BOREALIS FOODS INC.

ANTI-MONEY LAUNDERING, ECONOMIC SANCTIONS AND ANTI-CORRUPTION POLICY

(*Approved and adopted on February 7, 2024*)

The following Anti-Money Laundering and Anti-Corruption Policy (the "**Policy**"), as adopted by the Board of Directors (the "**Board**") of Borealis Foods Inc. (collectively with its subsidiaries, the "**Company**") sets forth the requirements to be followed by the Company directors, officers and employees regarding anti-money laundering ("**AML**") and anti-corruption laws and regulations. This Policy is subject to modification from time to time by the Board pursuant to the recommendations of the Board and the Chief Legal Officer.

I. Purpose

The Company is subject to various laws and regulations relating to anti-corruption, AML, economic sanctions and terrorist financing that are relevant to the specific business and jurisdiction where the business operates. The purpose of this Policy is to ensure that the Company complies with such laws and regulations, as applicable. This Policy applies to all directors, officers and employees of the Company. All such persons are required to read, understand and abide by this Policy and return a signed copy to the Company upon request. The Company's Chief Legal Officer is the final authority for this Policy.

II. Policy Statement

The Company established this Policy to help detect transactions that may involve money laundering, terrorist financing, bribery and corruption, economic sanctions violations or other illicit activity, and to provide resources for reporting applicable situations as required by applicable law. This Policy also helps ensure the Company satisfies all legal and regulatory requirements and maintain ethical business practices.

This Policy sets out essential steps employees must take to avoid breaching corruption laws or economic sanctions rules or being implicated in money laundering or terrorist financing. Employees, directors and officers must ensure the Company is in compliance with applicable laws and regulations and does not deal with the proceeds of criminal activities or the property of sanctioned persons, as this can amount to criminal offenses related to money laundering and economic sanctions violations.

The Chief Legal Officer of the Company monitors and supports compliance with this Policy and regularly reports to senior management.

III. Applicable Laws

Anti-Corruption laws prohibit various forms of corrupt practices and the exercise of undue influence, such as the offer of bribes or illicit kickbacks to government representatives or private individuals to gain an unfair business advantage. Bribery and corruption are widespread global issues that damage societies, harm individuals and undermine the rule of law. Certain anti-corruption laws, such as the *U.S. Foreign Corrupt Practices Act* ("**FCPA**"), the *Canadian*

Corruption of Foreign Public Officials Act ("**CFPOA**") and the *Criminal Code* (Canada), specifically prohibit the giving or offering, or agreeing to give or offer, anything of value to a public official of any country or jurisdiction, a representative of a state-owned enterprise or public international organization, or a close family member of any such person, as consideration for an act or omission to influence any acts or decisions of a government, state-owned enterprise or public international organization to obtain or retain a business advantage.

Anti-Money Laundering laws prohibit acts that are designed to conceal or disguise the true origins of criminally derived proceeds so that the proceeds appear to be derived from legitimate origins or constitute legitimate assets. It is a crime to knowingly use, transfer, transport or otherwise deal in property that is the proceeds of crime. Generally, money laundering occurs in three stages. Cash or assets first enter the financial system at the "placement" stage, where the proceeds generated from criminal activities is converted into money instruments, such as money orders or traveler's checks, or other commodities such as jewels or precious metals, or deposited into accounts at financial institutions. At the "layering" stage, the funds are transferred or moved into other accounts or other financial institutions, or commodities are bought and sold, to further separate the money from its criminal origin. At the "integration" stage, the funds are reintroduced into the economy and used to purchase legitimate assets or to fund other criminal activities or legitimate businesses.

Terrorist Financing encompasses the means and methods used by terrorist organizations to finance their activities and conceal the source of their funds. The funds may come from legal sources, such as business profits, government funding, and charitable organizations, or from illegal activities, such as drug trafficking, kidnapping, and government corruption. Money laundering and terrorism financing are often linked. The actual methods used by terrorist operations can be the same or similar to methods used by other criminals to attempt to conceal either the origin of the funds or their intended use.

Economic Sanctions are measures imposed by governments and international bodies such as the United Nations to restrict dealings or conduct of business with certain countries, governments, groups, entities, individuals or business sectors in order to achieve geopolitical objectives such as national security priorities, the protection of human rights, or implementation of treaty agreements. Both the targets of international Sanctions laws and the scope of restrictions imposed are subject to change on a regular basis and often without notice to the public. For compliance purposes it is therefore essential to maintain up-to-date information about applicable Sanctions and evaluate risk on a case-by-case basis. Persons subject to economic sanctions may exercise sophisticated methods to circumvent applicable restrictions and conceal the source of funds or the ultimate beneficiary of a particular transaction, using similar strategies as those employed in money laundering.

Contravention of all of these laws carry serious consequences, including criminal charges against the Company or its individual officers, directors or employees in their personal capacities, significant administrative monetary penalties, loss of business rights or operating licenses, reputational damage and liability stemming from breaches of contract.

IV. Compliance Program Requirements

a. Employees, directors and officers must comply with this Policy along with any local anti-corruption, AML, anti-terrorist financing or economic sanctions procedures, when they contract with third parties.

b. No transactions are permitted that involve individuals, entities, governments, groups, vessels or geographic regions with which dealings are prohibited under applicable economic sanctions or anti-terrorism laws.

c. For purposes of risk management and as a matter of policy, the Company does not conduct business in any jurisdictions that are subject to very broad or comprehensive economic sanctions or other trade embargoes imposed by the United States or Canada, which at present include: Iran, Cuba, North Korea, Syria, and the Crimea, Kherson, Donetsk, Luhansk or Zaporizhzhia regions of Ukraine.

d. Employees, directors and officers must immediately notify the Chief Legal Officer if they have any suspicions about actual or potential money laundering activity, transactions with sanctioned countries or sanctioned third parties or terrorist activity.

e. Employees, directors and officers must obtain prior clearance from the Chief Legal Officer before allowing any of the following events to happen:

   i. Third party requests to:

      a) Pay funds to a bank account in the name of a different third party or outside the country of their operation.

      b) Take payments in a form outside the normal terms of business.

      c) Split payments to several bank accounts.

      d) Create a different version of an invoice with modified information.

      e) Overpay.

   ii. Third party payments to the Company:

      a) Payments from multiple bank accounts.

      b) Payments from bank accounts from a different geography than the one where the third party is resident.

      c) Deposits received in cash when made by check or electronically in the normal course of business.

      d) Payments received from other third parties that have not been onboarded and/or are not part of the contract.

e) Advancements made that are not an integral part of the normal course of business.

iii. A transaction is requested or contemplated that involves any party in a country or geographic region that is subject to an economic sanctions program administered by the United States or Canada:

a) List of U.S. Sanctions programs: https://ofac.treasury.gov/sanctions-programs-and-country-information

b) List of Canadian Sanctions programs: https://www.international.gc.ca/world-monde/international_relations-relations_internationales/sanctions/current-actuelles.aspx?lang=eng

f. Employees, directors and officers involved in engaging or contracting with third parties such as new suppliers, customers and distributors, or any other third party agent or representative that will act on behalf of the Company in any capacity, must:

i. Ensure that the third parties in question are subject to screening to assess their identity and legitimacy before contracts are signed or transactions occur. Various factors will determine the appropriate forms and levels of screening.

ii. Determine, with guidance from the Chief Legal Officer, which tools and processes should be used to facilitate appropriate screening and record-keeping.

iii. Carefully consider, where necessary in consultation with the Chief Legal Officer, screening outcomes before deciding whether to do business with the third party.

iv. Finance managers who support supply chain management and customer development must regularly monitor and / or review suppliers, customers and other third-party service providers to identify business activity or governance that could indicate money laundering is taking place.

g. Employees, directors and officers must not assume relevant third-party screening has already taken place: failure to check or update screenings periodically may put the Company and its employees at risk.

h. Employees, directors, and officers must not inform a third party suspected of money laundering or other illicit activity described in this policy that they are subject of an internal or external investigation. Employees, directors and officers must obtain guidance from the Chief Legal Officer on how to handle the matter with the third party.

i. Records must be kept of all due diligence and screening performed in accordance with the Company's standard recordkeeping procedures.

V. Government Relations

Directors, officers and employees must adhere to the highest standards of ethical conduct in all relationships with government employees and must not improperly attempt to influence the actions of any public official.

a. Bribery of Public Officials

All employees of the Company must engage in ethical conduct and comply with all foreign and local anti-corruption and anti-bribery laws regulations in force in the U.S. and elsewhere, including but not limited to: the U.S. FCPA, the Canadian CFPOA, the *Criminal Code* (Canada), and similar laws and regulations in other jurisdictions in which the Company does business.

Under such legislation, directors, officers and employees are prohibited from giving or offering anything of value to public officials, whether domestic or foreign. "Public officials" include not only persons acting in an official capacity on behalf of a government (which may include government-owned hospitals or institutions), or a public agency, department or instrumentality, but also representatives of public international organizations, state-owned enterprises, political parties and candidates for public office, and close family members of such individuals.

An "offer" of something of value includes a loan, reward, advantage or benefit of any kind, even if it is not directly financial, including for example favours, introductions, offers of employment or internships. A bribe can be offered to a public official either directly or indirectly, and can still constitute an offence if the offer is made to or through a representative, associate or family member of the public official. The restrictions apply to all payments or offers regardless of value.

For example, under the FCPA, a payment or offer is "corrupt" if it is made for the purpose of:

i. influencing any act or decision of a foreign official in their official capacity;

ii. inducing a foreign official to do or omit to do any act in violation of their lawful duty;

iii. inducing a foreign official to use their position to affect any decision of the government; or

iv. inducing a foreign official to secure any "improper advantage."

Please note that Company policy strictly prohibits the offer or payment of facilitation payments to public officials. Facilitation payments, sometimes known as "grease" payments, are small value payments made to speed up a routine, non-discretionary government action, such as the issuance of a permit or license, processing of paperwork or visas, customs clearance, loading

or unloading of cargo, etc. While facilitation payments remain permitted in certain jurisdictions, they are now prohibited as bribes by most Anti-Corruption Laws.

Bribes can be made indirectly through intermediaries, meaning that actions by third party representatives or agents can implicate the Company in a corruption offence. The required "knowledge" of the offence can be present even where a company had no actual knowledge of an improper offer or payment, in situations where a company has a conscious disregard or deliberate ignorance of facts that suggested an improper payment could occur. Before engaging any third party representative on behalf of the Company or entering into any joint ventures or business partnerships, personnel must consult with the Chief Legal Officer to assess corruption risk related to the engagement and conduct appropriate due diligence.

Any third party agents or representatives who transact business at the behest or on behalf of the Company shall be given a copy of and shall abide by this policy. An agent or representative may be exempted from this requirement if the Chief Legal Officer is satisfied that the agent or representative has implemented and abides by its own equivalent anti-corruption policy. Any contractors, intermediaries, local sales agents or other third party representatives engaged by the Company may be required, at the discretion of the Chief Legal Officer and as a condition of their engagement, to sign an acknowledgement in a form approved by the Chief Legal Officer. This acknowledgement shall indicate that the representative has been made aware of and will comply with this Policy in relation to their work on behalf of the Company. Alternatively, anti-corruption, AML, sanctions and anti-terrorist financing compliance provisions approved by the Chief Legal Officer shall be included in the contract executed with the representative.

Permitted Payments. Payments or offers to public officials may be acceptable in certain circumstances:

- *Reasonable and Bona Fide Hospitality and Travel Expenditures Authorized by the Chief Legal Officer.* Anti-Corruption Laws do not prohibit payments that constitute a reasonable and bona fide expense incurred by or on behalf of a public official directly related to the promotion, demonstration, or explanation of products or services or the execution or performance of a contract or business with a government or public entity. Such expenditures may include expenses for reasonable business travel, meals and hospitality, provided they comply with applicable local regulations or value restrictions. All expenditures must be in accordance with customary business practices and professional courtesy, not excessive in the circumstances, and must not create a potential appearance of bias or conflict of interest. However, in accordance with the section below “Gifts, Entertainment and Hospitality – Public Sector”, prior approval is required from the Chief Legal Officer before any such gifts or hospitality may be offered to a public official.

- *Risk to Health and Safety.* If Company personnel reasonably believe that not paying a request or demand for something of value would result in an imminent threat to their health or safety or the health or safety of any other person, then the payment may be made. This exception only applies to physical health or safety; threats to commercial or financial interests do not justify the payment of such requests. Any payment made

under physical duress circumstances to a public official should be immediately reported to the Chief Legal Officer.

Any employee or other representative who has any questions whatsoever as to whether a particular offer or payment might be prohibited under the FCPA, the CFPOA or any other local legislation, please contact the Chief Legal Officer.

b. Government Procurement and Funding

The U.S. and Canadian federal governments, governments of other countries and many provincial, state, regional and local governments have adopted comprehensive laws and regulations governing the purchase by government institutions or agencies of products from private contractors or the provision of funds to the private sector for research and development. These laws and regulations are intended to assure that governmental entities receive pricing, terms, and conditions equivalent to those granted to the Company's most favored commercial counterparties and that there is full and open competition in contracting.

When selling products to, or seeking funding from, government agencies, the Company must comply with all applicable laws, regulations and other requirements related to government procurement. Certifications to, and contracts with, government agencies are to be signed by an associate authorized by the Board to sign such documents, based upon the knowledge that all requirements have been fully satisfied.

c. Political Contributions

Company funds, property or services may not be contributed to any political party or committee, or to any candidate for or holder of any office of any government. This policy does not preclude, where lawful, company expenditures to support or oppose public referendum or separate ballot issues, or, where lawful and when reviewed and approved in advance by the Chief Legal Officer, the formation and operation of a political action committee.

d. Lobbying

The Company and its personnel are required to comply with applicable laws regulating lobbying activities, which may include jurisdiction-specific registration or notification requirements. Please consult the Chief Legal Officer prior to interacting with any public officials on matters that concern questions of legislative or policy development, the awarding of any project, grant or business opportunity, or the exercise of discretionary decision-making by a government official beyond routine administrative or clerical functions.

VI. Fair Dealing With Customers, Suppliers, Competitors and Associates

The Company does not seek to gain any advantage through the improper use of favors or other inducements. Good judgment and moderation must be exercised to avoid misinterpretation and adverse effect on the reputation of the Company or employees. Offering, giving, soliciting or receiving any form of bribe to or from a vendor, service provider, supplier, regulatory official, investigative site or the like to influence its conduct is strictly prohibited.

a. **Gifts, Entertainment and Hospitality – Private Sector**

Laws of the United States, Canada and other jurisdictions make it an offence to offer, pay or accept bribes or kickbacks to/from private individuals or entities in certain circumstances (sometimes referred to as "secret commissions"). Personnel are prohibited under this policy from making any promises, offers, or giving anything of value to any private party, including a customer, potential customer, supplier, or potential supplier, without first obtaining authorization from the Chief Legal Officer, or with the intention or appearance of improperly influencing the business decisions of the person.

Cash or cash-equivalent gifts must not be given by any employee to any person or enterprise. Gifts, favors, hospitality and entertainment may be given to non-governmental employees if what is given:

i. is consistent with customary business practice;

ii. is not excessive in value and cannot be construed as a bribe or pay-off;

iii. is not in violation of applicable law or ethical standards; and

iv. will not embarrass the Company or any associate if publicly disclosed.

If in doubt, please consult the Chief Legal Officer before extending any gifts, entertainment or hospitality to private sector third parties.

b. **Gifts, Entertainment and Hospitality – Public Sector**

Government officials in many jurisdictions are under strict legal restrictions regarding the type and value of gifts, entertainment and hospitality they are permitted to accept in the course of their public duties. It is the policy of the Company to not offer any gifts, entertainment or hospitality to any government official or any representative of a state-owned enterprise, public agency, or intergovernmental organization unless the expense has been approved by the Chief Legal Officer. This includes gifts or hospitality of nominal value such as meals. Please consult the Chief Legal Officer before providing anything of value to a public official in any jurisdiction.

If any gift, entertainment or hospitality is provided to a public official it must in all cases comply with applicable local laws that apply to the public official in question based on his or her role and function and must be infrequent, of nominal value, consistent with customary business practices and professional courtesy, not excessive in the circumstances, and must not create a potential appearance of bias or conflict of interest.

Any expenditures relating to gifts, entertainment or hospitality provided to public officials must be accurately recorded in the Company’s accounting books and records along with supporting documentation such as an event invitation or receipt retained in accordance with the Company’s standard recordkeeping practices.

c. Receiving Gifts, Entertainment and Hospitality

Gifts, favors, entertainment or other inducements may not be accepted by employees or members of their immediate families from any person or organization that does or seeks to do business with, or is a competitor of, the Company, except as common courtesies usually associated with customary business practices. If the gift, favor or inducement is of more than token value, the Chief Legal Officer must approve its acceptance.

An especially strict standard applies when suppliers, or investigative sites are involved. If a gift unduly influences or makes an employee feel obligated to "pay back" the other party with business, receipt of the gift is unacceptable.

It is never acceptable to accept a gift in cash or cash equivalent such as gift cards. Even cash gifts of token value must be declined and returned to the sender.

d. Unfair Competition

Although the free enterprise system is based upon competition, rules have been imposed providing what can and what cannot be done in a competitive environment. The following practices can lead to liability for "unfair competition" and should be avoided.

Disparagement of Competitors. It is not illegal to point out weaknesses in a competitor's product, service or operation; however, employees may not spread false rumors about competitors or make misrepresentations about their businesses. For example, an employee may not pass on anecdotal or unverified stories about a competitor's product, service or operation as the absolute truth.

Disrupting a Competitor's Business. This includes bribing a competitor's employees, posing as prospective customers or using deceptive practices such as enticing away employees in order to obtain secrets or destroy a competitor's organization.

Misrepresentations of Price and Product. Lies or misrepresentations about the nature, quality or character of any Company product, or service are both illegal and contrary to Company policy.

e. Antitrust Concerns

Federal and state antitrust laws are intended to preserve the free enterprise system by ensuring that competition is the primary regulator of the economy. Every corporate decision that involves customers, competitors, and business planning with respect to output, sales and pricing raises antitrust issues. Compliance with the antitrust laws is in the public interest, in the interest of the business community at large, and in the Company's interest.

Failing to recognize antitrust risk is costly. Antitrust litigation can be very expensive and time consuming. Moreover, violations of the antitrust laws can, among other things, subject you and the Company to the imposition of injunctions, treble damages and heavy fines. Criminal penalties may also be imposed, and individual associates can receive heavy fines or even be imprisoned. For this reason, under no circumstances should any employee of the Company

participate in, or knowingly assist others in, conduct which is in violation of competition or business practices laws and regulations of any jurisdiction in which the Company does business.

A primary focus of antitrust laws is on dealings between competitors. In all interactions with actual or potential competitors, employees must follow these rules:

i. Never agree with a competitor or a group of competitors to charge the same prices or to use the same pricing methods, to allocate services, customers, private or governmental payor contracts, territories or on any other improper basis, to boycott or refuse to do business with a provider, vendor, payor or any other third party, or to refrain from the sale or marketing of, or limit the supply of, particular products or services.

ii. Never discuss past, present, or future prices, pricing policies, discounts, terms or conditions of sale, costs, choice of customers, territorial markets, production quotas, or allocation of customers or territories.

iii. Be careful of your conduct. An "agreement" that violates the antitrust laws may be not only a written or oral agreement, but also a "gentlemen's agreement" or a tacit understanding. Such an "agreement" need not be in writing. It can be inferred from conduct, discussions or communications of any sort with a representative of a competitor.

iv. Make every output- and sales-related decision (pricing, volume, etc.) independently, in light of costs and market conditions and competitive prices.

v. Carefully monitor trade association activity. These forums frequently create an opportunity for competitors to engage in antitrust violations.

Another focus of antitrust law is how a company deals with customers, suppliers, contractors and other third parties. The following practices could raise issues, and employees should always consult with the Chief Legal Officer before doing any of the following:

i. refusing to sell to any customer or prospective customer;

ii. conditioning a sale on the customer's purchasing another product, or on not purchasing the product of a competitor;

iii. agreeing with a customer on a minimum or maximum resale price of our products;

iv. imposing restrictions on the geographic area to which our customers may resell our products;

v. requiring a supplier to purchase products from the Company as a condition of purchasing products from that supplier;

vi. entering into an exclusive dealing arrangement with a supplier or customer; or

vii. offering different prices, terms, services or allowances to different customers who compete or whose customers compete in the distribution of commodities;

If the Company has a dominant or potentially dominant position with respect to a particular product or market, especially rigorous standards of conduct must be followed. In these circumstances, employees should:

i. Consult with the Chief Legal Officer before selling at unreasonably low prices; and

ii. Keep the Chief Legal Officer fully informed of competitive strategies and conditions in any areas where the Company may have a significant market position.

VII. Consequences of Non-Compliance

Failure by any director, officer or employee of the Company to comply with applicable anti-corruption, AML, economic sanctions or terrorist financing laws or the requirements of this policy may be subject to disciplinary action up to and including termination of their employment for cause (or a request for resignation from the board). Third party agents or representatives should similarly expect to have their contracts terminated for cause if they violate the applicable laws discussed in this policy. The Company will actively seek to recoup any damages which it suffers as a result of a violation of the applicable anti-corruption laws or other laws covered by this policy from the individual or entity who carried out the prohibited activity.

VIII. Suspicious Activity Reporting

All employees, directors and officers of the Company must report any suspicious transaction to the Chief Legal Officer, the Chairperson of the Audit Committee or the Whistleblower Compliance Hotline in accordance with the Company's *Whistleblower Policy*. All reports will be kept strictly confidential, and no retaliation of any kind will be tolerated against any individual who in good faith makes inquiries or reports regarding, or participates in external or internal investigations of, a potential violation of this Policy, the CFPOA, FCPA or other applicable laws by the Company or any of its personnel or representatives.

While all Personnel and representatives should report any concerns or suspected violations through the procedures identified in the Whistleblower Policy, they are not prohibited from reporting possible violations of federal law or regulation to any governmental agency or entity or from making other disclosures that are protected under whistleblower provisions of applicable law or regulation.