

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

Effective as of August 28, 2026

IRRUPTIVE METALS CORP.

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

Adopted by the Board of Directors on August 28, 2026.

1. Purpose

The Board of Directors (the "**Board**") of Irruptive Metals Corp. (the "**Company**" and which term shall include any subsidiaries of the Company) has determined that the Company formalize a policy on compliance with the *Corruption of Foreign Public Officials Act* (Canada) (the "**CFPOA**"), as amended from time to time, and applicable provisions of the *Criminal Code* (Canada) (the "**Criminal Code**") relating to domestic bribery and corruption (collectively with the CFPOA, the "**Acts**"). The purpose of this Anti-Bribery and Anti-Corruption Policy (this "**Policy**") is to provide a procedure to ensure that the Company, together with its directors, officers, employees, consultants and contractors, conducts its business in an honest and ethical manner reflecting the highest standards of integrity and in compliance with all applicable laws and regulations applicable to the Company and does not contravene the provisions of the applicable Acts.

2. Application

The CFPOA applies to any person acting in the course of "any business, profession, trade, calling, manufacture or undertaking of any kind carried on in Canada or elsewhere". While the CFPOA specifically addresses dealings with foreign public officials, this Policy applies more broadly to all dealings with any public official, whether domestic or foreign (or any person acting for the benefit of a public official), including conduct that may contravene the domestic bribery and corruption provisions of the Criminal Code. Accordingly, this Policy applies to all directors, officers, employees, consultants and contractors of the Company whose scope of employment or consulting services involves dealing with any public official (or any person acting for the benefit of a public official). In accordance with section 2 of the CFPOA, "**foreign public official**" means (a) a person who holds a legislative, administrative or judicial position of a foreign state, (b) a person who performs public duties or functions for a foreign state, including a person employed by a board, commission, corporation or other body or authority that is established to perform a duty or function on behalf of the foreign state, or is performing such a duty or function, and (c) an official or agent of a public international organization that is formed by two or more states or governments, or by two or more such public international organizations. For the purposes of this Policy, "**domestic public official**" means any of the following persons whose bribery or corruption is addressed by the Criminal Code: (a) a member of the federal Parliament or a provincial or territorial legislature; (b) a justice, police commissioner, peace officer, public officer, officer of a juvenile court, or person employed in the administration of criminal law; (c) an official or employee of, or any person acting on behalf of, the federal government or a provincial or territorial government, or any person who holds a position or appointment that is remunerated by the federal government or a provincial or territorial government; (d) a public officer, including an Indian band official or other person holding a public office; (e) a municipal official; and (f) any person holding or seeking a public office. A "**public official**" means any domestic public official and/or any foreign public official, as applicable. All consultants and contractors will be provided with a copy of this Policy and all agreements with consultants and contractors will include a provision that the consultant and/or contractor must abide by this Policy at all times.

3. Communication of the Policy

To ensure that all directors, officers, employees, consultants and contractors of the Company are aware of this Policy, a copy of this Policy will be distributed to all directors, officers, employees, consultants and

contractors, or alternatively, they will be advised that this Policy is available on the website of the Company for review. All directors, officers, employees, consultants and contractors of the Company will be informed whenever significant changes are made to this Policy. New directors, officers, employees, consultants and contractors of the Company will be provided with a copy of this Policy and will be advised of its importance.

4. Compliance

All directors, officers, employees, consultants and contractors of the Company, in performing their duties, will comply with the laws, rules and regulations of the locations in which the Company is performing business activities and, in particular, with respect to all foreign corrupt practice laws, rules and regulations. Where uncertainty or ambiguity exists, competent legal advice must be obtained.

5. Annual Certification

(a) All directors and officers of the Company, together with any employees, consultants and contractors determined by the Board, will be required to provide an annual certification of compliance with this Policy in the form attached as Schedule A to this Policy.

(b) The Chief Executive Officer ("**CEO**") of the Company will be responsible for ensuring that all annual certifications requested by the Board are obtained in respect of the previous financial year of the Company on or before the end of the first financial quarter of the next financial year of the Company and for providing written confirmation to the Board that such certifications have been obtained and summarizing the results thereof.

6. Prevention of Improper Payments

All directors, officers, employees, consultants and contractors of the Company will adhere to the commitment of the Company to conduct its business in an honest and ethical manner reflecting the highest standards of integrity and in compliance with all applicable laws and regulations. Accordingly, neither the Company nor any of the directors, officers, employees, consultants or contractors will:

(a) **Bribes**

Directly or indirectly, offer or give, or agree to offer or give, a bribe (and any demands for a bribe will be rejected) or pay or offer, or agree to pay or offer, anything of value (including, without limitation, a loan, reward, advantage or benefit of any kind) to a public official, political party, party official or political candidate in the course of business in order to corruptly influence any act or omission by the recipient in connection with the performance of the duties or functions of the recipient, or to induce the recipient to violate his or her lawful duty, or to induce the recipient to use his or her influence with a government, an agency of a country or a political subdivision thereof (a "**Government Entity**") to effect or influence any acts or decisions of such Government Entity for which the official performs duties or function. This includes, but is not limited to, any acts or omissions to award new business or to continue business with a particular person, including a decision on the terms of that business, or encouraging another person to make any such decision.

(b) **Kickbacks**

Kickback any portion of a contract payment to employees of another contracting party or utilize other techniques, such as subcontracts, purchase orders or consulting agreements,

to channel any payment to any public official, to employees of another contracting party or to any of their respective relatives or business associates.

(c) **Facilitation Payments**

Offer, promise or give a small, unofficial payment to a public official, political party, party official or political candidate made to expedite routine governmental action that does not involve obtaining, retaining or directing business.

(d) **Extortion**

Directly or indirectly demand or accept a bribe, facilitation payment or kickback or other payment by threat of force, intimidation or exercise of authority.

(e) **Political Contributions**

Make any contribution or provide any financial support to any political party or candidate on behalf of the Company.

(f) **Government Agents**

Retain an agent to represent the business interests of the Company in a particular country if such agent, or any of the principals, staff, officers or key employees of the agent is, a government or any other public official, a political party official, a political candidate, a person related to any of the foregoing, or any other person who might assert illegal influence on behalf of the Company, provided that if the CEO of the Company considers it advisable, then such an agent may be retained in accordance with the following terms and conditions:

(i) the reputation, background and past performance of the agent have been properly researched and documented, and

(ii) the agent will be retained pursuant to a written agreement specifically defining the agent's duties, containing representations and warranties from the agent of the absence of all of the relationships set out above and providing for immediate termination in the event of an improper payment and requiring annual certification and the right of the Company to audit expenses and invoices.

(g) **Employment of Public Officials**

Employ any officer or other 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, including any relative of any such person, provided that, if the CEO of the Company considers it advisable, such a person may be employed in accordance with the following terms and conditions:

(i) the employment is lawful in the country concerned;

(ii) the employment is not in contravention of the Acts; and

(iii) the services to be rendered by the person do not conflict with the official government duties of the person.

7. Gift and Hospitality Standards

(a) General Standards

Company personnel may not give or accept gifts or hospitality/entertainment in relation to the Company and its business except in compliance with these standards:

(i) the gift or hospitality may not be given or accepted with the intention or expectation of influencing a party to obtain or retain business or a business advantage, or as a reward for the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;

(ii) the gift or hospitality must be customary or not unusual to the industry;

(iii) the gift or hospitality must not violate local laws or local norms;

(iv) any gift or hospitality given must be in the name of the Company and not in the name of any individual;

(v) any gift or hospitality may not be in the form of cash or cash equivalents (such as vouchers or gift certificates);

(vi) the gift or hospitality must be of an appropriate type and value and given or accepted at an appropriate time, taking into account the business relationship with the other party, any pending action expected of the other party, and the reason for the gift or hospitality; and

(vii) the gift or hospitality must be given and accepted openly and not secretly.

(b) Gifts and Hospitality to Government Officials and Politicians

Prior written approval of the CEO must be obtained for any gift or hospitality given to or received from any Government Official or Politician, except for gifts or hospitality of an insignificant or nominal value, such as promotional items (e.g., pens of nominal value, notepads, diaries, calendars and hats or clothing with a logo). Where the CEO is the person giving or receiving such gift or hospitality, the prior written approval of the Chair of the Board must be obtained.

(c) Gifts and Hospitality to Others

Gifts or hospitality to persons other than Government Officials or Politicians should never be offered or accepted without the prior written approval of the CEO where the value of the gift or hospitality per person exceeds the limits established by the CEO from time to time; provided that where the CEO is the person giving or receiving such gift or hospitality, the prior written approval of the Chair of the Board must be obtained. The limits so established will be posted by the Company from time to time. Gifts or hospitality of an insignificant or nominal value, such as promotional items, meals or refreshments offered

during a meeting may be given and accepted without such prior approval. In applying this Policy:

(i) take care that several smaller gifts or levels of hospitality are not given or received if the total value exceeds the limit established by the CEO, over a 12-month period;

(ii) where a gift is received that is in excess of the limits established by the CEO, and it would be impractical or offend local custom to return it, the CEO will decide whether it is appropriate to keep the gift or donate it to charity;

(iii) if there is an occasion where Company personnel and their families are offered hospitality that exceeds the standards established by the CEO, and it may be regarded as offending local custom to decline the offer, the matter will be referred to the CEO for decision.

(d) **Gifts and Hospitality Register**

All gifts and hospitality provided, received or declined must be recorded in the Company's Gift and Hospitality Register which is maintained by the Chief Financial Officer ("**CFO**") of the Company or designees; provided that gifts or hospitality of an insignificant or nominal value, such as promotional items, meals or refreshments offered, may be given and accepted without being recorded.

8. Charitable Contributions and Cultural Donations

(a) All charitable contributions and cultural donations, such as sponsorship of public events, should be approved by the Board before they are given, as detailed below. It is important that backup documentation exists that lists the Government Officials involved, the costs or amounts, and the business purpose.

(b) The contributions or donations:

(i) should go to the government itself or a recognized charity or entity if they are sponsored or requested by the government or a Government Official. They should not go to a specific Government Official;

(ii) should include backup documentation which indicates that there is no government connection if they are not sponsored or requested by the government or a Government Official, and have no other government connections;

(iii) must be supported, wherever possible, by a detailed budget and/or detailed receipts;

(iv) should be in-kind, whenever possible; and

(v) do not require pre-approval if the value of the charitable contribution or cultural donation does not exceed the limit established by the CEO and it is not connected to a Government Official.

9. Meetings with Public Officials

The Company requires that any directors, officers, employees, consultants and contractors of the Company intending to interact with a public official (through in-person meetings, phone conversations, or other interactions) be a registered lobbyist and report any potential interaction with a public official in advance to and receive approval of the CEO.

10. Management Responsibilities

Management of the Company should develop, implement, monitor and maintain a system of internal controls to facilitate compliance with this Policy and the Acts, as well as to foster a culture of integrity and maintain high ethical standards throughout the Company.

11. Record Keeping

The Company shall keep and maintain accurate books and records. All payments made to or by directors, officers, employees, contractors and consultants in connection with the business of the Company must be fairly, accurately and properly recorded and reported and must properly and fairly record the transactions to which they relate. Recording such payments in any way which would conceal their true nature or which is contrary to applicable accounting standards is not permitted. The Company complies with standard accounting practices and policies and is required to make and keep books, records and accounts which accurately and fairly reflect all business transactions, assets and liabilities. There must be no "off the books" or secret accounts.

12. Reporting Violations

Any officer or other employee of the Company that becomes aware of any action which could constitute a violation of this Policy or the Acts or becomes aware of any action in conflict with this Policy or the Acts that has been solicited by any person is required to report such violation or action to their immediate supervisor. However, if an individual is not comfortable discussing the matter with their immediate supervisor, or does not believe that such supervisor has dealt with the matter properly, then such individual should raise the matter with either the CEO or the CFO of the Company. If an individual is not satisfied with the response of the CEO or CFO, or is not comfortable raising the matter with them, such individual may report the matter to the Chair of the Audit Committee in accordance with the Company's Whistleblower Policy. Officers and other employees of the Company who raise genuine concerns will not be subject to any retribution or disciplinary action.

13. Consequences of Non-Compliance

(a) Failure to comply with this Policy may result in severe consequences, including internal disciplinary action or termination of any employment, consulting or similar arrangement without notice. The violation of this Policy may also violate certain Canadian laws and if it appears that a director, officer or other employee of the Company may have violated such laws, then the Company may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment.

(b) This Policy is an extension of the Code of Business Conduct and Ethics (the "**Code**"). Accordingly, a violation of this Policy shall constitute a violation of the Code. Company personnel who become aware of any actual or suspected violation of this Policy must also report such violation in accordance with the reporting procedures set forth in the Code, including Section 3 (Compliance Standards and Procedures) and Section 4 (Reporting

Violations of the Code) of the Code and the applicable timelines, escalation procedures and confidential reporting channels described therein.

(c) In addition, a violation of this Policy may constitute a criminal offence under the CFPOA or the Criminal Code and may expose the Company and/or a director, officer or other employee of the Company to fines and/or imprisonment.

14. Review of Policy

The Board of Directors will annually review and evaluate the effectiveness of this Policy.

15. Queries

If you have any questions about how this Policy should be followed in a particular case, please contact the CEO or the CFO of the Company or the Chair of the Audit Committee.

SCHEDULE A
ANNUAL CERTIFICATION

This will certify that I have received, recently read and understand the Anti-Bribery and Anti-Corruption Policy (the "**Policy**") of Irruptive Metals Corp. (the "**Company**").

I hereby declare that I am responsible for understanding, complying with and implementing the Policy as it applies to my position and area of responsibility. I understand that I must comply with the Policy and the terms of my [employment or consulting arrangement] with the Company.

I confirm that for the period from January 1, 20[●] to December 31, 20[●] I have been, and am currently, in compliance with the Policy, except as noted below.

Name and Title (please print): _____

Signature: _____

Date: _____

Note: All employees and contractors are required annually to sign this form.