

Supplier Code of Conduct

Introduction:

Canpotex Limited and its subsidiaries (collectively, “**Canpotex**”) have the following core values:

Integrity:	We conduct our business with the highest level of integrity, ethics, and respect to our employees, customers, stakeholders, and our communities.
People:	We value the unique and diverse talents of our employees and are committed to providing them with opportunities for growth and success in a trusted team environment.
Safety and Environment:	We are committed to people’s safety and the protection of the environment.
Value Creation:	We are reliable and we innovate efficiently in a competitive export potash market, servicing our customers and generating outstanding value for our shareholders.

Canpotex is committed to upholding these core values in its business dealings and accordingly expects its third-party suppliers of goods and/or services (together with their employees, directors, agents, and contractors, “**Suppliers**”) to also act ethically and responsibly when doing business with and on behalf of Canpotex, and to make efforts to ensure that their own supply networks do the same.

Scope:

This Supplier Code of Conduct (the “**Code**”) sets out certain minimum standards that Canpotex expects its Suppliers to adhere to in an effort to ensure that Canpotex’s core values are upheld throughout its supply chain. We strongly encourage Suppliers to exceed these minimum standards and use their best efforts to promote best practices and continuous improvement throughout their own operations.

Non-compliance with the Code:

Compliance with the Code is mandatory. If a Supplier fails to comply with the Code or shows signs that it is not committed to improving its practices to ensure compliance with the Code, then

Canpotex will review its relationship with the Supplier. This review may result in consequences up to and including the termination of our relationship with the Supplier.

No third-party beneficiary rights:

This Code does not create or intend to create any third-party beneficiary rights.

Specific Code Requirements:

1. **Compliance with Laws and Regulations:** Suppliers are required to comply with all applicable laws, regulations, and industry standards in the countries where they operate, including any laws, regulations or industry standards relating to topics addressed in this Code. Where the standards in this Code differ from applicable laws, regulations, or industry standards, Canpotex expects Suppliers to apply the stricter standard. In any event of non-compliance that would reasonably be deemed to be relevant to Canpotex, the Supplier is expected to promptly report any violations to Canpotex (details below) including a remediation plan to get back into compliance.
2. **Labour and Human Rights:**
 - (a) **Forced Labour:** Suppliers must not use any form of labour provided under circumstances where the labourer could reasonably believe that their or another's safety would be threatened by their failure to provide the labour. Examples include, but may not be limited to, human slavery and forced, bonded or involuntary labour. All work must be voluntary, and employees should be free to leave their employment after reasonable notice. Suppliers must ensure that any third-party agencies providing workers to them are also compliant with the provisions of this Code and with applicable laws.
 - (b) **Child Labour:** Suppliers must not employ individuals who are below the legal working age in the jurisdictions in which they operate, or below the minimum age for employment defined by the International Labour Organization's Minimum Age Convention, whichever is higher. Suppliers must also ensure that the principles and standards outlined in the International Labour Organization's Convention No. 182, prohibiting and eliminating the worst forms of child labour, are upheld within their own supply networks.
 - (c) **Working Conditions:** Suppliers are expected to provide fair pay and reasonable working conditions for their employees and otherwise comply with applicable laws and industry standards related to pay and working conditions.
 - (d) **Non-Discrimination:** Suppliers should provide equal opportunities and treatment for all employees, regardless of race, color, gender, religion, national origin, age, disability,

sexual orientation, or any other protected characteristic. Suppliers are expected to ensure that their workplaces are free from physical, psychological, sexual, and verbal harassment, intimidation, and other abusive conduct.

3. **Health and Safety:** Suppliers must provide a safe and healthy working environment for their employees, taking necessary measures to prevent accidents, injuries, and work-related illnesses. It is expected that Suppliers will always make the health and safety of their employees a priority.
4. **Environmental:** Suppliers must comply with all applicable environmental laws and regulations, including those related to waste management, emissions, and hazardous materials handling. Suppliers are encouraged to adopt practices that manage environmental risks, measure and monitor their environmental performance, and promote resource efficiency, waste reduction, and sustainable use of natural resources.
5. **Anti-Corruption and Ethics:** Canpotex expects its Suppliers to uphold the highest standards of ethics and integrity and to comply with all applicable laws and regulations in their business dealings. Suppliers should maintain transparent and fair business practices, ensuring that all interactions are conducted with integrity.
 - (a) **Anti-Corruption:** Suppliers must never directly or indirectly practice or tolerate any form of corruption including bribery, kickbacks, money-laundering, fraud, facilitation payments, embezzlement, or extortion. Any form of bribery or facilitation payments made by (or to) a Supplier or any employee of Canpotex is prohibited, regardless of whether such payments are permitted by local law.
 - (b) **Competition Laws:** Suppliers shall not engage in any activity that would constitute an unreasonable restraint of trade, unfair trade practice, or other anti-competitive course of conduct in violation of any applicable competition laws.
 - (c) **Conflict of Interest:** Suppliers must avoid any perceived, potential, or actual conflict of interest related to business dealings with Canpotex and shall immediately disclose any such possible conflicts to Canpotex.
 - (d) **Import and Export Compliance:** Suppliers shall comply with, and shall ensure their agents and contractors comply with, all applicable import and export laws, specifically including laws relating to trade sanctions and embargoes.
6. **Indigenous Peoples:** Canpotex expects its Suppliers to respect and prevent breaches to the rights of Indigenous peoples.

7. **Data Protection and Privacy:** Suppliers should protect all confidential and personal data that it has been provided or that it has access to and must comply with all applicable data protection laws.
8. **Confirmation of Compliance:** Canpotex's primary Suppliers must be willing to demonstrate their compliance with the provisions of this Code, including by: responding promptly to reasonable inquiries from Canpotex regarding their compliance with the Code, and acknowledging their willingness to comply with the Code when so requested by Canpotex.
9. **Reporting:** Open communication and transparent reporting enable us to address any issues proactively and work together towards sustained improvement. Canpotex encourages and expects Suppliers to report any suspected violation of this Code by any party to Canpotex's Compliance Department via email at: compliance@canpotex.com.

Supplier personnel may also raise concerns about a suspected violation of this Code through Canpotex's third-party confidential and anonymous whistleblower service, which is provided by ClearView Connects. ClearView Connects can be reached by telephone at: +866-234-5630 (toll free within North America), or via their online website portal at: <https://www.clearviewconnects.com/>.