

ANTI-CORRUPTION AND ANTI-BRIBERY COMPLIANCE POLICY

1.0 Introduction

TMC The Metals Company (“TMC”)¹ is committed to ensuring that TMC, its subsidiaries and all those with whom it does business conduct business in compliance with all applicable laws, rules and regulations, with honesty and integrity, and with the highest ethical standards.

The purpose of this Anti-Bribery and Anti-Corruption Policy (this “**Policy**”) is to further support TMC’s compliance with laws. Bribery and corruption are of particular concern as they involve the misuse of a position of trust or public authority for private gain. It goes without saying that no employee, officer or director of TMC should engage in or permit any form of bribery or corruption. A violation of anti-bribery and anti-corruption laws can lead to severe legal penalties for TMC or any individuals who engage in a violation.

In order to comply with our legal and ethical obligations, it is important that individuals representing TMC understand what constitutes bribery and other forms of corruption and take appropriate measures to prevent anyone from engaging in such conduct. This Policy is intended to support the fulfilment of those obligations.

2.0 Application of this Policy

This Policy applies to each director, officer, employee and contractor of TMC (collectively referred to as “**TMC Representatives**”), and for each TMC Representative constitutes conditions of employment and/or office. This Policy also applies to all third party agents acting on TMC’s behalf in commercial dealings (“**Agents**”), including (without limitation) consultants and contractors of TMC, and for each Agent constitutes conditions of providing services to TMC.

3.0 Compliance Requirements

TMC Representatives and Agents shall comply fully with relevant anti-bribery and corruption laws and regulations in force in Canada and elsewhere, including but not limited to: i) the Canadian *Corruption of Foreign Public Officials Act*; ii) the Canadian *Criminal Code*; iii) the U.S. *Foreign Corrupt Practices Act*; iv) the U.K. *Bribery Act*; and v) similar laws and regulations in other jurisdictions in which TMC does business. As well, TMC Representatives and Agents shall comply fully with any related procedures, protocols and promulgated interpretations introduced by TMC to assist in its compliance efforts.

3.1 Prohibition on Bribery

TMC Representatives are prohibited from giving, promising, offering, or authorizing payment of a loan, reward, commission, advantage or benefit to a public official² in order to obtain an advantage or benefit of any kind or as consideration for an act or omission of the public official.

¹ This Code applies to TMC and each of its subsidiaries. Accordingly, this Code will refer to TMC The Metals Company and its subsidiaries as “TMC”.

² A “Public Official” may include (without limitation) any: a) elected officials and their staff; b) employees of government departments and agencies; c) persons who perform public duties or functions for a state, including members of the judiciary, public boards, commissions, tribunals, the military and law enforcement; d) employees of State-Owned Enterprises; e) candidates for political office, as well as their staff and volunteers; f) employees and volunteers of political parties; g) employees and volunteers of public international organizations (e.g., the

TMC Representatives are also prohibited from giving or offering anything of value that might induce someone in the private sector to breach their duty of honesty and good faith on behalf of the organization they are employed by or otherwise represent.

Prohibited payments include, but are not limited to, those designed to:

- induce the recipient to award, or influence the award of, a contract to TMC;
- induce the recipient to change, or influence a change in, the terms of a contract in a manner that is more favourable to TMC;
- obtain advantageous tax or customs treatment that would not otherwise be available to TMC; or
- circumvent or cause non-enforcement of laws or regulations applicable to TMC or any TMC Representative.

The prohibition on bribery applies to the giving of anything of value, not only money. This includes providing business opportunities, favorable contracts, gifts, entertainment, the use of property, and the hiring of friends or relatives. Such payments are barred even if:

- the benefit is for someone other than the recipient;
- the business sought is not directly with the recipient's organization;
- the payment does not in fact influence the recipient's conduct; or
- the recipient initially suggested the payment.

Other red flags are provided by way of example in Appendix A, but should not be considered exhaustive.

3.2 Facilitation Payments

Facilitation payments are small payments made to public officials to expedite or facilitate routine acts, such as obtaining an ordinary license or business permit, processing government papers such as visas or customs documents, or providing police protection. Facilitation payments are prohibited.

3.3 Gifts, Meals and Entertainment

TMC Representatives and Agents should never accept or offer gifts or entertainment when doing so may influence improperly or even *appear* to influence improperly TMC's or the recipient's business decisions. It is not always easy to identify whether the provision of gifts, meals, entertainment or other hospitality risks a violation of applicable anti-bribery and anti-corruption laws. Under certain circumstances, it may be permissible to provide gifts, a meal or other entertainment as a social custom. Generally, gifts, meals and entertainment are permissible if:

- There is no expectation that the gift, meal or entertainment is given in exchange for any return favour or business advantage from the recipient or the organization she or he represents;

United Nations, Olympic Organizing Committee, FIFA Committee, and World Bank); and h) contractors of any of the foregoing while acting in their capacity as such.

- The gift, meal or entertainment is infrequent, reasonable and proportionate in amount under the circumstances; and
- Where public officials are involved, TMC's Legal Department is consulted regarding the acceptability of the offering under applicable laws and provides advance approval of the proposed offering.

If you are unsure whether particular gifts, meals or entertainment may constitute bribery or corruption, you should seek advice from the Chief Legal Officer.

3.4 Books and Records

TMC is committed to making and keeping books, records and accounts which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of TMC's assets in accordance with GAAP. In addition, TMC is committed to maintain a system of internal accounting controls in accordance with GAAP sufficient to provide reasonable assurances that:

- Transactions are executed in accordance with management's general or specific authorization;
- Transactions are recorded in such a way as to allow preparation of a report that is in conformity with GAAP or any other criteria applicable to such statements and to maintain accountability for assets;
- Access to assets is permitted only in accordance with management's general or specific authorization; and
- The recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.

Anti-Corruption Legislation provides for penalties for failure to keep accurate books and records. All TMC Representatives and Agents need to assist, and cannot impede, TMC in fulfilling its book-keeping obligations. In this regard, all TMC Representatives must provide any information and documentation requested by TMC of the nature described above, in a timely and cooperative manner.

4.0 Use of Agents

Prior to engaging an Agent, TMC Representatives must conduct due diligence on the Agent in order to be assured that the Agent will conduct the business of TMC in an ethical and lawful manner. Generally these steps will include documenting in writing the Agent's principals and business activities and completing background checks on the Agent and its principals using a commercial service which enables searches against international watch lists and media databases. TMC Representatives should engage with only appropriately qualified and reputable individuals or firms.

Engagements with Agents must be documented in a written contract and should include:

- Representations and covenants regarding the Agent's compliance with this Policy and anti-bribery and anti-corruption laws;
- Record-keeping requirements and audit rights in favour of TMC;
- Confirmation that the Agent has read, understands and will comply with this Policy; and

- A requirement that the Agent must be in compliance with the contract as a condition to any payment thereunder.

TMC Representatives must ensure that compensation of Agents is reasonable and proportionate in light of the services being provided. Approvals must be obtained for all activities and transactions conducted by the Agent on behalf of TMC. A detailed accounting must be maintained of services performed by the Agent on behalf of TMC and payments made to the Agent by TMC.

5.0 Canadian Lobbying Activities

Canada has federal lobbying legislation, as do most provinces and territories and some Canadian municipalities. Lobbying is generally a permissible activity, but lobbying laws require registration and public filings of reportable lobbying activities that have occurred on behalf of TMC. TMC Representatives should comply with applicable lobbying legislation and report to TMC's Legal Department any lobbying activities that they or their reports of Agents participate in on behalf of TMC or as a member of an association in which the TMC Representative or Agent represents TMC.

An TMC Representative or Agent may be lobbying on behalf of TMC if the TMC Representative or Agent is communicating with a "public office holder". The term "public office holder" is often very broadly defined in lobbying legislation and includes elected officials and their staff, public servants, government agencies, government appointees and political or government staff.

Although the definition of lobbying varies from jurisdiction to jurisdiction, it generally captures the following:

- Communications with any public office holders with respect to:
 - the making, amending or repealing of any current or proposed law, regulation, policy, program or financial benefit; or
 - the awarding, amendment or termination of any contract, grant, contribution or financial benefit by or on behalf of the government or government entity.
- Active participation by TMC in any industry association initiative with respect to making, amending or repealing any current or proposed law, regulation, policy, program or financial benefit.
- Engagement by TMC of any external advisor where that advisor indicates to TMC that they will be making a lobbying filing in respect of the activity for which they have been engaged.

There are certain exemptions to the definition of lobbying that vary from jurisdiction to jurisdiction. Depending upon the jurisdiction, the following types of communications often do not constitute lobbying and do not need to be reported:

- Request for information from a public office holder.
- Response to a written request for information from a public office holder.
- Provision of general information about TMC's business activities.
- Communication about the interpretation or enforcement of law.
- Communication about implementation or administration of a policy or program.

- Public hearings.

If you have any doubt as to whether your communication with a public office holder constitutes lobbying, you should contact TMC's Legal Department.

6.0 Reporting and Internal Investigation

All TMC Representatives and Agents have an obligation to report potential violations of this Policy of which they become aware. If an TMC Representative knows, suspects or has reasonable grounds to suspect that an TMC Representative or Agent has been engaged in any violation of this Policy or improper conduct such as bribery – or suspects that a transaction might involve bribery or corruption – that TMC Representative must report any such information to his or her direct supervisor, or the legal department. If confidentiality is preferred, the TMC Representative may submit reports pursuant to the TMC Whistleblower Policy. An Agent shall make such reports to the TMC Representative to whom the Agent reports.

In accordance with TMC's Whistleblower Policy, no TMC Representative who, in good faith, reports a violation of this Policy shall suffer harassment, retaliation or adverse employment consequence.

7.0 Communication of this Policy

Copies of this Policy are made available to all persons bound by it, either directly or by posting of the Policy on TMC's website. All persons or entities bound by this Policy shall be informed whenever significant changes are made. New TMC Representatives shall be provided with a copy of this Policy.

8.0 Education and Monitoring

TMC Representatives and Agents must attend training reasonably designed to inform them of this Policy, assist them in understanding how this Policy would apply to situations relevant to them and how to deal with situations in which conduct prohibited by this Policy may be solicited or encountered as requested by TMC from time to time.

Where an TMC Representative has questions regarding this Policy or requires assistance in complying with this Policy, they shall seek guidance from their direct supervisor, or the legal department. In the case of an Agent, questions shall be directed to the TMC Representative to whom the Agent reports. In addition to the above, TMC's Legal Department is available to give advice on compliance with the principles and procedures outlined in this Policy.

9.0 Discipline Under this Policy

Failure to comply with this Policy may result in severe consequences, which could include internal disciplinary action or termination of employment or consulting arrangements without notice. The violation of this Policy may also violate certain Canadian and/or other laws and if it appears that an TMC Representative may have violated such laws, then TMC may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment. Further, TMC reserves its right to seek damages from any party who, in acting contrary to the Policy, causes harm to TMC and its business interests.

10.0 Review of this Policy

The Governance and Nomination Committee shall review and evaluate this Policy and procedures implemented thereunder from time to time and generally on an annual basis.

APPENDIX “A” – LIST OF BRIBERY AND CORRUPTION RED FLAGS

TMC Representatives and Agents should be on alert for any “red flags” that might suggest an increased likelihood that a business transaction involves bribery or corruption and requires further inquiry or scrutiny. Such red flags include:

- A history of corruption within the country, locality or industry;
- Unusual payment patterns or financial arrangements, including cash payments only or payments to business addresses or accounts inconsistent with an agent’s address or account;
- Payments through a third party (other than a legitimate financial institution) that has no contractual relationship with the agent;
- Lack of cooperation, such as refusal to enter into a written contract, refusal to include anti-corruption provisions in a contract or providing insufficient, false or inconsistent information when, for example, performing due diligence;
- Commissions that are unusually high or suspiciously structured;
- Unusual or excessive business courtesies such as extravagant gifts or entertainment;
- An apparent lack of qualifications or resources in an agent retained to obtain government approval;
- Family ties or other recommendations from public officials in hiring an agent;
- A request by a person that TMC provide employment or some other advantage to a friend or relative;
- Indications that the person is not acting on his or her own behalf, but is trying to conceal the identity of the controlling mind or true beneficial owner of the operation;
- Transactions which have shell companies as middlemen, especially those domiciled in secrecy havens;
- Transactions involving several individuals and/or companies that have no apparent relationship to each other;
- A request by a person to structure a transaction to evade normal record-keeping and/or reporting requirements, or to structure it in a way that appears to have no legitimate business purpose;
- Lack of transparency in expenses and accounting records, or improper or incomplete documentation/invoicing for services.

The above is not an exhaustive list, as suspicious circumstances may take many forms.