



ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

1. Purpose

Patriot Battery Metals Inc. (together with its subsidiaries, “Patriot”) is committed to conducting its business with honesty and integrity and in accordance with all applicable laws, rules and regulations and the highest ethical standards. This commitment is embodied in Patriot’s Code of Ethics and Business Conduct (the “Code of Ethics”) and in this Anti-Bribery and Anti-Corruption Policy (the “Policy”).

Patriot acknowledges that serious criminal and civil penalties may be incurred and reputational damage may be done if the company is involved in bribery or corruption. Patriot does not tolerate bribery or corruption and is committed to acting professionally, honourably and with integrity in all business dealings and relationships. Patriot does not permit any activity that reflects adversely upon its integrity and reputation. The prevention, detection and reporting of Bribes and other forms of corruption are the responsibility of all of those working for Patriot or on its behalf.

The purpose of this Policy is therefore to reiterate Patriot’s commitment to full compliance by Patriot, its employees, officers and directors with Canada’s Corruption of Foreign Public Officials Act and any local anti-bribery or anti-corruption laws that may be applicable. Illicit activities are counter to Patriot’s ethical culture and could seriously harm both Patriot’s reputation and business.

2. Application of the policy

This Policy applies to all employees, officers and directors of Patriot (collectively, “Representatives”). This Policy also reflects the standards to which Patriot expects Agents to adhere when acting on Patriot’s behalf. This Policy is intended to supplement and not supplant applicable laws, rules, and regulations.

3. Definitions

Defined terms used in this Policy (and not elsewhere defined) have the meanings set out below:

“Agent” means any broker, partner, contractor, consultant, or joint venture partner with whom Patriot contracts to procure or transact business on Patriot’s behalf. This term also includes contract employees and professionals who act on Patriot’s behalf, such as lawyers and accountants.

“Board” means the board of directors of Patriot.

“Bribe” means the offer, promise, or payment of cash, gifts, or excessive entertainment, or an inducement of any kind, including a kickback, offered or given to a person in a position of trust to influence that person’s views or conduct or to obtain an improper advantage.



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“Facilitating Payment” means a small, unofficial payment made to expedite routine governmental action that does not involve obtaining, retaining or directing business, such as expediting the processing of goods, papers or permits.

“Politician” means a political candidate, a political party, any official of a political party, any employee or Agent of any politician, and any person acting on behalf of a political campaign or initiative.

“Public Official” means any official of a governmental entity, a public international organization, a regional development bank or other multilateral organization or a person who performs public duties or functions of a legislative, administrative or judicial nature. For the purposes of this Policy, government-owned companies and their instrumentalities are considered to be governmental entities, and their employees, officers, directors, agents, and contractors are considered to be Public Officials.

4. Prohibitions against bribery and corruption

Representatives of Patriot are never permitted to:

- offer, promise, give or authorize the giving of a Bribe;
- solicit or accept a Bribe as an inducement to confer a benefit on a third party;
- offer, promise or give a Facilitating Payment;
- attempt to induce a Public Official, whether local or foreign, to commit illegal or unethical acts;
- pay any person when a Representative knows or has reason to suspect that all or part of the payment may be channeled to a Public Official or Politician as part of a Bribe;
- act as an intermediary for a third party in the solicitation, acceptance, payment or offer of a Bribe or Facilitating Payment;
- conceal any corrupt or potentially corrupt activity; and
- do anything to induce, assist or permit someone else to violate these rules.

No payments shall be made to Public Officials or Politicians on behalf of Patriot as part of a political campaign.

5. Gifts

Representatives shall not use their position to solicit any gifts or favours involving a third party. Gifts or entertainment from others should not be accepted if they could reasonably be considered to be extravagant or otherwise improperly influence Patriot’s business relationship with or create an obligation to a customer, supplier or contractor.

All Representatives must notify the CFO of any gifts and/or benefits, either offered or accepted and valued at C\$500 or more, to safeguard and make transparent their relationships and dealings with third parties. If such gift and/or benefit was offered to or accepted by the CFO, the CEO must be so notified. If the gift and/or benefit was offered to or accepted by the CEO, he or she must notify the Chair of the Board.



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In addition, the following guidelines regarding gifts and entertainment shall apply:

- reasonable invitations to business-related meetings, conventions, conferences or product training seminars may be accepted;
- invitations to social, cultural or sporting events may be accepted if the cost is reasonable and the attendance serves a customary business purpose such as networking (e.g., meals, holiday parties and tickets);
- invitations to other events or trips that are usual and customary for the Representative's position within the organization and the industry and promotes good working relationships may be accepted provided, in the case of employees, they are approved in advance by their supervisor; and
- it is never acceptable to accept a gift in cash or cash equivalent.

6. Agents and Third Parties

Representatives shall not do business with an Agent or a third party if they have appropriate reason to suspect that Agent or a third party will breach this Policy. Representatives should seek to ensure that any third parties that are hired will not make, offer, solicit or receive improper payments on behalf of Patriot.

Agents must agree to abide by this Policy. In addition, all business agreements with third parties must be confirmed by written contract. Contracts shall specify compliance with applicable laws, rules, and regulations and in particular with anti-corruption legislation in all relevant countries where the third party operates or supplies services to Patriot.

All fees and expenses paid to Agents or third parties should represent appropriate and justifiable remuneration for legitimate services to be provided and should be paid directly to the Agent or third parties respectively.

7. Record-Keeping

Patriot 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. Accounting and financial reporting must include controls for the detection and prevention of bribery. All payments made to or by a Representative or to or by an Agent (when acting on behalf of Patriot) 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. There must be no "off the books" or secret accounts.



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8. Implementation

All business unit managers are directly responsible for implementing the Policy within their business areas, and for adherence by their staff.

Management will periodically audit (i) internal control systems and procedures to provide assurance of effective compliance with this Policy, and (ii) the Policy training programs to ensure that effective training is provided to all Representatives.

9. Compliance

Representatives are required to familiarize and fully comply with this Policy. Representatives have an obligation to report in good faith suspected or known breaches of this Policy to the CEO or the Corporate Secretary (Canada) of Patriot. Whistleblowing reports must be made in accordance with Patriot's Whistleblower Policy (the "Whistleblower Policy"). Any such reports shall be treated as confidential to the extent allowed by law and consistent with the Whistleblower Policy. Patriot prohibits retaliation for good faith reports of suspected misconduct.

10. Waiver

There is no permitted deviation or waiver from this Policy.

11. Corrective Measures

In the event that an employee of Patriot violates the terms of this Policy, Patriot will take appropriate remedial action, which may include disciplinary action, up to and including termination of employment. Any employee who has direct knowledge of potential violations of this Policy but fails to report such potential violations to Patriot will be subject to disciplinary action. Any employee who misleads or hinders investigators inquiring into potential violations of this Policy will be subject to disciplinary action. In cases where the conduct violates applicable laws, rules and regulations, Patriot may also refer the matter to appropriate regulatory authorities, which could result in penalties, fines and imprisonment.

12. Interaction with other Corporate Policies

This Policy supplements the high ethical standards set out in Patriot's policies and, notably, the Code of Ethics. In the event of any inconsistency between the documents, the most stringent of the requirements shall always apply.



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13. Inquiries

Any person who has any questions about this Policy or is in doubt about whether an action could be perceived or considered corruption, may obtain additional guidance from the Corporate Secretary (Canada).

14. Board Review and Approval

This Policy will be reviewed periodically by the Board to ensure it is operating effectively and determine whether any amendments are required. The current version of this Policy was approved by the Board on February 28, 2025.