.

By Email: [whistleblower@phoenixmetalscorp.com](mailto:whistleblower@phoenixmetalscorp.com)

### **3.2 Anonymity and Confidentiality**

The Company, including all persons designated to handle complaints under this Policy, will seek to treat all communications as confidential to the fullest extent permitted under law and to the extent possible, consistent with the need to conduct an adequate investigation. The Company has a procedure for the submission of confidential, anonymous complaints concerning questionable accounting or auditing matters to the Audit Committee. All such complaints should be communicated in writing to the Audit Committee Chair at the address set forth in section 3.1 of this Policy. Correspondence should be clearly marked as “*CONFIDENTIAL*”.

### **4.0 No Retaliation**

It is the Company’s policy to seek to ensure that you can communicate freely in respect of matters covered by this Policy and seek to be protected from any form of penalty or adverse employment consequence, including discharge, suspension, demotion or transfer, harassment or discrimination (“*retaliation*”). Every director, officer or employee who makes a complaint in good faith regarding a perceived violation under this Policy will be protected against any retaliation. Any director, officer or employee who retaliates against someone who has reported a violation in good faith under this Policy may in turn be subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable officers, directors and employees and others to raise serious concerns within the Company for proper resolution.

### **5.0 Acting in Good Faith**

Anyone filing a complaint under this Policy must be acting in good faith and have an honest belief that the complaint is well-founded, including a reasonable factual or other basis. Any complaints based on allegations that are without basis cannot be substantiated, or that are proven to be intentionally misleading or malicious will be viewed as a serious offense.

### **6.0 Retention of Records**

The Audit Committee shall retain all records relating to any financial matter or report of a retaliatory act and to the investigation of any such report for a period judged to be appropriate based upon the merits of the submission. The types of records to be retained by the Audit Committee shall include records of all steps taken in connection with the investigation and the results of any such investigation.

### **7.0 Complaints from Third Parties**

Securities laws require the Company to establish procedures for the receipt, retention and treatment of complaints regarding financial matters. This may include complaints that are received from third parties. Accordingly, each representative should forward any complaint regarding such matters received from a third party (including the Company’s independent auditor) to the Audit Committee Chair.

The Audit Committee Chair should discuss such complaints at regularly scheduled meetings of the Audit Committee (unless they are unfounded or unless the materiality of the complaint requires earlier action).

The Board of Directors may, from time to time, permit departures from the terms of this Policy, either prospectively or retrospectively. This Policy is not intended to give rise to civil liability on the part of the Company or its directors or officers to shareholders, security holders, customers, suppliers, competitors, employees or other persons, or to any other liability whatsoever on their part.

## **8.0 Review of Policy**

The Audit Committee will review and evaluate this Policy on an annual basis to determine whether the Policy is effective in providing a confidential and anonymous procedure to report violations or complaints regarding Legal or Accounting Matters.

## **9.0 Queries**

If you have any questions about how this Policy should be followed in a particular case, please contact the Audit Committee Chairman.

## **10.0 Publication of The Policy on Website**

This Policy will be posted on Phoenix's website.

Dated: May 15, 2026

Approved by: Board of Directors