



RESILIENT STRUCTURES

2023 REPORT UNDER THE CANADIAN SUPPLY CHAINS ACT

I. ABOUT THIS REPORT

RS Technologies Inc., d/b/a Resilient Structures ("**RST**"), inclusive of its wholly-owned and controlled U.S. subsidiary RS Utility Structures Inc. ("**RSUS**"), has prepared this report (the "**Report**") pursuant to the requirements of the Canadian *Fighting Against Forced Labour and Child Labour in Supply Chains Act* (the "**Act**") for the financial year ended December 31, 2023. This is a joint Report made on behalf of RST and RSUS (collectively the "**RST Reporting Entities**"). All references in this Report to the "**Company**", "**we**", or "**our**" refer to the RST Reporting Entities unless otherwise indicated. This Report has not been externally assured. The RST Reporting Entities do not report under similar legislation in any other jurisdiction.

We endorse the elimination of modern slavery and all forms of exploitation that violate human rights through any form of forced labour or child labour (collectively, "**Modern Slavery**"). Such exploitation is contrary to the rights of the Company's workforce, our values and many of the policies and practises of our customers.

II. STRUCTURE, ACTIVITIES & SUPPLY CHAINS

A. Structure

RST is a privately-owned Alberta corporation, incorporated under the Alberta *Business Corporations Act*, originally founded in 1995 as "Recycled Solutions for Industry". After initially working to develop and commercialize proprietary resin systems for a range of end-use applications, RST began developing the production of its world-class composite utility poles and structures in 2003. RSUS is a wholly-owned, Delaware-incorporated subsidiary of RST.

The Company has two manufacturing facilities located in Tilbury, Ontario, Canada and St. George, Utah, USA. Given the growing North American demand for our poles, we have announced further expansion plans and we are currently establishing a third production facility in Houston, Texas, U.S.

The RST Reporting Entities employ approximately 400 people, with larger groupings of hourly and salaried staff located at its facilities complimented by a team of professionals distributed throughout North America in the areas of sales and marketing, technology and management and administration.

B. Activities

We design, engineer, and manufacture composite utility poles and related products for the electric transmission and distribution sectors. By applying superior resin formulations, world class engineering, stringent quality processes and dedicated technical services, we are the global leader in composite utility structure design and manufacturing. The Company's poles' unique design and characteristics enhance the reliability and resiliency of the world's electric distribution and transmission systems.

C. Supply Chains

The RST Reporting Entities utilize a global supply network from eight countries to support their operations with goods and services. In 2023, the RST Reporting Entities made payments to over 550 suppliers.

Because the Company is fundamentally a raw materials conversion business, a significant portion of our supply chains involve the procurement of raw materials from large, global best-in-class firms that produce the glass fiber and resin chemical components required to manufacture our composite utility poles.

With respect to glass fiber, the RST Reporting Entities make purchases from a small number of very large suppliers, each with multiple global manufacturing locations. In 2023, glass fiber was sourced from suppliers with locations (factories and warehouses, as applicable) in the U.S., Canada and Bahrain.

For the Company's proprietary polyurethane resin formulations, primary chemical components are likewise sourced from large global suppliers from the U.S., Germany and Poland.

We have considered the [Global Slavery Index](#) 2023 and the [2022 List of Goods Produced by Child Labor or Forced Labor](#) published by the U.S. Department of Labor, and consider our suppliers of glass fiber and primary chemical components to be relatively low risk countries, with a more moderate risk in Bahrain.

Other categories of major expenditures include capital equipment and tooling vendors, suppliers of consumables and third-party providers of pole-related hardware such as assembly tools, top caps, base plates, climbing steps, brackets, crossmembers and a variety of metalworks.

The machine builders and tool and die suppliers are primarily located in Canada and the U.S.

Many of the more commodity-like goods are sourced from specialty manufacturers that produce parts to our—and often end customers'—published technical specifications. These goods include parts produced via casting, forging and injection molding manufacturing processes.

Where the Company can identify reliable and technically-competent suppliers that are geographically-proximate to its manufacturing facilities in Canada and the U.S., those vendors are engaged as supply chain partners. This is particularly the case for consumables, namely materials routinely used at the plants for various parts of the manufacturing and order preparation processes, where the Company targets low logistics costs and requires frequent and dependable deliveries.

III. POLICIES AND DUE DILIGENCE

The policies and due diligence processes set out in this section are implemented by RST and adopted by RSUS.

The RST Reporting Entities have a number of measures, controls and processes in place to assess and address the risk of occurrences of Modern Slavery. These include those contained in the following:

- Supplier Management System Survey and Vendor Qualification and Audit;
- Code of Business Conduct;
- Integrity Helpline and Whistleblower Policy;
- Annual Employee Compliance Certification;
- Senior Management and Commercial Team Compliance Certifications; and
- Terms and Conditions of Company Purchase Orders.

A. Supplier Management System Survey and Vendor Qualification and Audit

The RST Reporting Entities utilize our Supplier Management System Survey to delve into Modern Slavery risks across geographical locations and industries within our supply chains. The Supplier Management System Survey is a due diligence-based tool administered both upon initial supplier onboarding and at regular annual intervals thereafter.

In the survey, our suppliers are required to answer the following questions:

- *Has your company established a policy expressly prohibiting slavery, forced labor, child labor, human trafficking or any other activities that violate basic human rights and dignity?*
- *Does your company provide training to the employees on anti-slavery?*
- *Does your company conduct regular audits or assessments of suppliers to evaluate compliance with anti-slavery and human trafficking standards?*
- *What measures has your company implemented to prevent and mitigate forced labor, child labor and human trafficking occurring during any stage of goods production, providing service or any other activities?*
- *Do you declare that you shall comply with applicable wage and hour, anti-slavery and human trafficking laws and shall not engage in human trafficking or use child or forced labor in connection with it?*
- *Do you declare that you shall notify the applicable RS entity as soon as you become aware of any actual or suspected slavery, child or forced labor, or human trafficking in its supply chain and other activities?*

When qualifying new vendors, particularly those providing larger scale machines, tooling or specialized equipment, representatives of the RST Reporting Entities often physically visit the vendors' premises. These visits typically occur initially as well as along the course of the project, allowing for monitoring and ongoing assessment of a given vendor's performance. This practise is supported by the RST Reporting Entities' right of access that is set out in the terms and conditions of executed contracts and issued purchase orders, which provides the right to visit the premises of certain vendors and any sub-tier vendors or suppliers, as applicable, for business meeting or audit purposes.

B. Code of Conduct

The RST Reporting Entities' Code of Conduct (the "**Code**") provides the mandatory standards of conduct required of all directors, officers, employees, and contractors of the RST Reporting Entities in every country in which we operate. Each director, officer, employee, and contractor of the RST Reporting Entities are provided with a copy of the Code at commencement of appointment or employment. For employees, the review, acknowledgement and commitment to abide by the Code occurs not only as part of the Company's onboarding process, but also annually as set out in part C of this section, below.

The Code contains the following provision addressing Modern Slavery:

HUMAN RIGHTS AND FORCED LABOR

Respect for human rights is a fundamental value at RST. We strive to respect and promote human rights in our relationships with our employees, contractors, suppliers, and customers. We use due diligence to identify and prevent human rights risks to people in our business and value chain. Where we have identified adverse human rights impacts resulting from or caused by our business activities, we are committed to provide for or cooperate in, their fair and equitable remediation. Forced labour continues to be a critical human rights issue globally.

RST prohibits the use of all forms of modern slavery or forced labour, including prison labour, indentured labour, bonded labour, military labour, slave labour, child labour and any form of human trafficking. RST focuses on promoting inclusive and sustainable economic growth and decent work for all.

C. Annual Employee Compliance Certification

All employees of the RST Reporting Entities are required to undergo an annual certification of compliance with the Code, including its provisions extracted above regarding Modern Slavery. The certification also makes broad inquiries about potential contraventions of the Code and whether there are any unacceptable risks posed to a commercial relationship that the Company has with a counterparty, which includes suppliers and vendors.

D. Integrity Helpline and Whistleblower Policy

The RST Reporting Entities maintain an Integrity Helpline (the “**Helpline**”) and ensure all employees are aware of it and the related Company Whistleblower Policy. The purpose of the Helpline and the Whistleblower Policy is to collectively provide direction to all current and former directors, employees, contractors, subcontractors, agents, volunteers, vendors, donors, members of the general public and partners of the RST Reporting Entities regarding the confidential communication of concerns of dishonesty and lack of integrity affecting the Company, including, without limitation, those that pose a risk to our finances, stakeholders, operations or reputation.

Because of the breadth of the purpose of the Helpline and the Whistleblower Policy, concerns around Modern Slavery may be communicated in good faith to management on an anonymous basis and without the fear of reprisal, or threats of reprisal.

E. Senior Management and Commercial Team Compliance Certifications

Members of the Company’s senior management team and commercial team are required to complete quarterly and annual certifications regarding compliance with laws and regulations as well as disclosure of all material facts to their managers, supervisors, executive officers and Board of Directors, as applicable. In the case of senior management, their certifications include a statement of compliance, to the best of their knowledge and belief after having taken reasonable and prudent steps in their professional judgment, with applicable employment standards and labour relations legislation.

F. Terms and Conditions of Company Purchase Orders

The RST Reporting Entities’ standard terms and conditions that accompany the Company’s purchase orders set out the following:

Anti-Slavery: Vendor warrants that it shall comply, and ensure that its sub-contractors comply, with all applicable wage and hour, anti-slavery and human trafficking laws and shall not engage in human trafficking or use child or forced labor in connection with its supply of Products and/or Services or its performance of this Purchase Order. Vendor shall notify [the applicable RST Reporting Entity] as soon as it becomes aware of any actual or suspected slavery, child or forced labor, or human trafficking in its supply chain which has a connection with this Purchase Order.

Of the above-listed items, in 2023, the following were in place: (i) the Code; (ii) the Helpline and Whistleblower Policy; (iii) Annual Employee Compliance Certification; and (iv) Purchase Order terms and conditions. Subsequent to December 31, 2023, these were augmented by: (i) the inclusion of inquiries regarding Modern Slavery in the Supplier Management System Survey; and

(ii) the broadening of annual and quarterly certifications to include more members of senior management and the Company's commercial team.

IV. POTENTIAL RISKS IN RST'S OPERATIONS AND SUPPLY CHAINS

Potential Risks in Company Operations

The RST Reporting Entities consider the risk of Modern Slavery in our own operations to be low. This assessment is based on the following: (i) virtually all of the Company's operations occur in the U.S. and Canada, which has a low prevalence of child and forced labour, a low risk of vulnerability to child and forced labour and a fairly robust governmental response addressing child and forced labour (see Walk Free, Global Slavery Index 2023, found [here](#).); (ii) the nature of the workforce being primarily located at or around the Company's manufacturing facilities, where work is performed on site and when in person, on-the-job training is required prior to commencing any role; (iii) the business-to-business and industrial nature of the goods that the Company supplies, calling on technically and professionally competent teams of people to accomplish the work; and (iv) the particularly difficult and regulatory-laden environment in which the Company's customers exist. We believe that the residual risk of Modern Slavery in our own operations is appropriately mitigated by the policies and processes described in this Report. We may consider additional enhancements, which will be disclosed as appropriate in future reporting.

Potential Risks in Our Supply Chains

The RST Reporting Entities also consider the risk of Modern Slavery in our supply chains to be low. This assessment is based on the following: (i) the size, scale and number of the large raw material suppliers that dominate the Company's commercial supply chain and the associated levels of expenditure; (ii) the specialized nature of the capital equipment and tooling suppliers being of a highly technical nature and work which requires close, ongoing collaboration efforts with representatives of the Company; (iii) the location of the majority of those firms in North America and Europe, many of which are visited in person by representatives of the Company as outlined above; and (iv) the agreement and adherence of those firms to the legal terms and conditions of all Company purchase orders and longer form supply contracts, as applicable. We believe that the residual risk of Modern Slavery in our Supply Chains is appropriately mitigated by the policies and processes described in this Report. We may consider additional enhancements, which will be disclosed as appropriate in future reporting.

As of the date of this Report, the RST Reporting Entities have not identified any instances or allegations of Modern Slavery within their own workforce or supply chains. Accordingly, no steps were required to remediate Modern Slavery, or the loss of income associated with remediation efforts.

V. TRAINING

In the last few years, as the employee account of the RST Reporting Entities has increased, the Company has implemented an ongoing web-based training program that requires employees' completion of training modules across a host of topics.

In 2024, the Company's human resources team will be evaluating further training opportunities, including those relating to the risks associated with Modern Slavery. The training described above will be incremental to the existing measures outlined above in the under "POLICIES AND DUE DILIGENCE".

VI. ASSESSING EFFECTIVENESS

As we continue to evaluate our compliance measures in place that are designed to prevent and reduce the risk of Modern Slavery, we intend to consider, where appropriate, implementing measures to assess the effectiveness of our processes.

VII. APPROVAL & ATTESTATION

This Report was approved by the Board of Directors of RS Technologies Inc. on May 31, 2024, on behalf of itself and RS Utility Structures Inc., pursuant to section 11(4)(b)(ii) of the Act.

In accordance with the requirements of the Act, and in particular section 11 thereof, I attest that I have reviewed the information contained in the report for the entities listed above. Based on my knowledge, and having exercised reasonable diligence, I attest that the information in the Report is true, accurate and complete in all material respects for the purposes of the Act, for the financial year listed above.



John Higgins
Chief Executive Officer
May 31, 2024

I have authority to bind RS Technologies Inc. and RS Utility Structures Inc.