



# FILO CORP.

(the "Corporation")

## SHAREHOLDER ENGAGEMENT POLICY

(adopted by the Board of Directors of the Corporation (the "Board") on May 10, 2023 and amended on March 20, 2024)

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The Board of the Corporation believes that regular and constructive engagement with the Corporation's shareholders is important to ensuring good corporate governance and transparency. To facilitate such engagement, this policy outlines how the Board may communicate with shareholders, how shareholders can communicate with the Board, and provides an overview of how management interacts with shareholders. The Corporate Governance and Nominating Committee (the "CGNC") oversees this policy as it relates to Board engagement and communications with shareholders.

The Corporation has sound disclosure practices to ensure all shareholders receive timely, factual and accurate information. The Corporation's policy on corporate disclosure and confidentiality of information is available online at [www.filocorp.com](http://www.filocorp.com) under Governance.

### SHAREHOLDER COMMUNICATIONS WITH MANAGEMENT

#### How management communicates with shareholders

Management communicates with shareholders in many ways. The primary form of communication is through Investor Relations, which communicates with shareholders on a daily basis. The Corporation also communicates with shareholders through its annual and quarterly reports, management information circular, annual information form, technical reports, tax transparency reports, sustainability summary, news releases, its website and through presentations at industry and investor conferences. These materials are available on the Corporation's website at [www.filocorp.com](http://www.filocorp.com). Management also holds conference calls for major corporate developments as soon as practical after they are publicly released. Conference calls are webcast in real time and the webcasts, slides (if used), transcripts (if available) and audio replays are accessible on the Corporation's website.

At annual shareholder meetings, management reports to shareholders about recent business developments and answers shareholder questions. The Corporation's external auditor, PricewaterhouseCooper LLP, also attends and can answer questions about the audit and preparation and content of the auditor's report. Shareholders are encouraged to ask questions directed to management or specific executives before, during or after the shareholder meeting by emailing questions to [info@filocorp.com](mailto:info@filocorp.com) and management will endeavor to respond by email as promptly as possible.

The Chief Executive Officer, Chief Financial Officer and the Vice President, Investor Relations are the Corporation's primary spokespeople to the shareholders and investment community, and they meet frequently with investor representatives to discuss the Corporation's performance.

#### How shareholders can communicate with management:

Shareholders can contact management by mail or email at:

Jamie Beck  
President and CEO  
Filo Corp.  
Suite 2800, 1055 Dunsmuir Street  
P.O. Box 49225  
Vancouver, B.C. V7X 1L2  
[jbeck@filocorp.com](mailto:jbeck@filocorp.com)

Trevor D'Sa  
VP, Corporate Development **and** Investor Relations  
Filo Corp.  
Suite 2800, 1055 Dunsmuir Street  
P.O. Box 49225  
Vancouver, B.C. V7X 1L2  
[tdsa@filocorp.com](mailto:tdsa@filocorp.com)

## **SHAREHOLDER COMMUNICATIONS WITH THE BOARD**

### **How the Board communicates with shareholders**

The Board believes that regular and constructive communications is an important part of creating an open, candid and productive dialogue. The Board will annually communicate information about the Board and individual directors, the Corporation's corporate governance and executive compensation practices through the Corporation's management information circular. The Corporation's most recent circular is available at [www.filocorp.com](http://www.filocorp.com).

The Board encourages shareholder attendance and participation at The Corporation's annual shareholder meetings as well as through informal meetings throughout the year as required. The Chair of the Board's responsibilities include ensuring effective communication with all shareholders. As appropriate, the Chair may communicate or meet directly with shareholders and may involve other directors of the Board in such engagement activities, including members of Board committees having responsibility for those issues that are raised by shareholders. If any such meetings are held throughout the year, the directors who have met with such shareholders will report back to the Board on their discussions with shareholders.

### **How shareholders can communicate with the Board**

In between annual meetings, the Corporation supports an open and transparent process for shareholders to contact the Board, including the chairs of our Board committees.

The Corporate Secretary has been designated by the Board as its agent to receive and review communications and meeting requests addressed to the Board. The Corporate Secretary will determine whether the communication received is a proper communication to the Board or should be addressed by management. For example, questions or concerns regarding the Corporation's general business operations, financial results, strategic direction and similar matters are most appropriately addressed by management. However, if management receives any questions that the Board should be made aware of, the information will be passed on to the Corporate Secretary to consider. Shareholders or stakeholders may contact the Corporate Secretary by mail (marking the envelope "Confidential") or by email as follows:

Judy A. McCall  
Corporate Secretary  
Filo Corp.  
Suite 2800, 1055 Dunsmuir Street  
P.O. Box 49225  
Vancouver, B.C. V7X 1L2  
[jmccall@filocorp.com](mailto:jmccall@filocorp.com)

The topics that are appropriate for the Board to address are:

- Corporate governance practices and disclosure;
- Board performance;
- Executive performance;
- Executive compensation;
- Board and Committee composition and qualifications; and
- Board oversight, including oversight of risk

The Board endeavours to respond to all appropriate correspondence in a timely manner. On a quarterly basis, the Corporate Secretary reports to the CGNC on all communications sent to the Board and reviews and considers responses in relation to corporate governance matters.

In the event that a shareholder requests to speak with an independent director or other Corporation representative with respect to any of the matters listed above, the Lead Director, or the Chair of the relevant Board committee may be asked to represent the Corporation in responding to the inquiry in accordance with the Corporation's procedures. The Lead Director, together with the Chair of the appropriate Board committee and the other directors as applicable, will consider each request and determine how to proceed. Any such requested communication or meeting will be limited to the predetermined topics identified in the communication or meeting's agenda.

Shareholders or other stakeholders of the Corporation may communicate directly with the Lead Director by email at [leaddirector@filocorp.com](mailto:leaddirector@filocorp.com).

### **Disclosure by the Corporation, Board or Management**

Shareholders are advised that directors, officers and employees of the Corporation are prohibited by applicable securities laws and Corporation policy from disclosing or discussing non-public, potentially material information about the Corporation during the course of any engagement with shareholders. Further, disclosure of certain information about the Corporation is subject to the Corporation's policies and practices with respect to the treatment of confidential information. These constraints may impact the timing and substance of communications or meetings with shareholders.

### **Questions or Comments on Accounting, Auditing, and Internal Controls**

Under the Corporation's Whistleblower Policy, anyone can anonymously and confidentially raise issues concerning accounting, auditing and internal controls over financial reporting or auditing matters with our Audit Committee by emailing the Corporation's Corporate Secretary at [jmccall@filocorp.com](mailto:jmccall@filocorp.com) or the Corporation's whistleblower email at [whistleblower@filocorp.com](mailto:whistleblower@filocorp.com).

Alternatively, by mail at:

Confidential Concerns  
Attn: Audit Committee Chair  
Filo Corp.  
c/o Suite 2800, 1055 Dunsmuir Street  
P.O. Box 49225  
Vancouver, B.C. V7X 1L2  
[jmccall@filocorp.com](mailto:jmccall@filocorp.com)

All complaints are received by the Chair of the Audit Committee or Corporate Secretary. A summary of such complaints received will be reported on a quarterly basis to the Audit Committee.

A copy of the Whistleblower Policy is available at [www.filocorp.com](http://www.filocorp.com).