

ROCKPOINT GAS STORAGE INC.

ANTI-BRIBERY AND CORRUPTION PROGRAM

August 2026

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I. Introduction

Rockpoint Gas Storage Inc. (“**Rockpoint**”) and our controlled subsidiaries (collectively, “**we**,” “**us**,” “**our**” or the “**Company**”) are committed to conducting our business activities with the highest standards of honesty and integrity and in compliance with all legal and regulatory requirements. Giving and/or receiving bribes not only violates these principles but also exposes the Company and the individuals involved to potential severe penalties, including fines and imprisonment, and may also cause serious damage to our reputation. As such, the Company has zero tolerance for bribery.

A bribe is anything of value that is offered, promised, given or received to improperly influence a decision or to gain an improper or unfair advantage in promoting, enhancing, obtaining or retaining business, whether to a public official or a private party. This includes, among other activities, obtaining licenses or regulatory approvals (including those necessary for development, redevelopment or operation of a business), preventing negative government actions, reducing taxes, avoiding duties or customs fees, and/or blocking a competitor from bidding on business. Bribes may not always be in the form of cash payments and may take many other forms, including gifts, entertainment, political contributions, charitable donations, sponsorships, and offers of employment, each of which may be construed as bribes in certain situations.

This document outlines the Company’s Anti-Bribery and Corruption Program (“**the Program**”), which is designed to prevent and detect bribery and corruption (referred hereafter to as “**bribery**”) and ensure compliance with the various bribery related laws and regulations in the jurisdictions in which we operate. Elements of the Program are in place as part of the Company’s overall governance and internal control structure of the Company and are referenced in this Program, where applicable to addressing bribery risks.

The Company’s Anti-Bribery and Corruption Policy (the “**Policy**”) provides employees with guidance on our expectations with respect to the prevention and detection of bribery. The Policy should be read in conjunction with our Code of Business Conduct and Ethics (“**Code**”), which serves as a guide on how each employee should conduct themselves as a member of the Company team.

It is every employee’s responsibility to protect Company, our reputation and themselves from the risks of bribery.

II. Applicable Legislation

The prevention and detection of bribery is a priority for governments around the world. In 2009, the member countries of the Organization for Economic Cooperation and Development (OECD) established an Anti-Bribery Convention that created legally binding standards to criminalize bribery of foreign public officials in international business transactions. Most major countries in the world have laws against foreign bribery and virtually all countries have laws against bribery within their own borders. Certain laws also make it an offence for failing to prevent bribery. In addition to strengthening laws with respect to bribery, regulators also continue to focus on enforcement.

Regulators continue to enact more stringent laws with respect to bribery, in addition to enforcing existing legislation. For instance, laws are being broadened to include bribery in business transactions between private parties, not just bribery of public officials. Additionally, many laws eliminate exceptions for facilitation payments, which are payments made to further routine governmental actions that involve non-discretionary acts (e.g. expediting the processing of visas). Certain laws also make it an offence for failing to prevent bribery.

A notable aspect of these laws is their extra-territorial applicability. This means that liability may arise even when the corrupt act occurs outside of the country in which the law is enacted or may impact companies incorporated in jurisdictions other than where the law was enacted. Consequently, companies may be held liable for the actions of subsidiaries and individuals in foreign countries even if the parent company itself was not aware of the bribery.

In addition, many of these laws apply to associated entities or persons of the Company (e.g. joint venture partners, agents). Thus, the corrupt acts of employees, agents, joint venture partners or others acting for the benefit of the Company may automatically create liability for the Company.

The Company is subject to various such laws, including, but not limited to, the *Foreign Corrupt Practices Act* (FCPA) (U.S.) and the *Corruption of Foreign Public Officials Act* (Canada). The consequences for violating these laws can include significant fines, penalties and potential imprisonment.

III. Scope

Since the Company may be held liable for the corrupt acts of its affiliates under their respective laws globally and may have its reputation impacted by such acts, this Program applies not only to the Company but also to its affiliates.

While the underlying principles of the Program are the same, the approach and specific policies and procedures that are adopted by Company affiliates may depend on the Company's level of ownership and the extent of voting and management control of the affiliate, in addition to the specific requirements of the business.

IV. Anti-Bribery and Corruption Program

The Program is designed to (i) prevent and detect bribery as part of the overall internal control framework and (ii) meet the requirements of applicable anti-bribery laws.

This Program addresses requirements of laws and regulations in countries where the Company operates and incorporates guidance from regulators and enforcement bodies, such as the U.S. Department of Justice, the U.S. Securities and Exchange Commission and the Royal Canadian Mounted Police.

This Program has the following elements:

1. Governance and Tone at the Top

The Company's Senior Management team and Board of Directors are committed to preventing bribery by persons and entities associated with the Company and to foster a culture in which bribery is never acceptable. The Company's Senior Management team and Board of Directors sets the tone and provides leadership and oversight for the development, implementation and operation of the Program.

Rockpoint's legal team is responsible for developing the Program in conjunction with Senior Management and other relevant groups within the Company. Senior Management, with the oversight of the Company's Board of Directors, is primarily responsible for implementation of and compliance with the Program.

The roles and responsibilities for governance of the Program are outlined in Appendix A1.

2. Risk assessment

An organization's procedures to prevent bribery should be proportionate to the bribery risks it faces and to the nature, scale and complexity of its activities, as this results in a more efficient use of resources and will be more effective at preventing and detecting bribery. Therefore, risk assessments are an integral part of the Program.

Bribery risk varies with the type and nature of the business operations. Accordingly, the nature and extent of exposure to potential external and internal risks of bribery by associated persons and entities is assessed, to ensure that appropriate mitigation strategies are undertaken. The assessment is periodic, well-informed and documented, with assessments updated regularly to reflect changing circumstances. The assessed level of risk dictates certain specific procedures and controls that are implemented to prevent and detect bribery. For example, background checks may be done on consultants engaged to assist with obtaining regulatory approvals but not for vendors of office supplies, as the former typically presents a much greater risk of bribery.

The risk assessment framework and procedures are outlined in Appendix A2.

3. Policies

The Company's Anti-Bribery and Corruption Policy (the "**Policy**") sets forth key principles and standards with respect to addressing bribery risks. The Policy is supported by a number of other policies and procedures on specific risk areas, such as gifts, meals, entertainment, donations, political contributions, hiring practices and sponsorships, which, in certain situations, may be construed as bribes if excessive and/or given or received to influence a decision or to gain an improper or unfair advantage in promoting, enhancing, obtaining or retaining business.

All officers, directors, employees and temporary workers of the Company are required to conduct their activities in accordance with the guidance provided in the Policy and to certify compliance on an annual basis. Anti-bribery related provisions should also be incorporated into procurement and hiring policies and practices.

Key policies are outlined in Appendix A3.

4. Communication and Training

We strive to ensure that our anti-bribery policies and procedures are embedded and understood across the organization through regular communications, including training. Our anti-bribery philosophy and policy is regularly communicated across the organization and, where appropriate, to third parties with whom we do business.

The anti-bribery and corruption communication and training program is outlined in Appendix A4.

5. Internal controls

Internal control procedures are in place across various functional areas to prevent and detect bribery as part of our ongoing business operations.

These controls include those that are part of the Company's general governance and internal control structure, as well as those geared specifically to prevent and detect bribery. Key controls relate to maintaining: (i) accurate books and records, (ii) effective procurement and payment processes, (iii) prudent hiring and compensation practices, and (iv) appropriate practices related to the giving and/or receiving of gifts, meals, entertainment and donations.

The internal control procedures are outlined in Appendix A5.

6. Due Diligence - Third Parties and Investment Transactions

Under bribery and corruption laws, the Company could be liable for the actions of third parties we engage (e.g. agents, consultants) and companies we acquire (i.e. successor liability). Therefore, a due diligence protocol that includes bribery considerations is in place when: (i) engaging third party service providers who will perform services for us or on our behalf, and (ii) making investments (M&A, JV, etc.).

The due diligence requirements are outlined in Appendix A6.

7. Reporting and Review

A whistleblower hotline is maintained for confidential reporting of breaches and concerns and for seeking guidance on the application of this Program. Investigation and escalation protocol are in place to respond to bribery incidents.¹ The confidentiality of reported violations is maintained to the fullest extent possible, consistent with the need to conduct an adequate review and subject to applicable law. The Company prohibits retaliation against any person who has filed a report in good faith.

As the nature and scope of the Company's business and operating environment change, the nature of bribery risks the Company faces may also change. To ensure that we adapt to these changes and incorporate lessons learned, the Program is reviewed at least annually to ensure our policies and procedures are up-to-date.

Our subsidiaries report to the Company regularly on the operation of their Program and immediately notify the Company of any bribery incidents or breaches of the Program. Regular reporting on the Program is then provided to the Company's CEO, CFO, and Board of Directors, including assessments of compliance and any breaches.

The reporting and review procedures are outlined in Appendix A7.

V. Questions

If you have any questions about the Program, please contact:

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¹ Bribery incidents include all incidents where bribery has occurred or is suspected to be occurring and includes incidents of bribery, allegations of bribery, and notices or queries from regulators or authorities related to bribery.

APPENDIX A

A1. Governance and Tone at the Top

i. Board of Directors		Frequency
a) Review and approve the Code, Policy and Program		Annually
b) Have standing meeting agenda item to discuss bribery issues including: - Review of Program results - Review of actions taken due to the allegations and ensure their adequacy		Quarterly
ii. Senior Management		Frequency
a) Review and approve the Code, Policy and Program		Annually
b) Provide input on the development of, changes to and implementation of the Program		Annually
c) Review and approve the bribery risk assessment		Annually
d) Enforce policies and ensure that appropriate action is taken in cases of violation		As necessary
iii. Legal Team		Frequency
a) Develop the Program in conjunction with Senior Management		Ongoing
b) Monitor the Program to ensure the elements are being executed effectively		Quarterly
c) Keep up to date with new developments and update the Program accordingly		Ongoing, at least Annually
d) Report to the CEO and Board of Directors on the results of the Program		Quarterly
e) Provide information and support to affiliated entities and teams		As necessary

A2. Risk Assessment

i. Bribery Risk Assessment	Frequency
a) Complete / update the bribery risk assessment for each business in which Company or a wholly controlled entity operates based on: • Country risk • Use the Transparency International Corruption Perceptions Index • Business Specific Risks • Nature of activities and industry • Degree of interaction with public officials and government agencies (for example, permits, licenses, fees, immigration) • If there are public sector customers or public purchases • Degree of involvement and activities of agents / intermediaries / consultants • Degree of involvement of the parties • Whether internal control issues have been identified in the past Notes: • Risk assessments must be prepared and reviewed by management, as per responsibilities outlined in <i>Appendix A1. Governance and Tone at the Top</i> • Bribery risk assessment should be updated when significant changes occur in the business (i.e. new business, transaction or project with a high risk of bribery, violations are suspected or detected, or expanding into new geography/industry) • Business functions, transactions or projects that involve significant interaction with government officials and agencies, or where there is a large proportion of public sector customers or a significant amount of public procurement, should be classified as “high risk” regardless of the geography-specific risks	Annually ²
b) Implement proportionate mitigation strategies based on the assessed level of bribery risk, including varying degrees and types of due diligence, internal controls, and training, as outlined in the Program	Ongoing

² The bribery risk assessment should be updated when significant changes occur in the business, such as:

- a) the business, transaction or project presents a high risk of bribery
- b) violations are suspected or identified
- c) expansion to a new geographical location / market

A3. Policies

i. Anti-Bribery and Corruption Policy	Frequency
a) Maintain an Anti-Bribery and Corruption Policy (“Policy”) that includes guidance on the following: • Zero tolerance for bribery (offered or received) • Dealing with public officials • Offers of employment or internships • Giving and receiving gifts and entertainment • Making charitable donations and political contributions • Lobbying and sponsorship activities • Engaging third parties, including agents and joint-venture partners • Penalties for breaches • Whistleblower hotline and protocols	Ongoing
b) Ensure that the Policy is written in a way that is easily understandable by all employees and is available in the local language of the particular geography	Ongoing
c) Ensure that the Policy conforms to and is consistent with all relevant anti-bribery laws in all jurisdictions in which business is transacted	Ongoing
d) Ensure that the Policy is easily accessible, including by posting the Policy on the Company's intranet and its website	Ongoing
e) Review and update the Policy, as necessary	Annually
ii. Supporting Policies and Procedures	
Ensure that supporting policies and procedures address bribery risks, as relevant; these policies and procedures include: • Code of Business Conduct and Ethics • Procurement Policy • Whistleblower hotline and protocols • HR Recruitment Policy	Ongoing

A4. Communications and Training

i. Internal	Frequency
a) Provide employees with a copy and overview of the Code and Policy and other relevant policies and procedures	Upon hiring
b) Review and certify, in writing, the understanding of the Code and Policy, and, if not in compliance, ensure appropriate remedial action is taken	Upon hiring and Annually
c) All employees will receive anti-bribery and corruption training on a risk-based approach: - Higher-risk roles³ will receive targeted training addressing the specific bribery and corruption risks relevant to their responsibilities at least every two years, with general awareness training in alternate years. - All other employees will complete general awareness training annually.	Every two years Annually
d) Management communicates with staff to remind them of their responsibilities to act ethically including without limitation reminder of the whistleblower hotline; in particular, reminders should be communicated at times when bribery risk may be increased, such as bidding for major government project/concession, renewing an important license, and major holidays when gift giving is common; consider including anonymized descriptions of actual incidents and resulting disciplinary action in communications	Annually
e) Maintain records of all training and certifications for 7 years	Ongoing
ii. Third Parties	Frequency
a) Where appropriate, as determined by internal legal counsel, third-parties are made aware (in contract provisions or otherwise) of Company's zero tolerance policy for bribery and that business carried on with or on behalf of Company must comply with Company's policies	As required
b) Where appropriate, as determined by internal legal counsel, anti-bribery training provided to agents and any other external parties who may be interacting with public officials on Company's behalf	As required
c) Where appropriate, as determined by internal legal counsel, third-party certification of compliance with Company's or equivalent anti-bribery and corruption policy	As required

³ Individuals in higher risk roles include: those who deal with public officials (e.g. property acquisitions and leasing, asset maintenance, regulatory compliance, regulatory affairs), those who regularly extend gifts and entertainment (e.g. relationship managers, business/corporate development professionals), risk management/compliance professionals, key control owners (e.g. accounting team), and transaction leaders (e.g. M&A, JV).

A5. Internal Controls

i. Books and Records	Frequency
a) Maintain accurate books and records in accordance with regulatory and legislative requirements	Ongoing
ii. Procurement process (for more details, see Procurement Guidelines and the Accounts Payable Guidelines)	Frequency
a) Maintain a procurement policy that provides guidance on bidding processes, selection criteria, and risks of conflicts of interest on significant purchases or services, as appropriate for the business	Ongoing
b) Implement appropriate protocols for selecting vendors and suppliers, with the specific procedures and controls being commensurate with the degree of associated bribery risk. For all relevant procurement contracts, consider: • Procurement process and third party contracts managed by persons independent from the contracting party • Proposed compensation for third parties compared to relevant benchmarks and/or competing quotes to ensure that proposed fees are reasonable • Contracts awarded using committees (as opposed to individual decision makers) • Procurement/legal counsel conducts third-party due diligence and reviews contracts before engaging third-parties	Ongoing
iii. Payment process (for more details, see the Accounts Payable and Procurement Guidelines)	Frequency
a) Implement appropriate protocols to ensure that payments are only made for legitimate purposes, with the specific procedures and controls being commensurate with the degree of associated bribery risk, including: • Make payments only through bona fide channels • No payments to offshore accounts (unless payee has a local presence) • Verify owner of bank account before initiating payments • Ensure that all payments are supported by invoices, detailing the goods / services provided and verification of receipt • Monitor adherence to contracts, including appropriate review of payments • Payments to third parties, government entities and expense reimbursements reviewed for reasonableness in context of services rendered • Record payments to government and government entities so that monitoring and review is possible	Ongoing
b) Payments must not be made using cash or cash equivalent, (no checks issued to "bearer" or "cash"); if petty cash funds are necessary, such funds should be disbursed in accordance with the guidelines authorized by the CEO and CFO of the business, which should include: • Maximum limit of the petty cash float and expenses that can be paid • Identification of expenses that petty cash CANNOT be used for (for example, donations, sponsorships, gifts, reimbursements)	Ongoing

• Appropriate internal controls (for example, supporting receipts, reconciliation, reporting)	
iv. Human Resources (for more details, see the Human Resources Guidelines)	Frequency
a) Maintain documentation to support personnel hired for the period of employment and retain for an appropriate period of time based on applicable retention policy	Ongoing
b) Conduct background checks before hiring candidates, where permissible by local law and the role and responsibilities warrant	Ongoing
c) Ensure an appropriate oversight structure exists when “success-based” incentive compensation is utilized	Ongoing
d) Implement a protocol on revolving door issues (i.e., employment offers to a public official who currently or previously worked in on matters directly impacting the company or are referred from such individuals), as well as for referral hires and secondments from investors and other business relationships	Ongoing
e) Allow for the termination of employees for cause for fraudulent activities, including bribery and corruption	Ongoing
f) Prohibit offers of employment or internships as inducements to obtain/retain business or receive favourable regulatory treatment	Ongoing

A6. Due Diligence – Third Parties

i. Third Parties (for more details, see the Third Party Risk Assessment Guidelines)	Frequency
a) Assess third parties prior to engaging them to determine the associated bribery risk level and required due diligence procedures. Consider: • Country bribery risk • Whether there is an appropriate business rationale for engaging the third-party • Proposed activities and type of clients/parties they will be interacting with • Likelihood and degree of interaction with government agencies and/or public officials (incl. candidates for public office or employees of state-owned or controlled entities) • Reputation and qualification of the third party • Beneficial owners (e.g. ownership by or ties to government entities or public officials) • Amount and terms of compensation (e.g. Is compensation at fair market value? Is there a large success fee (red flag)?)	As required prior to engagement
b) Conduct enhanced due diligence procedures on medium and high risk third-parties prior to engaging the third-party. Consider: • Background and reference checks • Media, litigation and watchlist/sanction searches • Review available registers of political and/or charitable donations • Review of policies and procedures • Interview with third party personnel and site visits	As required prior to engagement
c) Update third party due diligence	Every 1 (one) year (for high risk third parties) Every 1 (one) year and 6 (six) months (for medium risk third parties) Every 2 (two) years (for low risk third parties)
d) In consultation with internal legal counsel, include anti-bribery provisions in high risk contracts with significant third parties: • Prohibition on all types of bribery • Acknowledgement that third-party has appropriate anti-bribery policies and procedures in place	As required

• Anti-bribery representations/undertakings/warranties and regular certification of compliance by third-party • Right to terminate or suspend the contract for breach of terms • Requirement to maintain accurate books and records • Right to demand information related to possible bribes • Right to audit books and records if an incident arises	
e) Continuous monitoring: • If the risk profile of the third-party increases (e.g. the third party is asked to perform a riskier service or conduct work in a riskier region), consider the need to conduct/update enhanced due diligence • Initiate review process when bribery is identified or suspected (e.g. through media reports), including reviewing contract clauses to determine possible courses of action and reviewing any payments made	As required

A7. Report and Review

i. Reporting Incidents	Frequency
a) Maintain whistleblower hotline for confidential reporting of breaches/concerns and for seeking guidance on application of the Program	Ongoing
b) Monitor hotline and promptly acknowledge, record, and screen all reported incidents in a timely fashion	As required
ii. Responding to Incidents	Frequency
a) Report all bribery matters to the internal controls/audit team (if no such team exists, to the CFO) who will take follow-up action, as needed, including working with the Company's legal team to determine whether additional verification or incident reporting to the authorities is required	As required
b) Engage external legal counsel or other specialist to assist with investigations where there is unusual or suspicious activity or breaches of the Policy are noted	As required
c) Maintain a record of all reports and investigations, including resolution steps	Ongoing
d) Ensure that the internal controls/audit team (or if no such team exists, the CFO), or a specialist hired by the Company, reviews the books and records of third parties when suspicion of bribery arises and audit is permitted by contract	As required
e) Ensure the removal of members of management involved in acts of corruption and/or fraud	As required
iii. Program Reporting	Frequency
a) The Company's legal and/or compliance team reports to the CEO and Board of Directors on the Program. Areas of reporting include: • Violations, incidents or allegations • Relevant legal and regulatory developments • Program compliance update • Results of Program reviews	Quarterly
b) The legal and/or compliance team obtains certifications from affiliates regarding compliance with the Program and a list of violations, incidents or allegations	Quarterly
c) Subsidiaries notify the Company of any bribery incident or program violations	Ongoing
d) Legal and/or compliance team sends a summary of item iii.a to the appropriate committee	Quarterly
e) The Company provides the results of the risk and compliance review to each of its major shareholders	Quarterly

iv. Program Review	Frequency
a) The legal and/or compliance team reviews the Program and identifies improvement opportunities, as well as updates the Program and associated policies based on internal reviews, lessons learned from compliance failures and weaknesses and other relevant inputs	Annually
b) The Program and the effectiveness of related internal controls will be tested for compliance by the appropriate internal team of the Company	Periodically
c) The Company's internal legal and/or compliance team must evaluate the appropriateness of external review of the Program periodically or in the event of significant changes to legislation	As necessary