



Anti-Bribery and Anti-Corruption Policy

Summary

In keeping with its commitment to conducting business transparently, honestly, and with integrity, **Bedrock-Service** will conduct its business in accordance with all applicable laws, including Canadian and U.S. anti-bribery and anti-corruption legislation.

This Anti-Bribery and Anti-Corruption Policy applies to all directors, officers, employees, consultants, and any other persons acting on behalf of the Company.

This policy defines bribery, the most common form of corruption, which may broadly be described as the offering, promising, giving, accepting, or soliciting of an advantage as an inducement or reward for an action that is illegal or constitutes a breach of trust.

Bribery and corruption can take many forms, and this policy outlines what is and is not permitted in this regard.

1. POLICY STATEMENT

- 1.1 Bedrock-Service and its subsidiaries (“Bedrock-Service” or the “Corporation”) are committed to conducting business transparently, honestly, and with integrity. Accordingly, the Corporation will conduct its business in compliance with all applicable anti-bribery and anti-corruption laws.
- 1.2 The Corporation will comply with the *Corruption of Foreign Public Officials Act* (Canada) (“CFPOA”), the U.S. *Foreign Corrupt Practices Act of 1977*, as amended (“FCPA”), and all other applicable anti-bribery and anti-corruption laws in the jurisdictions where the Corporation operates or conducts business, including but not limited to Canada and the United States.
- 1.3 It is important to recognize that even where a country in which an act occurs may not have anti-bribery laws applicable to the conduct in question, the CFPOA and the FCPA may still apply to the Corporation and its Representatives worldwide. Other jurisdictions’ laws may also apply. Although penalties vary across jurisdictions, bribery—or even the perception or allegation of bribery:
 - 1.3.1 may seriously damage the Corporation’s reputation; and
 - 1.3.2 may expose the Corporation and individuals associated with it to significant penalties, including fines, imprisonment, and substantial legal and administrative costs.
- 1.4 The Corporation is committed to:
 - 1.4.1 upholding all anti-bribery and anti-corruption laws applicable to the Corporation, including the CFPOA and FCPA;
 - 1.4.2 tracking and publicly reporting specified payments made to governments in Canada and abroad, as required under the *Extractive Sector Transparency Measures Act* (“ESTMA”). Reportable payment categories include taxes, royalties, fees, production entitlements, bonuses, dividends, and infrastructure improvement payments;
 - 1.4.3 not offering bribes or condoning bribery on behalf of the Corporation;

- 1.4.4 not accepting bribes or permitting bribes to be accepted on behalf of the Corporation;
 - 1.4.5 prohibiting facilitation payments;
 - 1.4.6 maintaining accurate books and records;
 - 1.4.7 ensuring that directors, officers, employees, consultants, agents, and other parties dealing with the Corporation understand and comply with the Corporation's values and policies; and
 - 1.4.8 monitoring ongoing compliance with these principles.
- 1.5 The purpose of this policy is to:
- 1.5.1 set out the responsibilities of the Corporation and those working for or with the Corporation regarding the prevention of bribery and corruption;
 - 1.5.2 ensure the Corporation has procedures in place designed to prevent and detect bribery and corruption;
 - 1.5.3 provide guidance on identifying and addressing potential bribery and corruption issues; and
 - 1.5.4 protect the Corporation from legal, financial, and reputational harm arising from bribery and corruption.

2. TO WHOM DOES THIS POLICY APPLY?

- 2.1 This policy applies to all directors, officers, employees (whether permanent, fixed-term, or temporary), technical and other consultants, agents, and any other person acting on behalf of the Corporation, wherever located (collectively referred to as "Representatives" in this policy).

3. WHO IS RESPONSIBLE FOR THE POLICY?

- 3.1 The Board of Directors is ultimately responsible for this policy and has delegated oversight responsibility to the Corporate Governance and Nominating Committee of the Board to ensure compliance with the Corporation's legal and ethical obligations and to supervise the Compliance Officer in administering this policy.

- 3.2 The Corporation has appointed a Compliance Officer who is primarily responsible for implementing this policy and may establish a management Compliance Committee to assist in its administration.
- 3.3 The Compliance Officer is responsible for monitoring the effectiveness and implementation of this policy and addressing questions regarding its interpretation. Management at all levels is responsible for ensuring that employees reporting to them understand this policy and receive appropriate and regular training. The Compliance Officer may delegate administrative responsibilities as necessary for implementation purposes.

4. WHAT IS BRIBERY?

- 4.1 Bribery is the most common form of corruption and may broadly be defined as the offering, promising, giving, accepting, or soliciting of an advantage as an inducement or reward for an action that is illegal or constitutes a breach of trust.
- 4.2 Bribery is not limited to cash payments and may include non-cash gifts, favors, excessive entertainment or hospitality, or other benefits.
- 4.3 Bribery occurs when a gift, donation, loan, cash or non-cash benefit, or hospitality is provided with the intention of improperly influencing a person or rewarding improper conduct or a failure to act in good faith.
- 4.4 In most jurisdictions, it is irrelevant whether the bribe is accepted. Merely offering or promising a bribe may constitute an offence.
- 4.5 Bribery may be direct or indirect. Indirect bribery includes situations where a person encourages another party to provide a bribe or ignores warning signs suggesting improper payments may be made on the Corporation's behalf.
- 4.6 Examples of risk scenarios that Representatives may encounter are outlined in Schedule "A" to this policy.

5. WHAT IS NOT PERMITTED?

- 5.1 Bribery and corruption can take many forms, and all Representatives are expected to understand and comply with the requirements of this policy.
- 5.2 A Representative must not:

- 5.2.1 give, promise, or offer any payment, loan, reward, gift, or entertainment to a Government Official (as defined below) or any other person with the expectation of obtaining or rewarding an improper business advantage;
 - 5.2.2 give, promise, or offer any payment, loan, reward, gift, or entertainment intended to facilitate or expedite a routine government action;
 - 5.2.3 threaten or retaliate against any person who refuses to participate in bribery or who raises concerns under this policy;
 - 5.2.4 engage in any conduct that could result in a breach of this policy; or
 - 5.2.5 encourage another individual to engage in prohibited conduct.
- 5.3 Representatives must not falsify the Corporation's books and records for the purpose of bribery or concealing bribery. Specifically, Representatives must not:
- 5.3.1 maintain off-book accounts;
 - 5.3.2 fail to record or improperly record transactions;
 - 5.3.3 record non-existent expenditures;
 - 5.3.4 misrepresent liabilities;
 - 5.3.5 knowingly use false documents;
 - 5.3.6 destroy accounting books and records; or
 - 5.3.7 encourage another individual to engage in prohibited conduct.
- 5.4 For the purposes of this policy, "Government Official" means:
- 5.4.1 any person holding a legislative, administrative, or judicial office of any country, government, state, province, or municipality, whether appointed or elected;

- 5.4.2 any employee of a state-owned, controlled, or operated entity, including those operating commercially;
 - 5.4.3 any individual exercising a public function for or on behalf of a government authority or agency;
 - 5.4.4 any official or agent of a public international organization such as the United Nations, World Bank, or International Monetary Fund; or
 - 5.4.5 any political party, political party official, or candidate for public office.
- 5.5 “Third Party” means any individual or organization with whom the Corporation or its Representatives interact in the course of business, including customers, suppliers, distributors, business contacts, joint venture partners, agents, advisors, government bodies, politicians, and political parties.
- 5.6 Representatives should consider the following questions. If the answer to any question is “yes” or “I don’t know,” consult the Compliance Officer immediately:
- 5.6.1 Am I attempting to improperly influence a decision?
 - 5.6.2 Would I be uncomfortable openly recording this transaction in the Corporation’s books and records?
 - 5.6.3 Has the recipient requested confidentiality regarding this matter?
 - 5.6.4 Could this harm the Corporation’s reputation if disclosed publicly?
 - 5.6.5 Would the recipient feel obligated to provide something in return?
 - 5.6.6 Could this violate applicable law?

6. FACILITATION PAYMENTS AND KICKBACKS

- 6.1 The Corporation strictly prohibits facilitation payments and “kickbacks” of any kind.

- 6.2 Facilitation payments are typically small, unofficial payments made to secure or expedite routine government actions by a Government Official, such as the issuance of permits or licenses, visa or work permit processing, or mail collection and delivery services. Kickbacks generally involve payments or incentives provided in exchange for a business favor or advantage and may include discounts or other financial benefits.
- 6.3 Representatives must avoid any activity that could lead to, suggest, or imply that a facilitation payment or kickback will be made by or on behalf of the Corporation.
- 6.4 If a Representative is asked to make a payment on behalf of the Corporation, the Representative must ensure that the payment is reasonable, proportionate to the goods or services provided, and properly supported by a receipt or other appropriate documentation. Any concerns regarding a payment must be promptly discussed with the Compliance Officer.

7. GIFTS AND ENTERTAINMENT

- 7.1 The Corporation may provide reasonable business gifts and participate in legitimate corporate entertainment or speaking engagements, provided such activities are customary and acceptable within the applicable jurisdiction.
- 7.2 The determining factor is whether, under all circumstances, the gift or entertainment is reasonable, appropriate, and justifiable, rather than excessive or extravagant. Representatives should recognize that what may be considered modest in one jurisdiction could be viewed as significant in another. The intent behind the gift or entertainment must always be considered, and nothing may be expected or demanded in return.
- 7.3 The Corporation may provide gifts, hospitality, or entertainment provided that:
 - 7.3.1 it is not cash or a cash equivalent (including gift cards);
 - 7.3.2 it complies with all applicable laws and regulations;
 - 7.3.3 it is appropriate in type, value, timing, and context for the applicable jurisdiction;
 - 7.3.4 it is provided openly and transparently, and not in secret;

7.3.5 any gifts or entertainment involving Government Officials receive prior approval from the Chief Executive Officer or the Compliance Officer; and

7.3.6 all related expenses are accurately and fairly recorded in the Corporation's books and records.

8. CHARITABLE CONTRIBUTIONS AND SPONSORSHIPS

8.1 Any charitable contributions or sponsorships made on behalf of the Corporation must:

8.1.1 not be connected to, dependent upon, or intended to influence any business decision or transaction;

8.1.2 be made directly to a legitimate charitable organization or entity and not to an individual;

8.1.3 receive prior approval from the Chief Executive Officer or the Compliance Officer; and

8.1.4 comply with the ***Corporation's Charitable Donations Policy***.

8.2 The Corporation will conduct appropriate risk-based due diligence to confirm that recipients of charitable contributions or sponsorships are legitimate organizations and that all such payments are properly recorded and accounted for.

9. POLITICAL DONATIONS

9.1 The Corporation may make contributions to Government Officials, politicians, or political parties only where such contributions comply with applicable laws, are authorized by the Chief Executive Officer or Compliance Officer and are made in accordance with the Corporation's *Political Contribution Policy*.

9.2 Representatives must not make or offer political contributions or donations on behalf of the Corporation unless such contributions comply with applicable laws; receive prior written authorization from the Chief Executive Officer or Compliance Officer; and comply with the Corporation's *Political Contribution Policy*.

- 9.3 Any Representative who makes a political donation without the required written authorization will be deemed to be acting in a personal capacity or on behalf of their own organization, and not on behalf of the Corporation.

10. REPRESENTATIVES' RESPONSIBILITIES

- 10.1 All Representatives are responsible for reading, understanding, and complying with this policy, as well as the anti-bribery and anti-corruption provisions contained in the Corporation's **Code of Conduct and Ethics Policy**.
- 10.2 The prevention, detection, and reporting of bribery and corruption are the responsibility of all Representatives. Representatives must avoid any conduct that could lead to or suggest a violation of this policy.
- 10.3 Representatives must promptly notify the Compliance Officer, or report concerns in accordance with the Corporation's **Whistleblower Policy**, if they know of or suspect any actual or potential breach of this policy. Examples of "red flags" are outlined in Schedule "A".
- 10.4 Any employee who violates this policy may be subject to disciplinary action, up to and including termination for cause.
- 10.5 The Corporation reserves the right to terminate contractual relationships with Representatives who breach this policy.

11. RECORD-KEEPING

- 11.1 The Corporation must maintain accurate financial records and appropriate internal controls to document the business rationale for all payments made to Third Parties.
- 11.2 Representatives must ensure that all expense claims related to gifts, entertainment, or other business expenses are submitted in accordance with the Corporation's expense reporting requirements outlined in the **Employee Handbook**.
- 11.3 All accounts, invoices, and records relating to dealings with Third Parties must be prepared and maintained accurately and completely. No off-book accounts or unrecorded funds may be established or maintained for any purpose.

12. HOW TO RAISE A CONCERN

All Representatives are encouraged to raise concerns regarding any suspected misconduct, bribery, or corruption as early as possible. Representatives should consult the Compliance Officer or report concerns through the Corporation's **Whistleblower Policy** if they are uncertain whether a particular act constitutes bribery or corruption or if they have any related questions.

13. WHAT TO DO IF YOU ARE A VICTIM OF BRIBERY OR CORRUPTION

Representatives who are offered a bribe, asked to make one, suspect that bribery may occur, or believe another Representative may be involved in unlawful activity while acting on behalf of the Corporation must promptly report the matter to the Compliance Officer.

14. PROTECTION

- 14.1 Representatives who refuse to participate in bribery or corruption, or who report concerns in good faith, may fear retaliation. The Corporation encourages openness and will support anyone who raises genuine concerns in good faith, even if those concerns are ultimately unfounded.
- 14.2 The Corporation prohibits retaliation against any person who refuses to engage in bribery or corruption or who reports suspected wrongdoing in good faith. Retaliation may include dismissal, disciplinary action, threats, harassment, or any other unfavorable treatment related to raising a concern. Any Representative who believes they have experienced retaliation should immediately notify the Compliance Officer. Employees may also raise concerns formally with the Chief Executive Officer or through the Corporation's confidential ethics reporting procedures set out in the Code of Conduct and Ethics and Whistleblower Policy.

15. TRAINING, COMMUNICATION, ENGAGEMENT OF THIRD PARTIES AND DUE DILIGENCE

- 15.1 Training on this policy forms part of the onboarding process for all new employees. Existing employees will receive periodic and relevant training regarding compliance with this policy.
- 15.2 The Corporation will conduct appropriate risk-based due diligence before engaging or retaining any Third Party who may bind the Corporation or interact with Government Officials on its behalf. Due diligence may include screening against applicable sanctions lists and assessing beneficial

ownership structures. The Compliance Officer will determine the appropriate scope of due diligence in each case.

- 15.3 The Corporation's commitment to preventing bribery and corruption must be communicated to all Third Parties at the outset of the business relationship and reinforced as appropriate thereafter. Third Parties who may interact with Government Officials on behalf of the Corporation must agree in writing to comply with all applicable anti-bribery and anti-corruption laws and the requirements of this policy.

16. MONITORING AND REVIEW

- 16.1 The Compliance Officer will monitor the effectiveness and implementation of this policy and regularly review its suitability, adequacy, and effectiveness. Any necessary improvements will be implemented promptly. Internal controls and procedures will be subject to periodic audits to ensure effectiveness in preventing bribery and corruption.
- 16.2 The Compliance Officer will report regularly on compliance matters to the Corporate Governance and Nominating Committee.
- 16.3 All Representatives are responsible for supporting the implementation and effectiveness of this policy and for reporting any suspected misconduct or violations.
- 16.4 Representatives are encouraged to provide feedback and suggestions regarding improvements to this policy. Comments and questions should be directed to the Compliance Officer.
- 16.5 This policy will be reviewed periodically by the Corporation. Any proposed amendments will be submitted to the Corporate Governance and Nominating Committee for consideration. The policy may be amended at any time, and all employees, officers, and directors will be informed of any material changes.

SCHEDULE "A"

Potential Risk Scenarios ("Red Flags")

1. The following examples illustrate circumstances that may indicate potential bribery or corruption risks. This list is not exhaustive and is intended for guidance purposes only. Any Representative who encounters any of the following situations must promptly report the matter to the Compliance Officer or through the Corporation's confidential ethics reporting procedures outlined in the **Code of Conduct and Ethics** and **Whistleblower Policy**.
 - 1.1 You become aware that a Third Party engages in, or has been accused of engaging in, improper business practices.
 - 1.2 You learn that a Third Party has a reputation for paying bribes or demanding bribes.
 - 1.3 A Third Party:
 - 1.3.1 insists on receiving a commission or fee payment before agreeing to sign a contract or perform services for the Corporation;
 - 1.3.2 requests payment in cash or refuses to provide a formal agreement, invoice, or receipt;
 - 1.3.3 requests payment to a country or location different from where the Third Party operates or resides;
 - 1.3.4 requests an unexpected additional fee or commission to "facilitate" a service;
 - 1.3.5 demands lavish gifts or entertainment before continuing negotiations;
 - 1.3.6 requests payment to ignore potential legal or regulatory violations; or
 - 1.3.7 requests employment or another advantage for a friend or relative.
 - 1.4 You become aware that a colleague is providing unusually expensive or frequent entertainment to a Government Official.

- 1.5 You receive an invoice from a Third Party that appears irregular, vague, or customized in an unusual manner.
- 1.6 You observe that the Corporation has been invoiced for a commission or fee that appears excessive in relation to the services provided.
- 1.7 A Third-Party request or insists on the use of an agent, intermediary, consultant, distributor, or supplier that is unfamiliar to or not typically used by the Corporation.