



## Nano One Materials Corp. Anti-Corruption Anti-Bribery Policy

### 1. PURPOSE

The Board of Directors (the "**Board**") of Nano One Materials Corp., and its subsidiaries, (the "**Company**") are committed to maintaining and enhancing a culture that emphasizes integrity, transparency and accountability, as well as to complying fully with all applicable government and regulatory laws, rules, and regulations, which requires the observation of high standards of business practices and ethics in the conduct of the business and operations of the Company.

This Anti-Corruption Anti-Bribery Policy (the "**Policy**") embodies this commitment and provides a framework of guidelines and principles to avoid the occurrence, or even the appearance, of improper or illegal conduct, and to encourage ethical behaviour throughout our business.

### 2. DEFINITIONS

For the purposes of this Policy, the following terms are defined below:

**"Anti-Corruption Laws"** refers to the Criminal Code of Canada, Canada's Corruption of Foreign Public Officials Act, the U.S. Foreign Corrupt Practices Act and anti-corruption laws applicable depending on location and other factors.

**"Bribe."** A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or business or personal advantage. An inducement is something which helps to bring about an action or desired result. A business advantage means that the Company or other person is placed in a better position than it would otherwise have been had the bribery or corruption not taken place.

**"Corruption."** The abuse of power or position for illegitimate personal gain.

**"Director"** means a member of the Board of Directors.

**"Facilitation Payments."** Any payment, however small, to expedite or to secure the performance of a routine governmental action.

**"Kickback"** means the return of a sum already paid or due to be paid as a reward for awarding or fostering business.

**"Officer"** generally means a Director, President, Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Chief Technology Officer or anyone else designated by the Board of the Company, from time to time.

**"Political Contribution."** A Political Contribution is a contribution of money, goods or services to support a Public Official or a political campaign or initiative.

**"Public Official"** means an officer, employee or representative of a state or a state-controlled or -owned entity, which includes: (i) any officer, employee or representative of any national or local government institution, any person holding a legislative, administrative or judicial position of any kind; (ii) any officer, employee or representative of a public international organization such as the United Nations, or World Bank; (iii) any officer, director, employee or representative of any state-owned or controlled enterprise

or company; (iv) any officer or representative of a political party; or (v) any candidate for a political office. In addition, offering, promising, or providing money or anything of value to a close family member or household member of a Public Official can constitute a bribe of the official.

### 3. APPLICATION

This policy applies to all Directors, Officers and employees of the Company, as well as contractors under the Company's direct supervision or working for the Company directly ("**Contractors**") and governs interactions with the public and private sector.

### 4. BRIBERY AND CORRUPTION

Employees, Contractors, Officers, and Directors of the Company are required to conduct business ethically and in compliance with applicable Anti-Corruption Laws. These Anti-Corruption Laws generally prohibit companies and individuals from accepting, offering, promising, authorizing or giving Bribes, Facilitation Payments, Kickbacks or anything of value, directly or through a third party, to Public Officials or private sector entities and individuals, in order to obtain or retain business, or to secure or provide an improper business advantage. Bribery (giving or offering a Bribe) and Corruption are never acceptable business practices and are strictly prohibited. Bribery and Corruption can take many forms, including, but not limited to, the provision or acceptance of:

- cash payments;
- jobs or "consulting" relationships for recipients, their family or their businesses;
- commissions or Kickbacks;
- excessive gifts, entertainment or hospitality;
- payment of non-business related or lavish travel expenses;
- personal favours to the recipient, their family or their businesses; or
- the purchase of property or services at inflated or discounted prices.

### 5. POLITICAL CONTRIBUTIONS

Political Contributions to parties and candidates for public office are prohibited or tightly restricted in many countries. Accordingly, employees, Contractors, Directors or Officers are prohibited from making a Political Contribution in the name of or on behalf of the Company, or where the contribution will be associated with the Company, without the prior written approval from the Chief Executive Officer or Chief Financial Officer. This Policy does not restrict individual participation in the political process consistent with applicable laws and regulations. However, this Policy does prohibit employees, Contractors, Directors or Officers from using their position within the Company or the Company's assets to attempt to influence others to support particular political parties or candidates.

### 6. LOBBYING AND REGISTRATION REQUIREMENTS

Any employee, Contractor, Director or Officer within the Company that is required to have interaction with Public Officials, must be aware of and comply with all applicable Federal, Provincial/State or local laws and regulations relating to lobbying and registration. This may include registration as a lobbyist on behalf of the Company and reporting of lobbying activities while observing restrictions on Political Contributions, gifts and entertainment expenditures as required by applicable Federal or Provincial/State statutes or regulations.

## 7. GIFTS AND HOSPITALITY STANDARDS

To comply with this Policy, the cost or expense of a gift, meal or entertainment must be reasonable. It must be directly connected to a legitimate business promotional activity or the performance of an existing contract, it must be permitted under local law, and it must be otherwise consistent with the Company's business practices. When considering the reasonableness of the expense, Contractors, Directors, Officers and employees of the Company should consider the frequency with which such expenses are incurred. Small gifts provided to or received from a government official with company logos, such as pens, t-shirts, hats, or corporate branded items, gifts that cannot be resold or which are consumable (flowers, fruit baskets), or gifts that are valued at less than CA\$200 do not need approval.

If you are in any doubt as to the appropriateness of the offer of a gift or hospitality, you should seek further guidance from the Corporate Secretary or the Chief Financial Officer.

Gifts and hospitality should not be given or received:

- with the intent or prospect of influencing decision-making or other conduct;
- with the intent obtaining any improper or undue advantage;
- which are reasonably capable of being regarded in any way as a bribe; or
- in the form of cash, which includes prepaid cards or gift cards which can be redeemed for cash.

## 8. ACCURATE BOOKS AND RECORDS

The Company shall maintain at all times accurate book and records to fulfil the Company's obligations and to ensure accurate and effective reporting in accordance with applicable laws and regulations. As with receipts and expenditures generally, any expenditure that the Company funds or other use of the Company's resources must be accurately described in supporting documents and accurately reflected in the Company's books and records.

All Contractors, Directors, Officers and employees must ensure that in accordance with this Policy:

- a) all gifts, meals, entertainment, travel, other hospitality and other expenses are properly reported and recorded;
- b) any payments made on behalf of the Company are supported by appropriate documentation;
- c) all accounting and financial records are accurate, complete, and contain a reasonable amount of detail to explain the nature and purpose of the transaction;
- d) no payment to a third party is made in cash or cash equivalents, unless pre-approved by pursuant to Company policies; and
- e) they do not facilitate in the creation of any documents for the purpose of concealing or misconstruing an activity, whether improper or not.

Any issues, questions, or concerns regarding the review and approval of expenses or with respect to the Company's books and records must be reported pursuant to the Company's *Whistle Blower Policy*, in a timely manner.

#### **9. IMMINENT RISK OF PERSONAL HARM PAYMENTS**

Nothing in this Policy prohibits the making of payments, either in cash or in-kind, to Public Officials or anyone else when life, safety, or health are at imminent risk.

#### **10. REPORTING AND VIOLATIONS**

All known or suspected violations of this Policy, whether by Contractors, Directors, Officers and employees of the Company, or by third parties acting on the Company's behalf, must be promptly reported in accordance with the procedures under the *Whistleblower Policy*. Any violation of this Policy can subject both the individual and the Company to severe criminal and civil penalties. Any violation of this Policy will be taken seriously and will lead to appropriate disciplinary measures up to and including termination of the employment or business relationship.

#### **11. ACKNOWLEDGEMENT OF POLICY**

As part of the Company's commitment to compliance, all Directors, Officers, Contractors and employees will be provided with a copy of this Policy upon employment or engagement by the Company, or when the policy is amended in any material respect and will be required to acknowledge that they have read and understood the Policy and agree to comply with the procedures and restrictions set out in the Policy. Requests to make similar acknowledgements may be made on an annual basis.

#### **12. MISCELLANEOUS**

This Policy shall be reviewed annually, and any changes must be approved by the Board.

All references in this Policy to the Board shall also refer to any committee of the Board delegated by the Board to act on its behalf.

*This Anti-Corruption Anti-Bribery Policy was adopted by the Board of Directors on January 26, 2023, and again on August 12, 2025.*