



**INFORMATION CIRCULAR AND NOTICE OF
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

WEDNESDAY, MAY 6, 2026

**THIS BOOKLET CONTAINS IMPORTANT INFORMATION FOR
SHAREHOLDERS**

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that the annual general meeting of shareholders (the "Meeting") of Russel Metals Inc. (the "Company") will be held:



Date: Wednesday, May 6, 2026

Time: 10:00 a.m. (Eastern Time)

Place: Russel Metals Inc.
6600 Financial Drive,
Mississauga, Ontario, Canada
L5N 7J6

BUSINESS OF THE MEETING

The purpose of the Meeting is:

1. to receive and consider the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2025, together with the report of the auditors thereon;
2. to elect Directors;
3. to appoint KPMG LLP as auditors and to authorize the Directors to fix their remuneration;
4. to approve the advisory resolution to accept the approach to executive compensation disclosed in the Circular; and
5. to transact such further or other business as may properly come before the Meeting or any postponement or adjournment thereof.

NOTICE AND ACCESS

We are using Notice and Access to deliver our meeting materials. Accordingly, this notice of meeting, accompanying Circular, and our audited annual financial statements for the financial year ended December 31, 2025, along with the related Management's Discussion and Analysis of Financial Condition and Results of Operations have been posted on our website at www.russelmetals.com (see "Investor Relations" and "Financial Reports") and under our profile on SEDAR+ at www.sedarplus.ca. For further information regarding delivery of our meeting materials please see our letter to shareholders regarding Notice of our Annual General Meeting of Shareholders and Notice of Availability of Meeting Materials.

VOTING

If you are a registered shareholder, voting instructions are included with this Notice of Annual Meeting. To be valid, proxies for use at the Meeting must be deposited with the Company (at its registered office) or with TSX Trust Company no later than 10:00 a.m. (Eastern Time) on Monday, May 4, 2026 and, in the case of any postponement or adjournment of the Meeting, not less than 48 hours before commencement of the postponed Meeting or recommencement of the adjourned Meeting.

If your shares are held in an account with a trust company, securities broker or other financial institution (an "Intermediary"), you are considered to be a non-registered beneficial shareholder. To vote your shares, you must follow the instructions and complete the form that was provided to you by your Intermediary with this Notice of Annual Meeting.

By Order of the Board,

/s/ Martin L. Juravsky

Martin L. Juravsky,
Executive Vice President,
Chief Financial Officer and
Secretary
Mississauga, Ontario
March 2, 2026

INFORMATION CIRCULAR

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GENERAL

REASON FOR RECEIVING THIS CIRCULAR

You are receiving this Circular because you own common shares of Russel Metals as of March 17, 2026. As a shareholder, you have the right to vote your shares at our annual meeting of shareholders on May 6, 2026. More information regarding the voting of your shares can be found commencing on page 9 of this Circular.

INTERPRETATION

Unless the context otherwise requires, references to "Company", "Corporation", "Russel Metals", "we", "us" or "our" as used herein refer to Russel Metals Inc. and its subsidiaries. All dollar references are in Canadian dollars unless otherwise stated. Unless otherwise indicated, the financial information contained in this Circular is presented as at December 31, 2025 and all other information is current to March 2, 2026.

SHAREHOLDER PROPOSALS

A shareholder who will be entitled to vote at the annual meeting of shareholders of the Company to be held in 2027 and who intends to raise a proposal at such meeting must deliver the proposal to the Company not earlier than December 6, 2026, and not later than February 4, 2027.

ENGAGEMENT WITH THE BOARD OR MANAGEMENT

Senior management regularly travels across Canada, to meet with existing and potential shareholders and also regularly engage with shareholders virtually.

Our Board and management value constructive engagement with shareholders. In the event any shareholder desires to engage with Directors or management at any time, please send your inquiry to the Company's address set out on page 4 of this Circular. If your question is directed to the Chair of the Board or pertains to a specific Committee, please address your note to the Chair of the Board or the Chair of the appropriate Committee. Otherwise, please contact the Company's Investor Relations Department as set out on page 4 of this Circular and we will arrange for the appropriate individual to contact you.

In 2025, the Company, through the leadership of the Chair of the Management Resources and Compensation Committee, proactively reached out to engage with: (a) its 10 largest institutional shareholders, and (b) with the five largest institutional shareholders who, to the Company's knowledge, voted against the Company's advisory resolution with respect to executive compensation, to discuss, among other things, the Company's executive compensation program. This follows an extensive shareholder engagement in 2024 where the Company proactively reached out to engage with its 30 largest institutional shareholders with respect to its executive compensation. Further description of this engagement and the Company's executive compensation program can be found commencing on page 29 of this Circular.

AVAILABILITY OF DISCLOSURE DOCUMENTS

We will provide to any shareholder, upon request to our Investor Relations Department, a copy of:

1. our most recent Annual Information Form together with any document or pertinent pages of any document incorporated therein by reference;
2. our audited consolidated financial statements for our last financial year together with the auditors' report thereon and the related MD&A;
3. our Circular for our last annual meeting of shareholders;
4. our Code of Business Conduct and Ethics Policy for Employees; and
5. any material documents and / or material change reports (other than confidential reports) which we have filed with the various securities regulatory authorities.

CONTACT INFORMATION

For general information regarding the Company, please send your request to:

Russel Metals Inc.

Investor Relations Department
6600 Financial Drive
Mississauga, Ontario L5N 7J6

Phone: 905.816.5178

Fax: 905.819.7409

Email: info@russelmetals.com

For registered shareholders electing to submit a form of proxy, please send to:

TSX Trust Company

Mail (Regular or Registered)

TSX Trust Company
Proxy Department, P.O. Box 721
Agincourt, Ontario M1S 0A1

Fax: 416.607.7964

Email: proxyvote@tmx.com

DELIVERY OF MEETING MATERIAL

NOTICE AND ACCESS

We are using Notice and Access to deliver our meeting materials, including this Circular and our 2025 audited annual financial statements (the "Financial Statements") and related Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A").

Instead of receiving a paper copy of this Circular in the mail, shareholders will receive a package in the mail with a notice ("Notice") explaining how to access this Circular electronically or how to request a paper copy of it. A form of proxy for registered shareholders or a voting instruction form for non-registered shareholders will be included with the Notice with instructions on how to vote your shares. Using Notice and Access reduces printing and mailing costs and is more environmentally friendly.

HOW TO ACCESS THE CIRCULAR ELECTRONICALLY

This Circular is available on our website at www.russelmetals.com (see "Investor Relations" and "Financial Reports") and under our profile on SEDAR+ at www.sedarplus.ca.

HOW TO REQUEST A PAPER COPY OF THIS CIRCULAR AND FINANCIAL STATEMENTS

You may request paper copies of this Circular, the Financial Statements and the related MD&A at no cost up to one year from the date this Circular was filed on SEDAR+ (on or about March 31, 2026). Your request should be received at least ten (10) business days prior to the Meeting date in order to receive this Circular in advance of such date.

If you are a registered shareholder (your shares are registered in your name) you may request paper copies of this Circular, the Financial Statements and the related MD&A by calling 1-844-916-0609 (English) or 1-844-973-0593 (French).

If you are a beneficial or non-registered shareholder (your shares are registered in the name of an intermediary, such as a bank, trust company, investment dealer, agency, or other institution) you may request paper copies of this Circular, the Financial Statements and the related MD&A by calling 1-877-907-7643 or online at www.proxyvote.com. In both cases you will need to enter the 16-digit control number provided on the voting instruction form. You should keep the original form sent to you in order to vote.

Non-registered shareholders are asked to consider signing up for electronic delivery ("E-Delivery") of the Meeting materials. E-Delivery has become a convenient way to make distribution of materials more efficient and is an environmentally responsible alternative by eliminating the use of printed paper and the carbon footprint of the associated mail delivery process. Signing up is quick and easy, go to www.proxyvote.com and sign in with your control number, vote for the resolutions at the meeting and following your vote confirmation, you will be able to select the electronic delivery box and provide an email address. Having registered for E-Delivery, going forward you will receive your Meeting materials by email and will be able to vote on your device by simply following a link in the email sent by your financial intermediary, provided your intermediary supports this service.

QUESTIONS REGARDING NOTICE AND ACCESS

If you have questions about Notice and Access or if you would like to request a paper copy of this Circular after the Meeting, at no charge, you can contact Broadridge Investor Communications Corporation at 1-844-916-0609 for English and 1-844-973-0593 for French or by email at noticeandaccess@broadridge.com.

FINANCIAL STATEMENT REQUESTS

Financial information for the most recently completed financial year is provided in our annual financial statements and related MD&A.

If you are a non-registered beneficial shareholder and you wish to receive our quarterly financial statements and MD&A, you must mark the appropriate request boxes on the voting instruction form provided by your financial intermediary and return it in the envelope provided.

If you are a registered shareholder and you wish to receive our quarterly financial statements and related MD&A you must mark the appropriate request box on the reverse side of the enclosed form of proxy, and return it to us.

Our results are announced by news release. Our financial statements, MD&A and other disclosure documents are available on our website at www.russelmetals.com and on SEDAR+ at www.sedarplus.ca.

BUSINESS OF THE MEETING

ELECTION OF THE BOARD OF DIRECTORS

There are nine nominees for election to the Board of Directors, all of whom are currently Directors of the Company. Detailed information regarding each nominee commences on page 12 of this Circular, including Director attendance at meetings in 2025. If elected, each nominee will serve for a term of one year, until the 2027 annual meeting of shareholders, or until his or her successor is elected or appointed.

APPOINTMENT OF AUDITORS

KPMG LLP ("KPMG") were first appointed as our auditors in 2024 and have been our auditors for two years. If a ballot is demanded at the Meeting, the shares represented by proxies in favour of management nominees will be voted in favour of the appointment of KPMG as auditors of the Company, unless a shareholder has specified in a proxy that his or her shares are to be withheld from voting in the appointment of auditors. To be effective, the resolution to appoint KPMG as auditors of the Company and to authorize the Directors to fix their remuneration must be passed by a majority of the votes cast at the Meeting in person or by proxy by shareholders entitled to vote thereon.

AUDITORS' FEES AND SERVICES

Fees Charged by KPMG

The following table summarizes the audit and other fees charged by KPMG for their services during each of the 2025 and 2024 fiscal years.

Service		
Audit Services (including expenses)	\$1,919,950	\$1,835,000
Audit Related Services	167,200	67,000
Tax Services	120,000	110,000
Total	\$2,207,150	\$2,012,000

Audit Services

The fees charged by KPMG for audit services included the audit of our annual financial statements.

Audit Related Services

The fees charged by KPMG for audit related services are for assurance and related services that are reasonably related to the performance of the audit and are not reported under audit services. Such services included audits of our employee benefit plans.

Tax Services

Tax services conducted by KPMG relate to U.S. tax compliance and tax advice.

Other Services

In fiscal 2025 and 2024, KPMG did not charge fees for any services other than those set out above.

ADVISORY RESOLUTION ON THE COMPANY'S APPROACH TO EXECUTIVE COMPENSATION

In 2010, the Board of Directors of the Company approved the adoption of an annual non-binding advisory vote by shareholders on executive compensation, commencing with the annual meeting held in May 2010. This gives shareholders a formal opportunity to indicate whether they support the disclosed objectives of the executive compensation plans, and the plans themselves. In 2025, the Company's advisory "say on pay" resolution was approved with 85% of the votes cast in support of the resolution. In 2025, the Company, through the leadership of the Chair of the Management Resources and Compensation Committee, reached out to engage with: (a) its 10 largest institutional shareholders, and (b) with the five largest institutional shareholders who, to the Company's knowledge, voted against the Company's advisory resolution with respect to executive compensation to discuss, among other things, the Company's executive compensation program. These 15 shareholders collectively represented ~25% of issued shares and ~41% of the votes cast at the Company's annual general meeting. Further description of this engagement and the Company's executive compensation program can be found commencing on page 29 of this Circular.

As a shareholder, you have the opportunity to vote FOR or AGAINST the Company's approach to executive compensation through the following resolution:

Resolved, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors, that the shareholders accept the approach to executive compensation disclosed in the Company's Information Circular delivered in advance of the Annual Meeting of Shareholders to be held on May 6, 2026.

As this is an advisory vote, the results will not be binding on the Board of Directors. However, the Board of Directors will take the results of the vote into account, as appropriate, when considering future compensation policies, procedures and decisions.

For information regarding the Company's approach to executive compensation please see "Compensation Discussion and Analysis" commencing on page 28 of this Circular and "Executive Compensation" commencing on page 48 of this Circular. **The Board of Directors recommends that the shareholders vote "FOR" the advisory resolution on the Company's approach to executive compensation.**

VOTING INFORMATION

PRINCIPAL HOLDERS OF VOTING SHARES

To the knowledge of our Directors and officers, no person or company currently owns or exercises control of or direction over 10% or more of our common shares.

QUESTIONS AND ANSWERS

Who is soliciting my proxy?

Russel Metals' management is soliciting your proxy for use at the Meeting or at any postponement or adjournment thereof. The solicitation of proxies for the Meeting by the Company will be made primarily by mail, but our officers, employees and agents may also solicit proxies personally or by telephone. The cost of the solicitation of proxies will be borne by Russel Metals.

Who is entitled to vote?

Only holders of common shares may vote at the Meeting. As of March 2, 2026, the date of this Circular, there were 55,016,755 common shares outstanding. Each shareholder is entitled to one vote for each common share registered in his or her name as of the close of business on March 17, 2026, the record date for the Meeting.

How do I Vote?

Registered Shareholders

If you are eligible to vote and your shares are registered in your name, you can vote your shares by proxy. Voting instructions are included in the accompanying form of Proxy. Please complete, sign date and return the enclosed form of Proxy. To be valid, proxies must be signed and deposited with TSX Trust by mail to, P.O. Box 721, Agincourt, Ontario M1S 0A1, Attention: Proxy Department; or electronically online with your 13 digit Control Number at www.meeting-vote.com, by no later than 10:00 a.m. (Eastern Time) on Monday, May 4, 2026 and, in the case of any postponement or adjournment of the Meeting, not less than 48 hours before commencement of the postponed Meeting or recommencement of the adjourned Meeting. The Company reserves the right to accept late proxies and to waive the proxy cut-off deadline, with or without notice, but is under no obligation to accept or reject any particular late proxy.

Non-Registered Beneficial Shareholders

If your shares are held in an account with a trust company, securities broker or other financial institution (an "Intermediary"), you are considered to be a non-registered beneficial shareholder. The Intermediary is the legal entity entitled to vote your common shares for you, in the manner that you direct. The Company has paid all costs associated with the delivery of the Notice and related materials to its non-registered beneficial owners, via their Intermediaries. Non-registered beneficial shareholders should not complete the form of proxy being circulated by management. Instead, you should follow the instructions and complete the voting instruction form that your Intermediary delivered to you. The voting instruction form will provide the necessary instructions to your Intermediary as to how you would like to vote your common shares. All required voting instructions must be submitted to your intermediary sufficiently in advance of the proxy cut-off deadline to allow your intermediary to forward this information to TSX Trust Company prior to the deadline.

If considered necessary, the Company may engage a proxy solicitation firm to contact non-registered shareholders who do not object and to assist them in conveniently voting their shares directly by telephone. The Company may also utilize the Broadridge QuickVote™ service to facilitate voting for such shareholders.

How do I appoint a proxyholder?

The Chair of the Board of Directors ("Chair"), failing him, the President and Chief Executive Officer ("CEO") and failing him, the Vice President of Risk Management and Legal ("VP Risk Management and Legal") of Russel Metals are the persons designated in the enclosed form of proxy who will represent management at the Meeting. **You have the right, as a shareholder, to appoint a different person to act on your behalf at the Meeting. You may exercise this right by inserting in the space provided in the form of proxy the name of the other person you would like to appoint as nominee. To be valid, proxies for use at the Meeting must be deposited with the Company (at its registered office) or with TSX Trust Company no later than 10:00 a.m. (Eastern Time) on Monday, May 4, 2026 and, in the case of any postponement or adjournment of the Meeting, not less than 48 hours before commencement of the postponed Meeting or recommencement of the adjourned Meeting.**

If there is a ballot called for at the Meeting, the shares represented by proxies in favour of the persons named by management on the enclosed form of proxy will be voted or withheld from voting in accordance with the instructions specified by shareholders in the forms of proxy. If the shareholder specifies a choice with respect to any other matter to be acted upon, the shares will be voted accordingly.

If you have not specified in the form of proxy how to vote on a particular matter, your proxyholder is entitled to vote your common shares as your proxyholder sees fit. If your proxy form does not specify how to vote on the advisory resolution on the approach to executive compensation and if you have authorized our Chair, our CEO or our Vice President Risk Management and Legal to act as your proxyholder, your common shares will be voted at the Meeting:

1. **"FOR" the election of the nine nominees to the Board of Directors;**
2. **"FOR" the appointment of KPMG as independent auditors of the Company and to authorize the Board of Directors of the Company to fix the auditors' remuneration; and**
3. **"FOR" the advisory resolution to accept the Company's approach to executive compensation.**

What if I change my mind and want to revoke my proxy?

If you change your mind and want to revoke your proxy after you have delivered it to TSX Trust Company, you (or your attorney if one has been authorized, or if a corporation, an officer thereof) may revoke it:

1. by completing an instrument in writing, bearing a later date, and delivering it:
 - a. to TSX Trust Company or to our registered office located at 6600 Financial Drive, Mississauga, Ontario, L5N 7J6 at any time up to and including the last business day preceding the day of the meeting, or an adjournment thereof, at which the proxy is to used; or
 - b. to the Chair of the Meeting on the day of the Meeting or an adjournment thereof;
or
2. in any other manner permitted by law.

THE BOARD OF DIRECTORS

NUMBER OF DIRECTORS

Our articles provide that the number of persons that may be elected to our Board of Directors is not fewer than seven and not more than 12. The Board of Directors presently consists of nine Directors and the Board has determined that nine Directors will be elected at the Meeting. The current Directors are: M. Elyse Allan, Stewart C. Burton, John M. Clark, James F. Dinning, Brian R. Hedges, Cynthia Johnston, Roger D. Paiva, John G. Reid and Annie Thabet.

The following individuals are being nominated for election as Directors at the Meeting: M. Elyse Allan, Stewart C. Burton, John M. Clark, James F. Dinning, Brian R. Hedges, Cynthia Johnston, Roger D. Paiva, John G. Reid and Annie Thabet.

If elected, each Director will hold office until the next annual meeting of shareholders or until his or her successor is elected or appointed.

NOMINEES FOR THE ELECTION OF DIRECTORS

The following table sets out information about each of the nominees, including his or her principal occupation or employment for at least the last five years, other public board memberships, and in respect of the Company, committee memberships, meetings attended during 2025, previous voting results and the number of common shares owned, controlled or directed and the number of deferred share units ("DSUs") held. For Mr. Reid, in addition to the above items, the following table also sets out the number of share appreciation rights ("SARs"), restricted share units ("RSUs") and performance share units ("PSUs") held. The Nominating and Corporate Governance Committee (the "NCG Committee") has recommended each nominee for election as a Director.

M. Elyse Allan



Age 68
Toronto, Ontario, Canada
Director since 02May2024
Independent⁽⁶⁾

Public Board Memberships:
Brookfield Corporation

Ms. Allan is a Corporate Director. She currently serves as a Director of Brookfield Corporation and as a Trustee and Audit Committee member on the Dartmouth Hitchcock Board. She is the former President and Chief Executive Officer of General Electric Canada Company Inc. from 2004 until 2018, and former Vice President of the General Electric Company. Ms. Allan recently completed her board service for Westinghouse Electric Company, at the MaRS Discovery District, as founding chair of Invest Ontario, Vice Chair of Ontario Health and as chair of the Tuck School of Business Board at Dartmouth College. She supports public policy engagement as a Fellow at the C.D. Howe Institute and serves on its National Advisory Board. Ms. Allan is a Member of the Order of Canada.

Board and Committee Meetings Attended During 2025:

Board	7 of 7
Audit	4 of 4
Nominating and Corporate Governance	4 of 4

Previous Voting Results:

	For	Withheld
2025	99.29%	0.71%
2024	99.61%	0.39%

Securities Held as at March 2, 2026:	Number Outstanding	Total Value as at March 2, 2026
Common Shares ⁽¹⁾	2,500	\$123,275
DSUs ⁽¹⁾⁽²⁾	3,951	194,824
Total Common Shares & DSUs⁽¹⁾⁽²⁾	6,451	\$318,099

Stewart C. Burton



Age 68
Toronto, Ontario, Canada
Director since 01Jan2024
Independent⁽⁶⁾

Public Board Memberships:
None

Mr. Burton is a Corporate Director. He was Vice Chair of RBC Dominion Securities Inc. / RBC Capital Markets from 2009 until his retirement in 2022. Between 2001 – 2009 Mr. Burton held various executive leadership positions with RBC Dominion Securities Inc. / RBC Capital Markets. Prior to joining RBC Dominion Securities Inc. in 1984, Mr. Burton was a chartered accountant with Ernst & Young from 1981 – 1984.

Board and Committee Meetings Attended During 2025:

Board	7 of 7
Audit	4 of 4
Management Resources and Compensation	4 of 4

Previous Voting Results:

	For	Withheld
2025	99.45%	0.55%
2024	99.41%	0.59%

Securities Held as at March 2, 2026:	Number Outstanding	Total Value as at March 2, 2026
Common Shares ⁽¹⁾	3,000	\$147,930
DSUs ⁽¹⁾⁽²⁾	9,806	483,534
Total Common Shares & DSUs⁽¹⁾⁽²⁾	12,806	\$631,464

John M. Clark



Age 70
Etobicoke, Ontario, Canada
Director since 03May2012
Independent⁽⁶⁾

Public Board Memberships:

Vista Gold Corp.
Zephyr Minerals Ltd.

Mr. Clark is a Corporate Director and President of Investments & Technical Management Corp., a firm engaged in corporate finance and merchant banking, since 1999. In relation to Mr. Clark's position at Investments & Technical Management Corp., he also serves as a director of private companies under its management. He was Chief Financial Officer and a Director of Polaris Geothermal Inc. from June 2004 to October 2009. He was President and/or Executive Chairman of Laurasia Resources Limited, a publicly traded oil and gas exploration and development company from 1988 to 1998.

Board and Committee Meetings Attended During 2025:

Board	7 of 7
Audit	2 of 2
Management Resources and Compensation	2 of 2
Nominating and Corporate Governance	4 of 4

Previous Voting Results:

	For	Withheld
2025	97.30%	2.70%
2024	95.22%	4.78%

Securities Held as at March 2, 2026:	Number Outstanding	Total Value as at March 2, 2026
Common Shares ⁽¹⁾	3,000	\$ 147,930
DSUs ⁽¹⁾⁽²⁾	87,773	4,328,087
Total Common Shares & DSUs⁽¹⁾⁽²⁾	90,773	\$4,476,017

James F. Dinning



Age 73
Calgary, Alberta, Canada
Director since 17Feb2003
Chair of the Board since 06May2014
Independent⁽⁶⁾

Public Board Memberships:

None

Mr. Dinning is a Corporate Director and was appointed Chair of the Board of the Company on May 6, 2014. He currently serves as a director of various private companies, foundations and trusts. He was Chair of the Board of Western Investment Company from 2016 – 2024 and Chair of Western Financial Group Inc. from 2005 to 2017 when the company was acquired by Wawanesa. He is the past chair of Liquor Stores North America Ltd and Export Development Canada and a former director of Parkland Fuel Corp, Finning International Inc. and Shaw Communications Inc. From 1997 to 2004 Mr. Dinning was a senior executive of TransAlta Corporation. Mr. Dinning held several key positions during his 11 years as a member of the Legislative Assembly in Alberta, including Provincial Treasurer from 1992 to 1997. He is a Member of the Order of Canada and a Fellow of the Institute of Corporate Directors. He is Chancellor Emeritus of the University of Calgary.

Board and Committee Meetings Attended During 2025:

Board	7 of 7
Environmental Management and Health & Safety	2 of 2
Nominating and Corporate Governance	4 of 4

Previous Voting Results:

	For	Withheld
2025	95.25%	4.75%
2024	92.05%	7.95%

Securities Held as at March 2, 2026:	Number Outstanding	Total Value as at March 2, 2026
Common Shares ⁽¹⁾	33,250	\$1,639,558
DSUs ⁽¹⁾⁽²⁾	91,289	4,501,461
Total Common Shares & DSUs⁽¹⁾⁽²⁾	124,539	\$6,141,019

Brian R. Hedges



Age 73
Toronto, Ontario, Canada
Director since 12May2009
Independent⁽⁶⁾

Public Board Memberships:
Black Diamond Group Limited

Mr. Hedges is a Corporate Director. Mr. Hedges joined Russel Metals as Executive Vice President and CFO in 1994. During his early years with the Company, Mr. Hedges contributed to the divestitures of non-metals operations and the restructuring from a holding company to a metals distribution company. Over the succeeding 15 years, Mr. Hedges assumed various responsibilities, including becoming Executive Vice President and Chief Operating Officer of Russel Metals in 2008. In 2009, Mr. Hedges was appointed President and Chief Executive Officer of Russel Metals. He served as Chief Executive Officer of the Company until his retirement on May 2, 2018. Prior to joining Russel Metals, Mr. Hedges held the positions of President and Chief Executive Officer and Chief Financial Officer, at Gandalf Technologies and Chief Financial Officer at Teleglobe Inc. Mr. Hedges is currently a Director of Black Diamond Group Limited.

Board and Committee Meetings Attended During 2025:

Board	6 of 7
Environmental Management and Health & Safety	4 of 4

Previous Voting Results:	For	Withheld
2025	98.30%	1.70%
2024	91.94%	8.06%

Securities Held as at March 2, 2026:	Number Outstanding	Total Value as at March 2, 2026
Common Shares ⁽¹⁾	55,000	\$2,712,050
DSUs ⁽¹⁾⁽²⁾	59,859	2,951,647
Total Common Shares & DSUs⁽¹⁾⁽²⁾	114,859	\$5,663,697

Cynthia Johnston



Age 64
Victoria, British Columbia, Canada
Director since 05May2021
Independent⁽⁶⁾

Public Board Memberships:
AltaGas Ltd.

Ms. Johnston is a Corporate Director. She serves on the Board of Directors of AltaGas Ltd. where she chairs the EH&S Committee. She was Executive Vice President, Gas, Renewables and Operations Services at TransAlta Corporation from 2015 until her retirement in 2017. Between 2011 and 2015, she held various positions, including Executive Vice President Enterprise Risk and Corporate Services and Executive Vice President Corporate Services. From 2013 until her retirement, she was Chief Operating Officer and served as a non-independent Director of TransAlta Renewables. Prior thereto, Ms. Johnston held various executive leadership positions with TransAlta and FortisAlberta.

Board and Committee Meetings Attended During 2025:

Board	7 of 7
Audit	4 of 4
Environmental Management and Health & Safety	4 of 4

Previous Voting Results:	For	Withheld
2025	99.29%	0.71%
2024	97.47%	2.53%

Securities Held as at March 2, 2026:	Number Outstanding	Total Value as at March 2, 2026
Common Shares ⁽¹⁾	1,000	\$ 49,310
DSUs ⁽¹⁾⁽²⁾	16,802	828,507
Total Common Shares & DSUs⁽¹⁾⁽²⁾	17,802	\$877,817

Roger D. Paiva



Age 65
Toronto, Ontario, Canada
Director since 01Oct2020
Independent⁽⁶⁾

Public Board Memberships:
None

Mr. Paiva is a Corporate Director. Mr. Paiva was the Vice President Operations – North Region of Gerdau Steel Company from 2017 until his retirement in 2019. He started with Gerdau Steel in 1982 and held many senior positions at Gerdau Steel throughout his career including Vice President Operations, Merchant Mills from 2011 – 2017. Mr. Paiva was a member of the Board of Directors of the Canadian Steel Producers Association from 2011 to 2019, during his last two years he held the position of Co-Chair of the Board of Directors.

Board and Committee Meetings Attended During 2025:

Board	7 of 7
Environmental Management and Health & Safety	4 of 4
Management Resources and Compensation	4 of 4

Previous Voting Results:	For	Withheld
2025	88.47%	11.53%
2024	98.76%	1.24%

Securities Held as at March 2, 2026:	Number Outstanding	Total Value as at March 2, 2026
Common Shares ⁽¹⁾	4,460	\$219,923
DSUs ⁽¹⁾⁽²⁾	15,595	768,989
Total Common Shares & DSUs⁽¹⁾⁽²⁾	20,055	\$988,912

John G. Reid



Age 57
Soddy Daisy, Tennessee, United States
Director since 02May2018
Not Independent⁽⁷⁾

Public Board Memberships:
None

Mr. Reid is the President and Chief Executive Officer of Russel Metals. Mr. Reid started with JMS Metals Services, Inc. and related companies ("JMS") in 1991, was promoted to President of JMS in 1994 and served as President of the Company's JMS Russel Metals operations from the Company's purchase of JMS in 2007 to 2009. From 2009 to 2013, Mr. Reid held the position of Vice President Operations, Service Centers of the Company and took on increased responsibility for the energy products units. On February 21, 2013, Mr. Reid was appointed Chief Operating Officer; on May 2, 2013, Mr. Reid was appointed Executive Vice President; on January 1, 2016, Mr. Reid was appointed President; and on May 2, 2018, he was appointed Chief Executive Officer.

Board and Committee Meetings Attended During 2025:

Board	7 of 7
No committee membership	

Previous Voting Results:	For	Withheld
2025	98.52%	1.48%
2024	96.91%	3.09%

Securities Held as at March 2, 2026:	Number Outstanding	Total Value as at March 2, 2026
Common Shares ⁽¹⁾	335,082	\$16,522,893
RSUs ⁽³⁾	205,426	10,129,556
PSUs ⁽⁴⁾	102,400	5,049,344
Total Common Shares, RSUs & PSUs⁽¹⁾⁽³⁾⁽⁴⁾	642,908	\$31,701,793
Unexercised SARs ⁽⁵⁾	421,189	

Annie Thabet



Age 65
Îles-des-Soeurs, Quebec, Canada
Director since 01Jan2018
Independent⁽⁶⁾

Public Board Memberships:
Transcontinental Inc.

Ms. Thabet is a Corporate Director. From 2003 to 2023 she was a Partner at Celtis Capital, a firm specialized in transactional services related to mergers and acquisitions, divestitures, corporate finance and asset management, which she co-founded in 2003. In 1998 she founded AT Capital, an investment management company and from 1987 to 1998 she was at Société générale de financement du Québec, a crown corporation specialized in private equity investment. From 2021 to 2025, Ms. Thabet served as a director of Héroux-Devtek and from 2010 to 2018 she served as a director of Jean Coutu Group Inc. Ms. Thabet is also a director of Manac Inc. and the Institute for Governance and past Chair of the Board of the Institute of Corporate Directors – Quebec.

Board and Committee Meetings Attended During 2025:

Board	7 of 7
Audit	4 of 4
Management Resources and Compensation	4 of 4

Previous Voting Results:

	For	Withheld
2025	99.41%	0.59%
2024	96.67%	3.33%

Securities Held as at March 2, 2026:	Number Outstanding	Total Value as at March 2, 2026
Common Shares ⁽¹⁾	16,490	\$ 813,122
DSUs ⁽¹⁾⁽²⁾	50,385	2,484,484
Total Common Shares & DSUs⁽¹⁾⁽²⁾	66,875	\$3,297,606

Footnotes to Nominees for the Election of Directors

- ⁽¹⁾ The common share and DSU values noted in the above table are based on the closing price of a common share on the TSX on March 2, 2026 of \$49.31.
- ⁽²⁾ For further information on DSUs, see "Compensation of Non-Executive Directors" commencing on page 23 of this Circular, "Deferred Share Unit Plan" commencing on page 24 of this Circular and "Deferred Share Units Held" on page 25 of this Circular.
- ⁽³⁾ The number of RSUs reflected in the above table for Mr. Reid is the number of RSUs as at March 2, 2026 and includes those RSUs which have yet to vest. The RSU values noted in the above table are based on the closing price of a common share on the TSX for March 2, 2026 of \$49.31. For further information on the RSUs owned by Mr. Reid, see "Outstanding Share-Based and Option Based Awards" on page 57 of this Circular.
- ⁽⁴⁾ The number of PSUs reflected in the above table for Mr. Reid is the number of PSUs as at March 2, 2026 and includes those PSUs which have yet to vest. The PSU values noted in the above table are based on the closing price of a common share on the TSX for March 2, 2026 of \$49.31. For further information on the PSUs owned by Mr. Reid, see "Outstanding Share-Based and Option Based Awards" on page 57 of this Circular.
- ⁽⁵⁾ Mr. Reid owns an aggregate of 421,189 unexercised SARs, of which 300,335 are vested. For further details regarding the share appreciation rights owned by Mr. Reid, see "Outstanding Share-Based and Option Based Awards" on page 57 of this Circular.
- ⁽⁶⁾ "Independent" has the meaning prescribed by applicable policies of the Canadian Securities Administrators, which generally provide that a Director would not be independent if he or she has a material relationship, which could, in the view of the Board, reasonably be expected to interfere with the exercise by the Director of his or her independent judgment.
- ⁽⁷⁾ Mr. Reid, the President and CEO of the Company, is not independent by virtue of being a current executive officer of the Company.

DUPLICATION OF BOARD MEMBERSHIP

None of our Directors were members of the same board of another public company in 2025.

COMMITTEES OF THE BOARD OF DIRECTORS

We are required by applicable securities laws to have an audit committee of the Board (the "Audit Committee"). Other committees of the Board are the Management Resources and Compensation Committee (the "MR&C Committee"), the NCG Committee and the Environmental Management and Health & Safety Committee (the "EMH&S Committee"). The members of the committees as at December 31, 2025 were as follows:

Non-Executive Directors	Audit Committee	Environmental Management and Health & Safety Committee	Management Resources and Compensation Committee	Nominating and Corporate Governance Committee
M.E. Allan	X			X (Chair)
S.C. Burton	X		X (Chair)	
J.M. Clark			X	X
J.F. Dinning				X
B.R. Hedges		X		
C. Johnston	X	X (Chair)		
R.D. Paiva		X	X	
A. Thabet	X (Chair)		X	

All committee mandates are described under "Statement of Corporate Governance Practices" commencing on page 62 of this Circular.

NUMBER OF BOARD AND COMMITTEE MEETINGS HELD AND ATTENDANCE

Meetings of Non-Management Directors

Our Board members hold an in-camera session without management members at every meeting.

Eight of the nine nominees to the Board of Directors are independent. Mr. Reid, the President and CEO of the Company, is not independent by virtue of being a current executive officer of the Company. Mr. Reid, as an executive Director, is not a member of any committees of the Board of Directors.

The following table summarizes the meetings of the Board and its committees held in 2025.

Board / Committee	No. of Meetings for 2025
Board of Directors	7
Audit Committee	4
Environmental Management and Health & Safety Committee	4
Management Resources and Compensation Committee	4
Nominating and Corporate Governance Committee	4

Attendance at Board and Committee Meetings Held

We believe that an engaged board governs most effectively. We expect Directors to attend all quarterly meetings of the Board, all regularly scheduled meetings of committees of which they are members. While we recognize that the short notice of special Board or committee meetings may sometimes conflict with the schedules of our Directors, we expect Directors to exercise best efforts to attend all special meetings of the Board and its committees. Directors may participate by teleconference if they cannot attend in person. The table below summarizes the number of Board and committee meetings attended by each Director during 2025. The Directors' attendance records are also included in the nominee table commencing on page 12 of this Circular.

Directors	2025 Board Meetings		2025 Committee Meetings		2025 Board & Committee Meetings	
	No. of Meetings	Attended	No. of Meetings	Attended	No. of Meetings	Attended
M.E. Allan	7 of 7	100%	8 of 8	100%	15 of 15	100%
S.C. Burton	7 of 7	100%	8 of 8	100%	15 of 15	100%
J.M. Clark	7 of 7	100%	8 of 8	100%	15 of 15	100%
J.F. Dinning	7 of 7	100%	6 of 6	100%	13 of 13	100%
B.R. Hedges ⁽¹⁾	6 of 7	86%	4 of 4	100%	10 of 11	91%
C. Johnston	7 of 7	100%	8 of 8	100%	15 of 15	100%
A.D. Laberge ⁽²⁾	3 of 3	100%	4 of 4	100%	7 of 7	100%
R.D. Paiva	7 of 7	100%	8 of 8	100%	15 of 15	100%
J.G. Reid ⁽³⁾	7 of 7	100%	n/a	n/a	7 of 7	100%
A. Thabet	7 of 7	100%	8 of 8	100%	15 of 15	100%

⁽¹⁾ Due to a scheduling conflict Mr. Hedges was unable to participate in a virtual board meeting held on December 18, 2025.

⁽²⁾ Ms. Laberge retired as a Director on May 7, 2025, and the number of meetings reflects those held prior to this date.

⁽³⁾ As an executive Director of the Company, Mr. Reid is not a member of any committee of the Board of Directors.

SKILLS AND EXPERIENCE

A Board of Directors with a broad mix of skills is best able to oversee the wide range of issues that arise with a company of our size and complexity. Accordingly, each Director is evaluated on the basis of the mix of experience and qualifications they provide. The NCG Committee uses a skills matrix to assist with reviewing the skill set of current Directors as well as identifying Director candidates who best meet the needs of the Company. The matrix outlines the desired complement of skills and areas of expertise considered important to understand and oversee the Company's business. Each Director is required to indicate their level of proficiency for each of the skills and areas of expertise.

Following receipt of the Director self-assessment, the NCG Committee reviews the assessments and analyzes the results. The following matrix summarizes the number of nominee Directors with expert or proficient skills and experience in the areas which the NCG Committee believes are most relevant to the business and governance of the Company.

Skills and Experience	Allan	Burton	Clark	Dinning	Hedges	Johnston	Paiva	Reid	Thabet
Managing or Leading Growth - experience driving strategic direction and leading growth of an organization	✓		✓	✓	✓	✓	✓	✓	✓
Business Climate - familiarity with geographic regions in which the Company carries on its business				✓	✓		✓	✓	
C-Suite or Senior Executive Leadership - experience as a senior executive of a publicly listed company or major organization	✓	✓	✓	✓	✓	✓	✓	✓	
Leadership in a Decentralized Organization - experience leading or managing in a decentralized organization which places significant control and decision-making authority in the hands of local management	✓	✓		✓	✓	✓	✓	✓	
Industry Experience - experience in the steel industry, combined with a knowledge of market participants and key customer markets		✓		✓	✓		✓	✓	
Human Resources - expertise in executive compensation programs including compensation, benefit and pension programs	✓		✓	✓	✓		✓	✓	✓
Financial Management Experience - experience in financial accounting and reporting, financial controls and corporate finance which may include a professional designation (CPA) or experience as a chief financial officer or controller of a publicly listed company or major organization		✓	✓	✓	✓	✓		✓	✓
Capital Markets and Mergers and Acquisitions - experience in capital structuring and capital markets transactions including financings, public offerings and mergers and acquisitions		✓	✓		✓			✓	✓
Safety, Health and Environment - understanding of the requirements and leading practices of workplace safety, health and environmental practices	✓			✓	✓	✓	✓	✓	✓
Operations Experience - understanding of the plant operations, including quality	✓			✓	✓	✓	✓	✓	✓
Information Technology and Cybersecurity - knowledge or experience in information technology and systems, data management, cybersecurity and management of cybersecurity risks					✓				
Governance and Compliance - knowledge of best practices in governance of public companies and compliance with corporate law, securities law and other regulatory requirements of a publicly traded corporation	✓	✓	✓	✓	✓	✓		✓	✓

REPRESENTATION OF DESIGNATED GROUPS

Representation of Designated Groups on the Board of Directors and in Executive Officer Positions

Four of nine (44%) of the Company's current Directors and four of nine (44%) of the nominee Directors represent Designated Groups (as defined in the *Employment Equity Act* (Canada)). Three of nine (33%) of the Company's current Directors and three of nine (33%) of the nominee Directors are women. One of nine (11%) of the Company's current Directors and one of nine (11%) of the nominee Directors self identifies as a member of a visible minority. None of the current Directors or nominee Directors self-identifies as an Aboriginal person or a person with a disability.

Two of eight (25%) of the Company's corporate executive officers are women. One of eight (13%) of the Company's executive officers self identifies as a member of a visible minority, an Aboriginal person or a person with a disability.

The Board and the Company recognize the benefits of fostering diversity and believe that a Board and executive team made up of highly qualified individuals from diverse backgrounds promotes better corporate governance, performance and effective decision-making.

In furtherance of diversity, the Board has established a formal written Diversity Policy, which among other things, commits that women represent at least 30% of the Directors of the Company. In the event women cease to represent at least 30% of the Directors of the Company at any time (for instance, due to an unplanned departure), the Board will take action to ensure that women represent at least 30% of the Directors of the Company within a reasonable timeframe.

The Board has not adopted formal targets for other Designated Groups with respect to Directors or executive officers at this time. The NCG Committee and the Company, as set out in the Diversity Policy, seek to ensure that Directors and officers have a wide range of skills, experiences and backgrounds to meet the needs of the Company. To support this objective, the NCG Committee and the Company, when seeking candidates for the Board or senior executive positions as part of their process consider: (a) candidates who are highly qualified based on their business experience, functional expertise and personal skills and qualities; (b) candidates with experience and expertise in the industries in which the Company operates or in related industries; and (c) the representation of Designated Groups on the Board and in senior leadership positions.

The Board and Company also, in preparing for recruitment, discuss the current matrix of skill sets of Directors and executive officers and consider whether there are any gaps or specific experiences, skills or viewpoints that ought to be addressed, in the selection of a candidate, to improve corporate performance and decision making.

This process places diversity and inclusion as critical considerations during the recruitment and selection process.

Board Renewal Policy

The Company has adopted a Board renewal policy whereby Directors will not generally stand for re-election after reaching the age of 75 years. In addition, the Company's policy is to target total average tenure of non-executive Directors (i.e. total years of service of non-executive Directors on the Board divided by the number of non-executive Directors) to be approximately 10 years or less. Neither of these two policy objectives represents a bright line test, and the Board may, at any time or from time to time, deviate from these objectives when it believes that it's in the best interest of the Company to do so, but both are designed to encourage and support a continuous active program of Board member renewal, recruitment and retirement planning.

At this time, the Board does not believe that fixed term limits for Directors are necessary or appropriate, nor does it believe that Directors should expect to be re-nominated annually prior to

age 75. The Board believes that a balance must be struck between ensuring that there are new ideas and diverse viewpoints at the Board and maintaining the insight, experience and other benefits of continuity contributed by long-serving Directors.

For the purposes of this policy, in the event an executive Director subsequently becomes a non-executive Director, only such individual's tenure as a non-executive Director shall be included for the purposes of calculating the total average tenure of non-executive Directors.

The average tenure of the non-executive Directors as of the date of this Circular is 8.39 years and if all the non-executive Director nominees are elected the average tenure of the non-executive Directors immediately following the Meeting will be 8.57 years. Mr. Reid, who is an executive Director is excluded from the calculation and Mr. Hedges' tenure as a non-executive Director is calculated from May 2, 2018, the date of his retirement as an executive officer of the Company.

The Company also manages Director tenure through a Director evaluation and assessment process, and through a demonstrated and ongoing commitment to the process of Board renewal. The evaluation and assessment process, which includes Board and Committee evaluations and a peer evaluation process, is designed to identify any circumstance in which a Director is not making a sufficient contribution. It is the responsibility of the Company's Board to remove Directors who are not performing, rather than simply relying on Director term limits or a Director being required to resign due to age. Each Director's term expires no later than the next annual shareholders' meeting. The Company also manages Director tenure by disclosing each Director's tenure and age in the Company's Information Circular, allowing shareholders to make an informed decision relating to the election of nominee Directors.

In the past seven years, from January 1, 2019 to the date of the Meeting, six directors have retired from the Board and five new directors have stood for election.

BOARD EDUCATION

The NCG Committee is responsible for reviewing the Company's Director education program. In 2025, continuing education sessions were held in conjunction with regularly scheduled Board meetings or were incorporated into the Board Meetings. These sessions included presentations by senior management on topics germane to the Company and its business. Directors may also attend relevant external education programs. A summary of the educational sessions which were organized by the Company and held in 2025 and the Directors in attendance is set out below.

Board Educational Sessions Held in 2025		Allan	Burton	Clark	Dinning	Hedges	Johnston	Laberge	Paiva	Reid	Thabet
Date	Educational Session										
Jan 6, 2025	CEO presentation on market conditions and operational update	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Feb 12, 2025	CEO presentation on market conditions and operational update	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	CFO presentation on financial performance, capital allocation, liquidity and investor relations	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	VP Service Centers operational update	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	Presentation by VP Western Canada Service Centers	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓

Board Educational Sessions Held in 2025											
Date	Educational Session	Allan	Burton	Clark	Dinning	Hedges	Johnston	Laberge	Paiva	Reid	Thabet
Mar 25, 2025	CEO presentation on market conditions and operational update	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
May 6, 2025	CEO presentation on market conditions and operational update	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
	CFO presentation on financial performance, capital allocation, liquidity and investor relations	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Jun 24, 2025	CEO presentation on market conditions and operational update	✓	✓	✓	✓	✓	✓	(2)	✓	✓	✓
Aug 7, 2025	CEO presentation on market conditions and operational update	✓	✓	✓	✓	✓	✓	(2)	✓	✓	✓
	CFO presentation on financial performance, capital allocation, liquidity and investor relations	✓	✓	✓	✓	✓	✓	(2)	✓	✓	✓
	Presentation by General Manager of DuBose Steel	✓	✓	✓	✓	✓	✓	(2)	✓	✓	✓
Sep 23, 2025	CEO presentation on market conditions and operational update	✓	✓	✓	✓	✓	✓	(2)	✓	✓	✓
Nov 5, 2025	CEO presentation on market conditions and operational update	✓	✓	✓	✓	✓	✓	(2)	✓	✓	✓
	CFO presentation on financial performance, capital allocation, liquidity and investor relations	✓	✓	✓	✓	✓	✓	(2)	✓	✓	✓
	Presentation by Vice President USA Service Centers.	✓	✓	✓	✓	✓	✓	(2)	✓	✓	✓
	Presentation by President and CEO of Metals Service Center Institute	✓	✓	✓	✓	✓	✓	(2)	✓	✓	✓
Dec 18, 2025	CEO presentation on market conditions and operational update	✓	✓	✓	✓	(1)	✓	(2)	✓	✓	✓
Throughout the year	Received and reviewed articles on steel and oil & gas industry and markets serviced by the Company	✓	✓	✓	✓	✓	✓	(2)	✓	✓	✓
	Attended presentations, seminars or conferences by external providers germane to a Director of a publicly traded company	✓	-	✓	✓	-	✓	(2)	✓	✓	✓
<p>⁽¹⁾ Due to a scheduling conflict, Mr. Hedges was unable to attend the December 18, 2025, CEO presentation on market conditions and operational update.</p> <p>⁽²⁾ Ms. Laberge resigned as a Director on May 7, 2025.</p>											

COMPENSATION OF NON-EXECUTIVE DIRECTORS

Board and Committee Fees

Our non-executive Directors are compensated partly in cash and partly in DSUs. The fee schedule set out below describes the compensation paid to non-executive Directors during 2025. Our Directors may choose to receive all or any portion of their Board or committee chair annual retainer fees in DSUs.

Fee Schedule		
Fees	Cash Compensation	Comments
Board of Directors Annual Retainer		
Chair of the Board	\$195,000	The Chair of the Board was paid annual cash compensation in the amount shown. This amount represents compensation for acting as Chair of the Board and is inclusive of all fees for attending Board and committee meetings during the year.
Director	95,000	All non-executive Directors, except Chair of the Board.
Committee Chair Annual Retainer		
Audit Committee Chair	20,000	
MR&C Committee Chair	18,750	
Other Committee Chair	15,000	
Other Fees		
Advisory Fee	1,000	Payable per day for special assignments, as delegated to members of the Board.
Deferred Share Units		
	Equity Compensation	Comment
Chair of the Board	\$135,000	Value of DSUs issued to the Chair of the Board.
Director	95,000	Value of DSUs issued to other non-executive Directors.

We reimburse expenses incurred by our Directors while attending Board and committee meetings.

2025 Non-Executive Director Compensation

During the financial year ended December 31, 2025, we paid an aggregate of \$962,157 in compensation relating to annual Board and Committee retainers to our non-executive Directors. In 2025, we also made quarterly allocations of DSUs with an aggregate value of \$833,407 to the DSU accounts of our non-executive Directors on account of the annual DSU retainers referred to above.

No additional compensation was paid to Mr. Reid, our CEO, for his services as a Director of the Company.

The following table sets out the total compensation paid to each of our non-executive Directors during the year ended December 31, 2025.

Name of Director	Board Retainer	Committee Chair Retainer ⁽¹⁾	Sub-Total	DSUs in Lieu of Cash	Cash Total	DSU Allocations ⁽²⁾	Total Compensation
M.E. Allan	\$ 95,000	\$ 9,725	\$104,725	\$ -	\$ 104,725	\$ 95,000	\$ 199,725
S.C. Burton	95,000	12,157	107,157	107,157	-	95,000	202,157
J.M. Clark	95,000	5,275	100,275	-	100,275	95,000	195,275
J.F. Dinning	195,000	-	195,000	-	195,000	135,000	330,000
B.R. Hedges	95,000	5,275	100,275	100,275	-	95,000	195,275
C. Johnston	95,000	9,725	104,725	52,363	52,362	95,000	199,725
A.D. Laberge	33,407	-	33,407	-	33,407	33,407	66,814
R.D. Paiva	95,000	6,593	101,593	-	101,593	95,000	196,593
A. Thabet	95,000	20,000	115,000	57,500	57,500	95,000	210,000
Totals	\$893,407	\$68,750	\$962,157	\$317,295	\$644,862	\$833,407	\$1,795,564

⁽¹⁾ On May 6, 2025 new chairs of the EMH&S, NCG and MR&C Committees were appointed.

⁽²⁾ With the exception of the Deferred Share Unit Plan, the Company does not provide compensation by way of share options, non-equity incentive plans, pension or other plans to the non-executive Directors.

Director Compensation Benchmarking

The Company uses various information sources and resources to monitor the Company's Director compensation practices and benchmark overall pay levels for our Directors, including comparative data from other publicly held industrial and energy services companies in Canada and the U.S. In late 2025 and early 2026, the Board undertook a comprehensive review of the executive compensation peer group, director compensation peer group and the PSU Comparator Group. This review formed part of the Board's regular governance process and was also significantly informed by the Company's shareholder outreach conducted in the fourth quarter of 2025, during which shareholders shared their views on peer group composition, size, industry focus and geographic mix as described further on page 34 of this Circular.

Following this review, the Board approved the adoption of a single, unified peer group to be used for executive compensation benchmarking, director compensation benchmarking and for PSU performance comparisons as set out on page 35 of this Circular. The Board believes that using a unified peer group enhances clarity and consistency by aligning the external market reference framework with the performance comparator framework used for long-term incentive adjudication. This approach is intended to simplify disclosure, strengthen governance and provide shareholders with a transparent view of how peer data informs compensation decisions.

Authority of the Nominating and Corporate Governance Committee

The NCG Committee has the authority to retain advisors to assist in the evaluation of Director compensation. The NCG Committee also has the authority to approve the fees and retention term of any such advisors. The NCG Committee may form subcommittees and delegate authority that it deems appropriate. The NCG Committee has the authority to make recommendations to the Board, but has no decision-making authority other than as set out above.

Deferred Share Unit Plan

We have a Deferred Share Unit Plan ("DSU Plan") for non-executive Directors. A DSU is a unit equivalent in value to one common share based on the Market Price. The "Market Price" for the purposes of grants, redemptions and dividend payments under the DSU Plan is calculated based on the volume weighted average price of a common share on the TSX for the last five trading days immediately prior to the date on which the value of the DSU is determined. DSUs are allocated on the last day of each of March, June, September and December in each year. In 2025, the number of DSUs credited quarterly to each Director's account was determined by dividing \$23,750

(for Directors) and \$33,750 (for the Chair of the Board) by the Market Price at the allocation date. A Director may elect to receive payment in DSUs, rather than cash, for all or a portion of his or her annual Board retainer and/or annual committee chair retainer by providing the required notice to the Company in accordance with the DSU Plan.

Directors are credited with additional DSUs on each dividend payment date in respect of common shares, in an amount that corresponds to the amount of the dividend, based on the number of the DSUs recorded in the Director's account on the record date for payment of the dividend and the Market Price of the common shares on such dividend payment date.

DSUs are redeemable only when a Director leaves the Board, thereby providing an ongoing equity stake throughout the Director's service. The DSU Plan provides Directors with flexibility to redeem their DSUs within a prescribed period of time following the date on which they cease to be Directors. A departing Director, who is a Canadian resident, will receive a cash payment upon redemption which can be no later than December 31 of the first full calendar year following the year in which they cease to be a Director. A departing Director who is a U.S. resident will receive a cash payment upon redemption which can be no later than December 31 of the calendar year in which they cease to be a Director. The value of the cash payment is determined by multiplying the number of DSUs redeemed by the Market Price on the redemption date. Applicable income tax and other withholdings are deducted as required by law.

Deferred Share Units Held

As at March 2, 2026, the non-executive Directors held an aggregate of 335,460 DSUs, which were valued at an aggregate of \$16,541,533 as of such date. The number of DSUs held by each non-executive Director and their value as at March 2, 2026 is provided in the following table.

Non-Executive Directors	Number of DSUs held as at March 2, 2026	Value of DSUs as at held as at March 2, 2026
M.E. Allan	3,951	\$ 194,824
S.C. Burton	9,806	483,534
J.M. Clark	87,773	4,328,087
J.F. Dinning	91,289	4,501,461
B.R. Hedges	59,859	2,951,647
C. Johnston	16,802	828,507
R.D. Paiva	15,595	768,989
A. Thabet	50,385	2,484,484
Total	335,460	\$16,541,533

⁽¹⁾ Based on the closing price of a common share on the TSX on March 2, 2026 of \$49.31.

EQUITY OWNERSHIP OF NON-EXECUTIVE DIRECTORS

The target value of equity ownership is three times the value of the aggregate of the annual Board retainer and the annual DSU grant. As a result, each Director (other than the Chair of the Board) was required to own common shares and DSUs with a combined value of not less than \$570,000 for 2025. The Chair of the Board was required to own common shares and DSUs with a combined value of not less than \$990,000 for 2025. In satisfying the share ownership requirements, each Director must own a minimum of 1,000 Common Shares, which each Director must acquire prior to their first anniversary as a Director of the Company. All Directors have met the equity ownership threshold, except for Ms. Allan, who has until May 2, 2029, to reach the equity ownership target.

For purposes of this policy (i) common shares beneficially owned by a Director (directly or indirectly, including with their spouse) are valued at any particular time at the higher of the then current market value and the cost of such shares to the Director; and (ii) DSUs are valued based on the higher of the then current market value of a common share and the Market Price at the date of grant. The following table summarizes the equity ownership of the non-executive Directors and their compliance with the foregoing policy as at March 2, 2026.

Non-Executive Directors	Target Value of Equity Ownership	Number of Shares	Number of DSUs	Combined Value of Shares and DSUs ⁽¹⁾	Meets Guidelines	Percentage of Target
M.E. Allan	\$ 570,000	2,500	3,951	\$ 318,099	pending ⁽²⁾	56%
S.C. Burton	570,000	3,000	9,806	631,464	yes	111%
J.M. Clark	570,000	3,000	87,773	4,476,017	yes	785%
J.F. Dinning	990,000	33,250	91,289	6,141,019	yes	620%
B.R. Hedges ⁽³⁾	570,000	40,000	59,859	4,924,047	yes	864%
C. Johnston	570,000	1,000	16,802	877,817	yes	154%
R.D. Paiva	570,000	4,460	15,595	988,912	yes	173%
A. Thabet	570,000	16,490	50,385	3,297,606	yes	579%

⁽¹⁾ The value of the shares and DSUs reflected above are based on the higher of: (a) the closing price of a common share on the TSX on March 2, 2026, of \$49.31, or (b) the cost of such shares or the Market Price of such DSUs at the time of acquisition / grant.

⁽²⁾ Ms. Allan has until May 2, 2029 to reach the equity ownership target.

⁽³⁾ Shares over which Directors have control or direction but which are not beneficially owned are excluded for the purpose of the equity ownership policy. The following shares have been excluded from the above table in relation to Mr. Hedges, 15,000 common shares.

As at March 2, 2026, the nominees for election at the upcoming Meeting of shareholders beneficially own an aggregate of 438,782 common shares and have control or direction over an additional 15,000 common shares, which number includes the common shares owned by the CEO.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

In December 2025, we renewed, for the benefit of Russel Metals, its subsidiaries and their Directors and Officers, insurance against liability incurred by the Directors or Officers in their capacity as Directors or Officers of Russel Metals or any subsidiary. The total amount of insurance coverage is \$110 million (inclusive of \$5 million Side A DIC coverage) and, subject to the deductible portion referred to below, up to the full-face amount of the policies is payable, regardless of the number of Directors and Officers involved. The annual premium for the policy year to December 1, 2026, is \$222,982. The policies do not specify that a part of the premium is paid in respect of either Directors as a group or Officers as a group. The policies provide for deductibles as follows: (i) with respect to our Directors and Officers, there is no deductible applicable; and (ii) with respect to reimbursement of the Company, there is a deductible of \$100,000 per occurrence.

ENVIRONMENTAL (INCLUDING CLIMATE), SOCIAL AND GOVERNANCE RISK OVERSIGHT

Oversight of Environmental (including Climate), Social and Governance matters is a shared responsibility amongst various committees, each of which reports to the Board.

The EMH&S Committee is tasked with overseeing the Company's environmental stewardship, including climate related matters, and health and safety performance. In this capacity the EMH&S Committee reviews the Company's green-house gas emissions, air emissions, energy use and compliance with environmental laws. The EMH&S Committee is also responsible for oversight of the Company's health and safety program which includes its: health and safety policies; training practices; reporting and analysis of lost time incidents, total recordable incident rate and other key indicators (frequency, severity, medical aids, first aids, near miss rate); benchmarking against industry peers; and any engagement with or inquiries from applicable governmental entities.

The EMH&S Committee also reviews the Company's public disclosure in respect of such matters including the Company's annual Sustainability Report prepared in accordance with requirements contained in draft National Instrument 51-107 Climate Related Disclosure, which are premised on the Task Force on Climate Related Financial Disclosures (TCFD) framework. Management has presented to the EMH&S Committee an analysis of the Company's sources of greenhouse gas emissions, opportunities to reduce its carbon footprint and benchmarking against industry peers and other comparable Canadian publicly traded companies.

The NCG Committee is responsible for oversight of social and governance matters. This includes diversity, equity and inclusion, social responsibility and ensuring appropriate processes, policies and procedures are in place to ensure the Company's business is conducted ethically and in accordance with applicable law.

The Audit Committee is responsible for oversight of the Company's risk management program. The Company's risk assessment details all material risks to the Company, including environmental, social and governance risks and climate related risks as applicable, and the Company's strategies and mitigations in place.

All Committees report to the Board of Directors in respect of their areas of oversight and all such materials presented to the respective Committee are made available to all Directors.

CYBERSECURITY, TECHNOLOGICAL AND ARTIFICIAL INTELLIGENCE RISK OVERSIGHT

The Board of Directors directly oversees issues related to cybersecurity, technological changes and artificial intelligence given the nature of these risks, as opposed to delegating oversight to a specific committee. The Board receives a quarterly report from management, which is modeled on the National Institute of Standards and Technology (NIST) Cybersecurity Framework.

Management provides a dashboard in line with the NIST Framework that includes achievements, initiatives underway and upcoming plans to identify, protect, detect, respond and recover in the event of and in respect of cybersecurity and other technological risks. Management also reports to the Board any material cybersecurity incidents, if applicable, and the Board has the opportunity to discuss these with and question management.

COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis describes (a) our compensation philosophy; (b) the decision making process relating to our compensation policy; (c) the significant elements of compensation awarded to, earned by, paid to or payable to the Company's President and CEO, the Executive Vice President and Chief Financial Officer ("CFO") the Vice President and Chief Operating Officer ("COO") and each of the next two named executive officers of the Company (collectively, the "Named Executive Officers" or "NEOs") for the year ended December 31, 2025; (d) compensation governance; and (e) our assessment of the risks related to compensation policies and practices.

COMPENSATION PHILOSOPHY

The MR&C Committee reviews and makes recommendations to the Board for the specific compensation arrangements of the CEO, the CFO and the COO; the Company's overall compensation philosophy; and its incentive-based cash compensation plans and equity-based compensation plans. Our executive compensation policies and practices are designed:

- i. to attract, motivate, and retain highly competent management by offering a competitive target level of total compensation;
- ii. to motivate, recognize and reward superior performance by maintaining a high proportion of executive pay at risk and linking it to key performance measures, including return on invested capital, earnings per share ("EPS"), and net income. The ultimate payout of equity incentives are further linked to total shareholder returns ("TSR"), both on an absolute and on a relative basis;
- iii. to foster commitment to the Company and alignment with shareholder interests through the effective and judicious use of earnings-based and equity-based incentives; and
- iv. to strike an appropriate balance between multiple performance metrics, short and long-term incentives, cash vs. equity-linked instruments and payment methodologies (example: one-year earnings per share performance, three-year return on invested capital, absolute share appreciation and relative total shareholder return).

Pay for performance is an important principle of our executive compensation philosophy, with the result that, at virtually all levels throughout the Company, variable compensation can represent a substantial proportion of total compensation in a successful year. Our objective is to achieve competitive compensation for key executives over the course of business cycles.

Our compensation structure consists of three main elements: (i) base salary; (ii) cash bonus; and (iii) equity-linked incentives, in the form of RSUs, share options, SARs and PSUs. The compensation plan is more heavily weighted to the performance driven incentives, with less weight on base salary, particularly for the C-Suite officers. The executive compensation plans are regularly reviewed to assess outcomes and market competitiveness.

The level of cash bonus for each of the CEO, CFO and COO is determined with reference to two metrics that reflects both a short-term metric and a long-term metric being: (i) the prior year's EPS; and (ii) the Company's average return on invested capital for the preceding three years ("ROIC").

The level of RSU grant for each of the CEO, CFO and COO is determined with reference to the Company's average ROIC over three years, and the ultimate payout of the RSU grant is linked to the future TSR of the Company's shares. The ultimate payout, if any, for the annual PSU grant for

each of the CEO and CFO is conditional on the Company's TSR relative to that of the peers comprising the PSU Comparator Group, therefore making it contingent upon future performance.

We believe that ROIC, EPS and net income are the most appropriate metrics for assessing the Company's overall performance, incentivizing corporate management and aligning with a pay for performance model, particularly when considering the inclusion of equity-linked instruments whose payout is linked to the future TSR the Company's shares both on an absolute basis and relative to that of the PSU Comparator Group.

We are a collection of businesses with common characteristics; however, the customers, suppliers, industries served and goods and services offered by the various business units can vary widely from region to region and business unit to business unit. It is for that reason we have a decentralized management structure, which places significant control and decision-making authority and accountability in the hands of local management and has enabled us to remain responsive to opportunities and customers' needs in each region in which we operate.

The profitability potential of the Company and its various business units is correlated to the price of steel and the Company's ability to navigate the steel pricing cycle. It is also influenced by the general levels of industrial activity in the regions in which we operate. We are focused on maintaining profitability throughout the economic cycle by stressing financial discipline. Accordingly, we incentivize and reward each business unit based on its return on net assets, while the CEO, CFO, COO and most corporate employees are incentivized and rewarded based on the Company's EPS or net income, each of which is an appropriate proxy for an aggregation of the return on net assets of each of the business units. In addition, the CEO, CFO and COO compensation programs contain a second metric, ROIC, which measures how effectively management is utilizing capital to generate suitable returns over the cycle. By utilizing a three-year average for ROIC, it becomes a long-term measurement and metric for purposes of the cash bonus to balance against the other component of cash bonus which is based on one-year's EPS. Each of the EPS and ROIC metrics offer an equivalent cash incentive opportunity.

The Company's EPS, net income and ROIC performance thresholds ensure that cash bonuses will not be paid to senior management when the Company does not meet its minimum financial performance targets. We do not believe that cash bonuses should be paid simply because the Company outperforms its peers in a declining market if the shareholders do not benefit through the Company's financial results.

The Company also has caps in place on incentive compensation for the CEO, CFO, COO and corporate employees to protect against excessive compensation rewards resulting primarily from cyclical increases in commodity prices.

While the MR&C Committee and the Board have the right to take discretionary action when in the best interests of the Company, the Company has been consistent in its approach and application of the incentive compensation structure throughout the economic cycle so as to link pay with performance. In past economic downturns we have not adjusted our targets to make the incentive compensation more easily achieved for our Named Executive Officers.

Shareholder Outreach and Demonstrated Responsiveness

In each of 2025 and 2024, the Company, through the leadership of the Chair of the MR&C Committee, proactively reached out to its largest institutional shareholders to engage on the Company's executive compensation program. In 2025, the Company sought engagement with: (a) its 10 largest institutional shareholders, and (b) with the five largest institutional shareholders who, to the Company's knowledge, voted against the Company's advisory resolution with respect to executive compensation. These 15 shareholders collectively represented ~25% of the shares outstanding and ~41% of the votes cast at the Company's 2025 annual general meeting; in 2024 the Company sought engagement with its 30 largest institutional shareholders, who collectively

represented ~32% of the shares outstanding and ~60% of the votes cast at the Company's 2024 annual general meeting.

Insights gathered during these discussions were shared by the Chair of the MR&C Committee with the MR&C Committee and the Board to inform governance and compensation design strategies. We appreciate the time and effort that our shareholders spent sharing their insights.

2025 Responsiveness – Increased Disclosure on Board Rationale and Updated Peer Group

As a result of our 2025 engagement, we have included the following additional disclosure on our clawback policy and the perceived internal pay inequity raised by certain proxy advisors. We also made changes to our PSU Comparator Group and to the Executive and Director Compensation Peer Groups as described on page 56 of this Circular.

Clawback Policy

The Company's C-Suite officers are subject to a clawback policy that requires the repayment of incentive compensation in the event that the Company's results are restated due to an error in reporting or in the event of non-compliance with financial reporting requirements. Under this policy, incentive compensation is subject to recovery to the extent such compensation would not have been earned had the restated financial results been used in determining the original award.

The Company does not currently maintain a separate "malus" or discretionary clawback policy that provides for the recovery of incentive compensation in circumstances involving misconduct or other wrongdoing unrelated to a financial restatement given the subjectivity involved and that incentive compensation is tied to clear financial metrics. The Board believes that its existing disciplinary framework appropriately addresses such circumstances, as misconduct may result in disciplinary action up to and including termination of employment, which carries significant financial and reputational consequences. The Board considers these measures to be an effective deterrent and appropriate response to employee misconduct.

Perceived Internal Pay Inequity

Shareholders noted that certain proxy advisory firms have commented on the level of the CEO's total compensation relative to that of the Corporation's other named executive officers.

The Board and MR&C Committee regularly review both internal and external pay relationships as part of their oversight of the Company's executive compensation program. In setting CEO compensation, the Board considers, among other factors, the scope and complexity of the CEO's role, the individual's experience and performance, the Corporation's financial and operational results, and competitive market data derived from an established peer group of comparable companies. In this regard, the Board notes that the Corporation's CEO is based in the United States and that approximately half of the Company's revenue is expected to be generated in the U.S. following the completion of the acquisition of assets from Kloeckner Metals Corporation; additionally, a significant portion of the Company's operations and executive labour market exposure is in the United States. Accordingly, the peer group and compensation benchmarking analysis for the CEO is more heavily weighted toward U.S. marketplace, where prevailing compensation levels for senior executives are generally higher than in Canada.

The Board and MR&C Committee also review compensation for other senior executives to ensure that overall pay levels and differentials are appropriate and reflective of each executive's responsibilities, performance and contribution to the Company's long-term success. The Board acknowledges the increasing focus by institutional investors on internal pay equity and vertical benchmarking. The Board believes that the current compensation structure appropriately reflects the CEO's leadership role, accountability for overall corporate performance, and the Company's strong operating and financial results during the applicable period. Year-to-year variations in internal pay ratios may also be influenced by the performance-based and long-term nature of a

significant portion of the CEO's compensation, as well as by changes in executive roles and composition.

The Board also recognizes the importance of effective succession planning and oversight as described on page 42 of this Circular. The Board maintains both an emergency succession plan for the CEO role and a longer-term succession plan under which it is actively seeking to identify and develop multiple internal executive candidates. The Board and MR&C Committee believe that these succession planning practices, together with its ongoing review of internal pay relationships and peer group composition, provide appropriate governance oversight and mitigate the concerns identified by proxy advisory firms.

2024 Responsiveness – Enhancements to Executive Compensation Plan

As a result of our 2024 engagement and concerns raised regarding the compensation plan's reliance on a single EPS metric, the Company introduced significant changes to better balance long-term performance and align with shareholder priorities. In addition, the Company made these changes with immediate effect for the 2024 fiscal year in direct response to shareholder feedback.

1. **Incorporated Long-Term ROIC as a Second Metric:** The quantum of the cash bonus is no longer based solely on a single short-term metric - one year EPS. The cash bonus was split into two metrics with each offering an equivalent incentive opportunity (i) EPS (a one-year short-term metric); and (ii) ROIC (a three-year long-term metric). The ROIC metric measures the Company's average return on invested capital for three years and is designed to measure how effectively management is utilizing capital. The ROIC thresholds were set based on historical analysis and back-testing with the maximum payout available if the Company achieves a three-year rolling average ROIC of 18%. The quantum of the RSU grant is similarly based upon ROIC.
2. **Raised the EPS Thresholds:** The EPS threshold that triggers a maximum bonus was raised to \$4.00 in 2024 from \$3.51 in 2023 and from \$3.23 in 2021. Other changes were implemented across the EPS grid in order to ensure that the EPS thresholds remain sufficiently challenging.
3. **Implemented a Performance Share Unit to Reflect Relative TSR Performance:** PSUs were awarded as part of the CEO and CFO compensation program in 2024. PSU payout structure ranges from 0% to a maximum of 200%, emphasizing performance accountability. The PSU grants are designed to represent a majority of the CEO and CFO's long-term share-based incentive compensation both: (i) at the mid-point (EPS \$2.00; ROIC 10%); and (ii) on average throughout the long-term incentive program.

The incentive compensation plans for each of the CEO, CFO and COO are summarized under "Incentive Compensation Tables" commencing on page 36 of this Circular.

The following charts summarize the incentive compensation programs.

Short-Term Incentives		
Compensation Element / Eligibility	Description	Linkage to Compensation Objective
Base Salary <i>(all executives and employees)</i>	Base salary is a market-competitive, fixed level of compensation, which is reviewed annually. For the CEO, CFO and COO, less weight is given to base salary and a greater weight is allocated to performance-based incentives.	Attract and retain highly qualified leaders. Motivate strong business performance.

Short-Term Incentives		
<p>Cash Bonus – Non-Equity Incentive <i>(all executives and a large percentage of employees)</i></p>	<p>Combined with base salary, the target level of performance driven cash bonus provides market competitive cash compensation.</p> <p>For the CEO, CFO, COO and other corporate employees in support functions such as information systems, purchasing, accounting and human resources, the cash bonus is driven by net income or earnings per share and return on invested capital.</p> <p>For most employees in the Company's operating units, the cash bonus is driven by return on net assets of their operations.</p>	<p>Attract and retain highly qualified leaders.</p> <p>Motivate strong business performance.</p> <p>Vary compensation based on earnings performance and return on invested capital.</p> <p>Align employee and shareholder interest.</p> <p>Reduce compensation expense in periods of cyclical downturn.</p>

Long-Term Incentives		
Compensation Element / Eligibility	Description	Linkage to Compensation Objective
<p>Cash Bonus – ROIC Incentive Component <i>(CEO, CFO and COO)</i></p>	<p>For the CEO, CFO and COO half of their cash incentive opportunity is based upon the long-term metric of the Company's average return on invested capital for three years and is designed to measure how effectively management is utilizing capital. The ROIC thresholds were set based on historical analysis and back-testing with the maximum payout available if the Company achieves a three-year rolling average ROIC of 18%.</p>	<p>Incentivize effective use of capital.</p> <p>Motivate strong business performance.</p> <p>Vary compensation based on return on invested capital.</p> <p>Align employee and shareholder interest.</p> <p>Reduce compensation expense in periods of cyclical downturn.</p>
<p>Equity Bonus – RSUs <i>(CEO, CFO and COO)</i></p>	<p>For the CEO, CFO and COO, RSUs are part of their performance-based incentive and are granted based on the values in the ROIC table. See "Incentive Compensation Tables" commencing on page 36 of this Circular.</p> <p>Grant value is converted to a number of units by dividing the dollar value allocated to the employee by the Market Price (as defined in the RSU Plan) of common shares at time of grant.</p> <p>Vest one-third on each of the first and second anniversaries and the remaining one-third on the expiry date and pay in cash on the expiry date based on Market Price of common shares. See "Restricted Share Unit Plan" on page 54 of the Circular.</p>	<p>Align employee and shareholder interests.</p> <p>Attract and retain highly qualified leaders.</p> <p>Motivate strong business performance.</p> <p>Incentivize effective use of capital.</p> <p>Encourage sustained growth by linking a portion of compensation to Company performance.</p>
<p>Equity Bonus – PSUs <i>(CEO and CFO)</i></p>	<p>For the CEO and CFO, PSUs are designed to represent a majority of the long-term share-based incentive program both: (i) at the mid-point of the compensation scale; and (ii) on average throughout the long-term incentive program. See "Incentive Compensation Table" commencing on page 36 of this Circular.</p> <p>Grant value is converted to a number of units by dividing the dollar value allocated to the employee by the Market Price (as defined in the PSU Plan) of common shares at time of grant.</p> <p>Vest one-third on each of the first and second anniversaries and the remaining one-third on the expiry date.</p>	<p>Align employee and shareholder interests.</p> <p>Attract and retain highly qualified leaders.</p> <p>Motivate strong business performance.</p> <p>Encourage sustained growth by linking a payout to Company total shareholder returns.</p> <p>Motivate strong absolute and relative TSRs.</p>

Long-Term Incentives

	<p>PSUs pay out in cash on the expiry date based on Market Price of common shares multiplied by the performance modifier which can be 0%; 100% or 200% depending upon the Company's TSR relative to the PSU Comparator Group.</p> <p>See "Performance Share Unit Plan" commencing on page 55 of the Circular.</p>	
<p>Equity Bonus – RSUs <i>(Other Employees)</i></p>	<p>An overall pool of RSUs available for issuance to employees as determined annually by the Board of Directors. The amount of the annual grant to targeted employees is dependent on the performance of the employee.</p> <p>Vest one-third on each of the first and second anniversaries and the remaining one-third on the expiry date and pay in cash on the expiry date based on Market Price of common shares. See "Restricted Share Unit Plan" on page 54 of the Circular.</p>	<p>Align employee and shareholder interests.</p> <p>Attract and retain highly qualified leaders.</p> <p>Motivate strong business performance.</p> <p>Encourage sustained growth by linking a payout of compensation to Company total shareholder returns.</p> <p>Motivate strong absolute and relative TSRs.</p>
<p>SARs or Share Options <i>(CEO and CFO)</i></p>	<p>Annual equity grants are based on specified values for each of the CEO and CFO. See "Incentive Compensation Tables" commencing on page 37 of this Circular.</p> <p>SARs and Share options vest over a four year period commencing on the first anniversary after the date of the grant and have a term of 10 years. See "Share Appreciation Rights Plan" on page 53 of this Circular and "Share Option Plan" commencing on page 51 of this Circular.</p>	<p>Align employee and shareholder interest.</p> <p>Attract and retain highly qualified leaders.</p> <p>Motivate strong business performance.</p> <p>Encourage sustained growth by linking a portion of compensation to long-term Company performance.</p>

COMPENSATION DECISION MAKING PROCESS

We have a comprehensive process for making decisions about compensation arrangements for our executive officers and senior employees. The table below illustrates the different inputs used to determine the compensation program and the flow of information, recommendations and approval by the Board of Directors.

	Management	Management Resources & Compensation Committee	Board of Directors
CEO		Analyzes data and performance against objectives, confers with outside advisors, as appropriate, and makes recommendations to the Board.	Final decision on all compensation.
CFO	CEO analyzes data ⁽¹⁾ and performance against objectives and makes recommendations to the MR&C Committee.	Reviews data, confers with outside advisors, as appropriate, and makes recommendations to the Board.	Final decision on all compensation.
COO	CEO analyzes data and performance against objectives and makes recommendations to the MR&C Committee.	Reviews data, confers with outside advisors, as appropriate, and makes recommendations to the Board.	Final decision on all compensation.
Other NEOs	CEO analyzes data and performance against objectives. Makes final decision on non-equity based compensation.		Final decision on equity based compensation.
Other Employees	CEO, CFO and COO develop and approve in consultation with human resources and local management.	Annually reviews a summary of fixed and variable compensation for top paid executives, managers and sales staff.	Final decision on equity based compensation.
⁽¹⁾ Reviews data such as surveys, peer group information and internal equity platform.			

Compensation Comparator Group

Peer Group Review and Updates (2026)

Consistent with the Company's compensation philosophy of aligning executive compensation with long-term performance, market competitiveness and shareholder interests, the Board periodically reviews the peer groups used in its compensation programs. This review is intended to ensure that the peer groups continue to reflect the Company's evolving business profile, operating footprint and competitive environment, and that they remain an appropriate reference point for both compensation and benchmarking and performance assessment.

The Company uses peer groups as a reference point when setting executive compensation, director compensation and when assessing relative performance under the Company's PSU program. Peer groups help the Board understand prevailing market practices, assess competitiveness and ensure that compensation outcomes are aligned with performance in the context of the Company's industry and capital markets.

The Board does not rely on peer group data in isolation. Rather, peer information is used as one of several inputs in the Board's decision-making process, together with individual performance, Company performance, market conditions and shareholder perspectives.

In late 2025 and the first quarter of 2026, the Board, through the MR&C Committee undertook a comprehensive review of the executive compensation peer group, director compensation peer group and the PSU Comparator Group. This review formed part of the Board's regular governance process and was also significantly informed by the Company's shareholder outreach conducted in the fourth quarter of 2025, during which shareholders shared their views on peer group composition, size, industry focus and geographic mix.

The review was initiated for three principal reasons. First, significant merger and acquisition activity within the Company's peer universe reduced the availability and relevance of several long-standing comparators. Second, the Board had not completed a full refresh of the peer groups for some time and considered it appropriate to reassess alignment with the Company's current business profile. Third, the Company sought to simplify and strengthen its framework by improving alignment between its compensation benchmarking peer groups and the PSU performance Comparator Group.

As part of this process, peers that are no longer publicly traded or no longer available due to recent transaction activity were removed, including MRC Global, Olympic Steel and Radius Recycling.

To support its comprehensive review, the Company engaged its independent compensation consultant, Southlea Group, to evaluate the continued appropriateness of the existing peers, assess potential additions and analyze the impact of proposed changes on historical and ongoing PSU performance cycles. In selecting peers, particular emphasis was placed on companies that operate in the same or related industries, particularly industrial manufacturing and metals distribution, and that exhibit similar business models, risk profiles, size and share price characteristics. Quantitative measures, including revenue, asset size, number of employees, share price correlation, volatility and beta, were considered together with qualitative factors such as business mix, geographic footprint and competitive positioning. The refreshed peer group generally targets Canadian and US publicly traded companies whose revenue, assets, market capitalization and total employees are within 0.25x to 4.0x that of the Company's. This is not however a brightline test as Reliance Inc., the Company's most direct comparator from a business perspective, falls outside this targeted range.

Following this review, the Board approved the adoption of a single, unified peer group to be used for executive compensation benchmarking, director compensation benchmarking and for PSU performance comparisons. The Board believes that using a unified peer group enhances clarity and consistency by aligning the external market reference framework with the performance comparator framework used for long-term incentive adjudication. This approach is intended to simplify disclosure, strengthen governance and provide shareholders with a transparent view of how peer data informs compensation decisions.

Notwithstanding the adoption of a unified peer group, the Board will continue to place primary emphasis on U.S. comparators when assessing the compensation of the Company's President and CEO Mr. Reid. This reflects Mr. Reid's U.S. base of operations, the Company's substantial U.S. business footprint and the competitive U.S. executive labour market in which the Company recruits and retains senior leadership. The Board believes that this approach provides the most appropriate market context for assessing CEO compensation while maintaining overall alignment with the broader peer framework.

The Board believes that the refreshed and unified peer group more accurately reflects the Company's current business profile and competitive environment and provides an improved framework for assessing performance and aligning executive compensation outcomes with long-term shareholder value creation.

The updated refreshed and unified peer group is as follows:

Adentra Inc.	Aecon Group Inc.	Carpenter Technology Corporation
Distribution Solutions Group, Inc.	DNOW Inc.	Doman Building Materials Group Ltd.
DXP Enterprises, Inc.	Finning International Inc.	Gibraltar Industries, Inc.
Global Industrial Company	Reliance, Inc.	Richelieu Hardware Ltd.
Ryerson Holding Corporation	Stella-Jones Inc.	Taiga Building Products Ltd.
Toromont Industries Ltd.	Wajax Corporation	West Fraser Timber Co Ltd.
Worthington Steel, Inc.		

Our executive compensation policies provide for total direct compensation levels which, at target earnings levels, are intended to be competitive with similar positions in the comparator group over economic cycles. Individual levels, which are reviewed annually, may vary from this objective depending upon the particular experience and other qualifications of the individual, sustained performance level, length of service and other relevant factors. We use comparator group information to assist in reviewing compensation levels and establishing compensation arrangements appropriate to our circumstances. We do not set compensation by using a formulaic approach to the benchmarks relative to the comparator group or any particular company in the comparator group.

Key Peer Group Changes in 2026

The following summarizes the principal changes made to the Company's peer group framework in 2026:

1. **Peer Group Unification:** Combined the executive compensation benchmarking peer group, director compensation benchmarking peer group and the PSU Comparator Group into a single, unified peer group to enhance consistency, transparency and governance.
2. **Removal of Acquired or Unavailable Peers:** Removed peers that are no longer publicly traded or available due to recent transaction activity.
3. **Targeted Refresh and Additions:** Added peers operating in the same or related industries with similar business models, risk profiles and share price dynamics, based on both quantitative correlation analysis and qualitative assessment of business relevance.

The Board will continue to review the peer group on a regular basis and will make further refinements as appropriate to reflect changes in the Company's business, industry structure, capital markets and shareholder expectations.

INCENTIVE COMPENSATION STRUCTURE OF CEO, CFO, COO, AND NAMED EXECUTIVE OFFICERS

The following tables disclose the incentive compensation program for the CEO, CFO and COO for 2025.

Incentive Compensation Tables

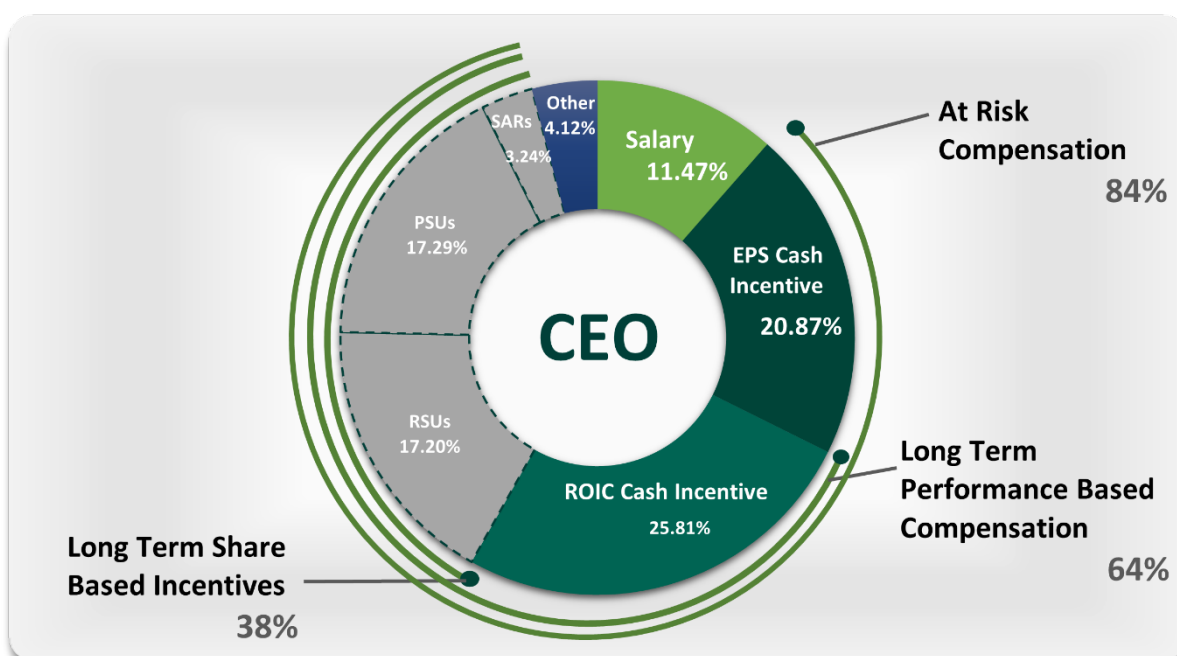
The cash bonus and RSU awards for the CEO, CFO and COO are tied to EPS and ROIC. The PSU awards are designed to represent both (i) a majority of the long-term share-based incentive compensation at the mid-point; and (ii) on average throughout the long-term incentive compensation program. The RSUs, PSUs, share options and SARs may result in a different payout on the exercise or expiry dates, as the share value changes over the period from grant to exercise or redemption.

The following table summarizes the incentive compensation structure for the CEO for 2025.

CEO - 2025				
EPS Threshold	<\$0.50	\$0.50	\$2.00	\$4.00
Cash Incentive as % of Base Salary	0%	10%	138%	225%
ROIC Threshold (three-year average)	<5%	5%	10%	18%
Cash Incentive as % of Base Salary	0%	10%	138%	225%
RSU Incentive as % of Base Salary	0%	30%	60%	150%
PSU Award	US\$1,600,000	US\$1,600,000	US\$1,600,000	US\$1,600,000
SARs Award	US\$300,000	US\$300,000	US\$300,000	US\$300,000

The graph below reflects the breakdown of the CEO's 2025 direct compensation based on \$3.01 EPS and a 18% three-year rolling average ROIC. At that level of earnings and return on invested capital, incentive compensation represents 84% of the CEO's total compensation.

Incentive compensation based on short-term metrics (one year's EPS) represents 20.87% of total compensation, as compared to incentive compensation based on long-term metrics being ROIC or contingent upon future long-term performance including absolute and relative TSR; collectively, represent 63.54% of the total compensation program or more than three times (3x) those based solely upon a short-term metric.

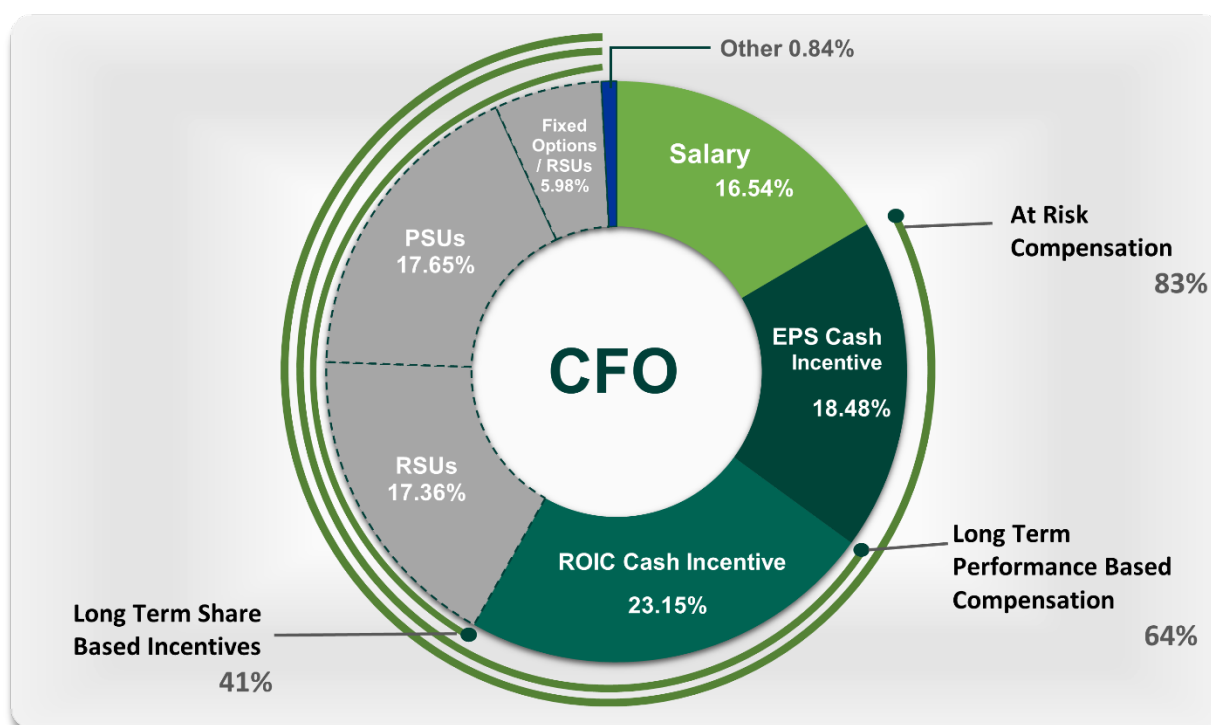


The following table summarizes the incentive compensation structure for the CFO for 2025.

CFO - 2025				
EPS Threshold	<\$0.50	\$0.50	\$2.00	\$4.00
Cash Incentive as % of Base Salary	0%	8%	83%	140%
ROIC Threshold (three-year average)	<5%	5%	10%	18%
Cash Incentive as % of Base Salary	0%	8%	83%	140%
RSU Incentive as % of Base Salary	0%	25%	60%	105%
PSU Award	\$620,000	\$620,000	\$620,000	\$620,000
Option and / or RSU Award	\$210,000	\$210,000	\$210,000	\$210,000

The graph below reflects the breakdown of the CFO's 2025 direct compensation based on \$3.01 EPS and a 18% three-year rolling average ROIC. At that level of earnings and return on invested capital, incentive compensation represents 83% of the CFO's total compensation.

Incentive compensation based on short-term metrics (one year's EPS) represents 18.48% of total compensation, as compared to incentive compensation based on long-term metrics being ROIC or contingent upon future long-term performance including absolute and relative TSR; collectively, represent 64.14% of the total compensation program or more than three times (3x) those based solely upon a short-term metric.

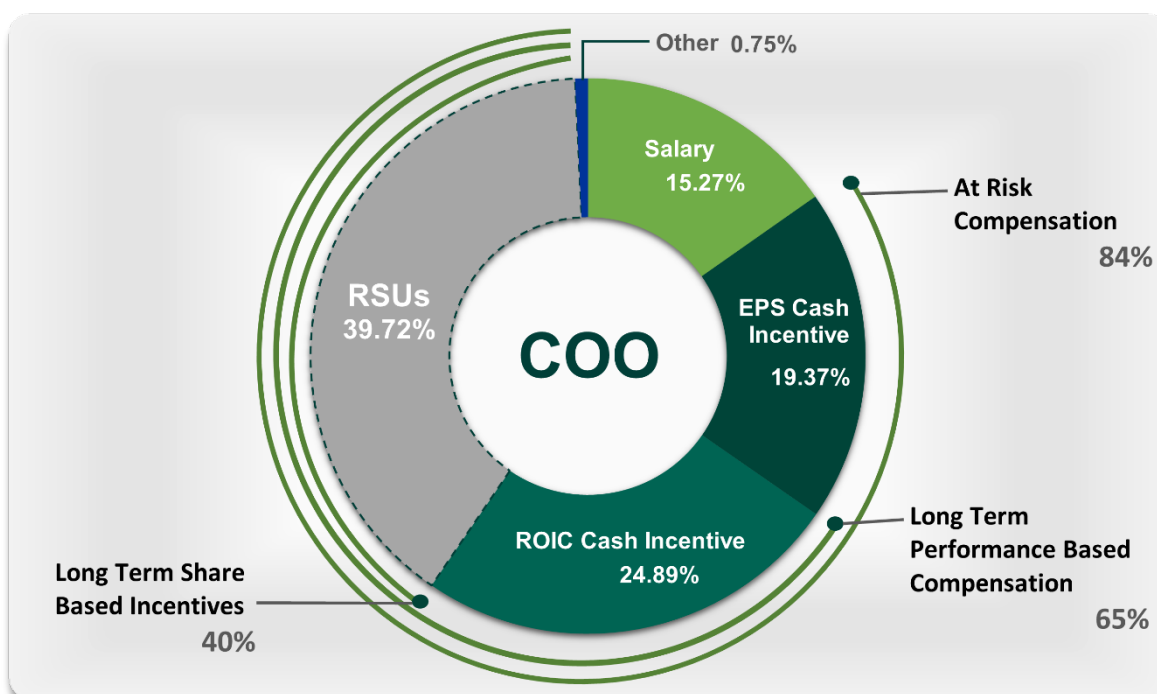


The following table summarizes the incentive compensation structure for the COO for 2025.

COO - 2025				
EPS Threshold	<\$0.50	\$0.50	\$2.00	\$4.00
Cash Incentive as % of Base Salary	0%	10%	90%	163%
ROIC Threshold (three-year average)	<5%	5%	10%	18%
Cash Incentive as % of Base Salary	0%	10%	90%	163%
RSU Incentive as % of Base Salary	0%	90%	150%	260%

The graph below reflects the breakdown of the COO's 2025 direct compensation based on \$3.01 EPS and a 18% three-year rolling average ROIC. At that level of earnings and return on invested capital, incentive compensation represents 84% of the COO's total compensation.

Incentive compensation based on short-term metrics (one year's EPS) represents 19.37% of total compensation, as compared to incentive compensation based on long-term metrics being ROIC or contingent upon future long-term performance including absolute and relative TSR; collectively, represent 64.61% of the total compensation program or more than three times (3x) those based on a short-term metric.



No cash bonus or RSU incentive awards will be granted under these plans when EPS is below \$0.50 and ROIC is below 5%. Where EPS is above \$0.50 and ROIC is above 5% and between the other thresholds set out in the above tables, the size of the grant is proportionately increased. These structured incentive awards are capped at EPS of \$4.00 and ROIC of 18%.

The Board of Directors has capped the number of SARs issuable to Mr. Reid at 120,000 SARs per year and the number of share options grantable to Mr. Juravsky at 67,200 per year in aggregate. Mr. Juravsky is entitled to elect to allocate the aggregate \$210,000 value of his annual equity award between share options and RSUs. To the extent he elects to receive a portion of the award in RSUs, the maximum number of options that may be issued is proportionately reduced.

The annual cash incentive for any year is typically paid in the first quarter of the following year, after the audited financial statements are approved by the Board of Directors. Similarly, the performance incentive RSUs and PSUs are awarded annually, in the first quarter of each year.

The dollar values of grants of SARs or share options, as applicable, made to Mr. Reid and Mr. Juravsky for 2025 were determined based on the incentive compensation tables above. The number of SARs and share options granted in each case was determined based upon the dollar value specified divided by the Black-Scholes value per share on the date of grant. The dollar values and the number of SARs or share options were recommended by the MR&C Committee and approved by the Board.

The Company has in place a policy whereby the Board may require Mr. Reid, Mr. Juravsky and Mr. Maclean to reimburse any overpaid incentive compensation based on certain financial results which are later restated.

Other Named Executive Officers

Mr. Ezell, as Vice President USA Service Centers, receives an annual cash incentive based on the return on net assets of certain of the Company's US metals service centers.

Mr. MacDermid, as Vice President Risk Management & Legal, participates in the corporate net income incentive plan. The corporate net income incentive plan is an annual cash incentive plan based on reported net income, to a maximum amount of the respective year. Based on the net income achieved, a pool of funds is divided among all corporate employees. The percentage participation of each person in the net income incentive plan, including Mr. MacDermid, is determined on an annual basis by the CEO and the CFO based on a variety of relevant factors, including level of responsibility and performance in the year.

Mr. Ezell and Mr. MacDermid are each eligible to receive a portion of a pool of RSUs, as determined annually by the Board of Directors. The amount of the annual grant is dependent on the performance of the employee.

COMPENSATION GOVERNANCE

Management Resources & Compensation Committee – Members and Skills

Our MR&C Committee consists of four Directors, each of whom is independent as required by the MR&C Committee Charter, which is available on our website at www.russelmetals.com. The members of the MR&C Committee are Mr. Burton, Mr. Clark, Mr. Paiva and Ms. Thabet.

In order to ensure that the Board of Directors is kept apprised of the activities of the MR&C Committee, the Committee Chair reports to the Board of Directors at its quarterly meetings.

The MR&C Committee members have a range of skills and experience which provides the expertise necessary to oversee the Company's executive compensation structure. These skills and experience are supplemented with input from independent compensation consultants as deemed necessary. The relevant experience of the MR&C Committee members is summarized below.

- | | |
|---------------------|--|
| S.C. Burton (Chair) | <ul style="list-style-type: none">• Chair of St. Michael's Hospital President's Council• Director and Chair of the Audit Committee of Manitou Investment Management• former Vice Chair of RBC Capital Markets LLC• former Audit Committee member of RBC Dominion Securities Inc. |
| J.M. Clark | <ul style="list-style-type: none">• President of Investment and Technical Management Corp.• Chair of Vista Gold Corp. compensation committee• member of Aizan Technologies Inc., Colio Estate Wines Inc. and Zephyr Minerals Ltd. compensation committees• former member of Impact Energy Inc. compensation committee |
| R.D. Paiva | <ul style="list-style-type: none">• former Vice President Operations of North Region of Gerdau Steel• former Co-Chair of the Board of Directors of the Canadian Steel Producers Association |
| A. Thabet | <ul style="list-style-type: none">• Director and member of the compensation committee of Manac Inc.• Director at Transcontinental Inc.• Director and Chair of the compensation committee of the Institute for Governance• former Director and member of the compensation committee of Héroux-Devtek Inc.• former Chair of the Institute of Corporate Directors – Quebec• former Director and member of compensation committee of Jean Coutu Group Inc.• former investment manager of Société Générale de financement du Québec |

Responsibilities of the Management Resources & Compensation Committee

The MR&C Committee's purpose is to assist Board oversight of executive compensation and management succession planning. In doing so, the MR&C Committee is responsible for (i) independently reviewing and making recommendations to the Board on the CEO's total compensation; (ii) reviewing and making recommendations to the Board concerning total compensation of other C-Suite executive officers; (iii) recommending and monitoring equity ownership policies; (iv) overseeing any compensation related changes to the design of the Company's pension plans and 401k plans; (v) reviewing the risk implications of the Company's compensation policies and practices; (vi) reviewing compensation disclosure in public documents,

including the Compensation Discussion and Analysis, for inclusion in this Circular in accordance with applicable rules and regulations; and (vii) making recommendations to the Board with respect to management succession, including the development and implementation of an effective succession plan for the position of CEO and other senior management positions.

Policies and Practices Used to Determine Executive Compensation

Our compensation policies and practices for our executive officers have been described under "Compensation Philosophy" commencing on page 28 of this Circular. The MR&C Committee reviews and makes recommendations to the Board regarding executive officer compensation with reference to comparator groups of companies as appropriate. The MR&C Committee completed an extensive executive compensation benchmarking analysis for the CEO and CFO in 2021. This process, as extensively described in our 2021 Circular, resulted in changes to the reward structure to better align short and long-term incentives to the respective comparator groups based upon the level of the Company's performance. In 2023, the MR&C Committee further reviewed the components of the long-term incentive program for the CEO and CFO. This review resulted in the introduction of PSUs as part of the CEO and CFO long-term incentive compensation program beginning in 2024. In 2024, following a decline in the level of shareholder support for the Company's non-binding resolution on executive compensation, under the leadership of the Chair of the MR&C Committee, the Company proactively reached out to engage with its 30 largest institutional shareholders, who collectively represented ~32% of the shares outstanding and ~60% of the votes cast at the Company's annual general meeting to discuss, among other things, the Company's executive compensation program. As a result of these discussions, the Board made the changes to the executive compensation program described on page 31 of this Circular, which included: incorporating a long-term return on invested capital as a second metric; adjusting the EPS thresholds so as to make the maximum threshold higher and more challenging; and implementing the previously announced performance driven payouts under the PSU Plan. In 2025 the Company, through the leadership of the Chair of the MR&C Committee, proactively reached out to engage with its 10 largest institutional shareholders and with the five largest institutional shareholders who, to the Company's knowledge, voted against the Company's advisory resolution with respect to executive compensation, to discuss, among other things, the Company's executive compensation program. Following this outreach, the Company provided enhanced disclosure and completed a peer group benchmarking exercise which incorporated the feedback of its shareholders to update the executive compensation peer group, director compensation peer group and the PSU Peer Comparator Group such that there is one consistent group for all benchmarking purposes.

Authority of the Management Resources & Compensation Committee

The MR&C Committee has the authority to retain advisors to assist in the evaluation of CEO or other senior executive compensation. The MR&C Committee also has the authority to approve the fees and retention terms of any such advisors. The MR&C Committee may form subcommittees and delegate authority that it deems appropriate. The MR&C Committee has the authority to make recommendations to the Board, but has no decision-making authority other than as set out above.

Succession Planning

The Board believes that its single most important decision is the selection of the CEO. In addition, the Board believes that the depth and strength of our management team has been critically important to our success as a top performing company in a cyclical industry. Accordingly, the Board is diligent in its discussions of management succession planning for the CEO, corporate senior managers and the senior managers of our business units, who are key to our decentralized management structure.

In camera Board meetings are held with and without the CEO at least annually, to discuss succession plans.

The Board regularly interacts with senior management and key operations staff members through formal presentations to the Board, facility tours and other events as part of the Board meetings to enhance its familiarity with management personnel.

We have in place educational programs, an internal next generation leadership program and other types of courses to ensure our employees are prepared for higher levels of responsibility. The Board annually reviews our pay for performance, pension and other compensation programs to ensure their ongoing effectiveness.

Our culture stresses developing our employees and promoting from within. The current CEO and the majority of senior managers in our business units have been promoted from within the Company. Each of the last three Chief Executive Officers of the Company, preceding Mr. Reid, were also promoted from within the Company.

On an annual basis the Board of Directors reviews succession plans for the position of CEO and establishes and oversees processes for evaluating the performance of the CEO. The Board maintains both an emergency succession plan for the CEO role and a longer-term succession plan under which it is actively seeking to identify and develop multiple internal executive candidates. The MR&C Committee reviews with the CEO the succession plans for senior management and the CEO's assessment of their performance. The Board of Directors also approves the appointment of the CFO and all other officers of the Company.

Executive Compensation Consultant

The MR&C Committee has received periodic information and advice from independent executive compensation consultants. In 2024 and 2025, Southlea Group advised the MR&C Committee in connection with: (i) an analysis of the Company's peer group incentive compensation, with a particular focus on PSUs; (ii) reviewing and analyzing peer companies to be considered for relative comparison purposes; (iii) defining and calculating relative performance and analyzing multipliers utilized; (iv) back-testing PSUs and the impact on total compensation; and (v) scenario testing the potential range of payouts of the PSUs under a variety of scenarios. Southlea Group was first retained by the MR&C Committee in 2023.

The following table summarizes the executive compensation consulting and other fees charged by Southlea for their services during the 2025 and 2024 fiscal year. In addition, Southlea completed additional work in the first quarter of 2026 with respect to updating the Company's compensation peer groups and completed significant backtesting of multiple metrics with respect to the peers chosen and others who were not chosen but were under consideration. This work was completed and invoiced in 2026 and as such is not reflected in the amounts below.

Service	Fiscal Year 2025⁽¹⁾	Fiscal Year 2024
Executive Compensation Related Fees	\$5,000	\$2,190
All Other Fees	-	-
Total	\$5,000	\$2,190

⁽¹⁾ Southlea has completed significant work updating the Company's compensation peer groups and backtesting of multiple metrics with respect to the peers chosen and others who were under consideration but not chosen.

All Other Fees

Southlea is prohibited from doing any other work for the Company or any of its affiliates without the prior express authorization of the Chair of the MR&C Committee. In the fiscal years of 2025 and 2024, no additional services were undertaken by Southlea or any other executive compensation consultant.

RISK MANAGEMENT AND RISKS RELATED TO COMPENSATION POLICIES & PRACTICES

We have an enterprise risk management program which is discussed in our most recent Annual Information Form under the heading "Risk Management and Risks Affecting Our Business". An enterprise risk management assessment and report including mitigation strategies have been previously presented to the Board. The executive team regularly updates the Board at and between quarterly Board Meetings on market conditions, our operations and any other material changes in the business or emerging risks which may impact the Company.

Our committees also monitor risk across the organization and the allocation of responsibility amongst the Board and its committees is as follows:

Board or Committee	Areas of Responsibility
Board of Directors	Overall responsibility for risk oversight at the Company and specific responsibility for strategic business risks.
Audit Committee	Oversees financial risks including hedging, tax and accuracy of financial reporting.
Environmental Management and Health & Safety Committee	Oversees health, safety, environmental, climate risk and related operational risks.
Management Resources and Compensation Committee	Oversees compensation risk, talent management risk and succession risk.
Nominating and Corporate Governance Committee	Oversees governance and management to ensure appropriate policies, processes and procedures are in place. Oversees board renewal risk.

We have had a pay for performance philosophy for many years. The compensation plans are regularly reviewed to determine whether they reward participants for the desired outcome. The plans are also assessed for their ability to protect against risks that could have materially adverse consequences for the Company. Set out below are some of the components of our compensation policy and a description of how these components serve to safeguard against the taking of undue risk.

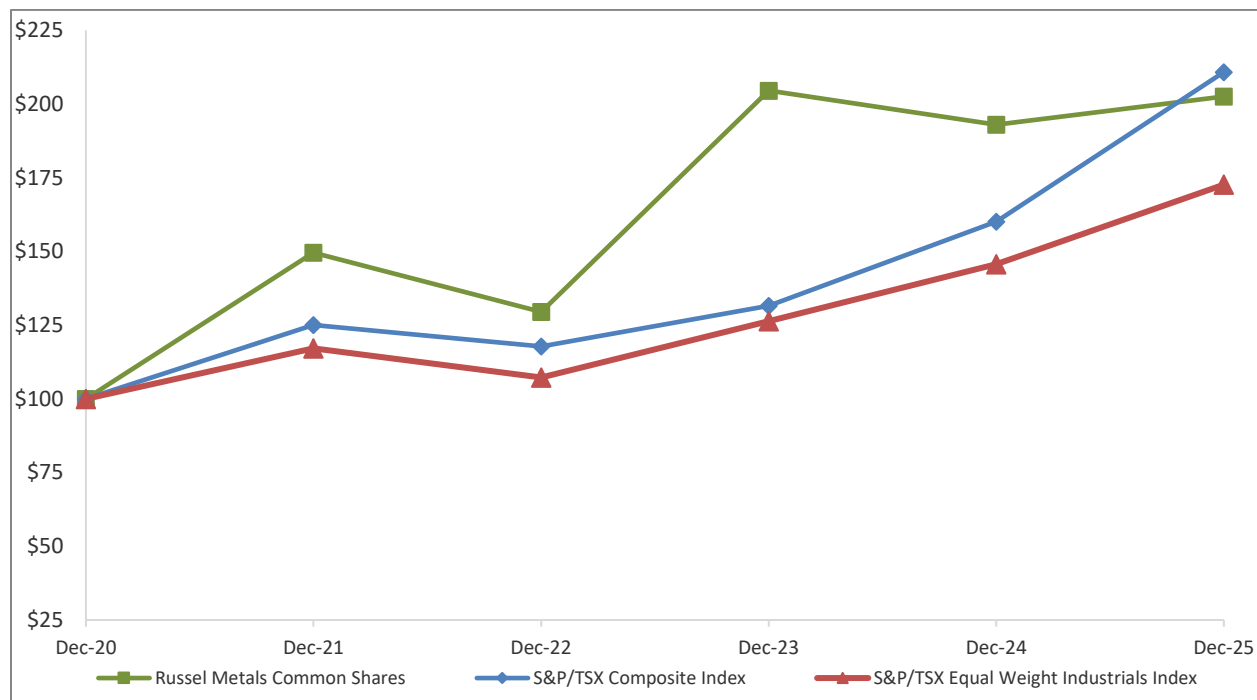
Compensation Plans – Risk Safeguards	
Key Component	Description
Profit Driven	Variable compensation plans are based on either EPS, net income, return on net assets or ROIC. This design considers both earnings and capital requirements. As we are a working capital-intensive company, profit sharing needs to consider cost of capital and measure the effectiveness of management's capital utilization.
Plans are formula driven from financial statement results	Incentive plans have a formula which can be reviewed and determined based on actual results.
Plans have thresholds and maximum payout limits, subject to discretionary rewards above or below	The compensation plans for the CEO, CFO, COO and corporate employees have thresholds and caps. The caps ensure that management is not incented to take undue risks.
Limits on number of SARs issuable for CEO and Share Options issuable for CFO	Regardless of the dollar entitlement to SARs and share options, a maximum of 120,000 SARs and 67,200 share options are issuable in any given year to the CEO and CFO, respectively, and any excess is forfeited. This limitation protects against unusual volatility in the share price and Black-Scholes calculation outcomes.
Clawback policies that require reimbursement of overpaid incentives	The CEO, CFO and COO are subject to clawback provisions if the Company's results are later restated due to an error in reporting.
Mix of short and long-term incentives	The CEO and CFO receive a significant portion of their variable compensation in RSUs, PSUs, SARs or share options. RSUs are subject to changes in the TSR for approximately three years after the date they are granted. PSUs are subject to changes in the TSR and relative TSR performance versus the PSU Comparator group for approximately three years after the date they are granted. SARs and share options are long-term incentives exercisable over 10 years and are designed to encourage and reward long-term thinking and value creation.
Delayed Vesting	SARs and share options each vest as to 25% of the original grant on each of the first, second, third and fourth anniversary of the date of grant. Unless otherwise specified

Compensation Plans – Risk Safeguards	
Key Component	Description
	by the Board, RSUs and PSUs vest as to one-third on each of the first anniversary of the date of grant, second anniversary of the date of grant and the expiry date.
Relative Performance Metric	The long-term incentive compensation program contains a relative performance metric, in addition to the existing absolute company specific performance metrics. The amount ultimately received under a PSU is linked to the Company's TSR relative to that of the PSU Comparator Group. Accordingly, if the Company fails to perform in line with or better than the PSU Comparator Group, (our TSR falls in the fourth quartile), there is no payout under the PSUs.
Equity ownership requirements help align executive officer interests with those of the shareholders	Within prescribed time limits, the CEO is required to own a combination of common shares, RSUs and PSUs valued at five times his base salary and the CFO and COO are required to own a combination of common shares, RSUs and PSUs valued at two times their base salary.
Role of MR&C Committee and the Board of Directors in Risk Assessment	<p>The MR&C Committee is composed entirely of independent Directors. It reviews and evaluates the appropriateness of performance objectives and their alignment with compensation. The MR&C Committee annually reviews the compensation of the top paid executives, managers and sales staff.</p> <p>CEO, CFO and COO compensation plans are subject to Board approval.</p> <p>Communication is achieved, in part, by cross-committee membership. The MR&C Committee also reports regularly to the full Board of Directors.</p>

Management and the Board of Directors have also implemented a number of policies which mitigate undue risk taking by executive officers. These policies require Board approval of: (i) capital expenditures or acquisitions in excess of CDN\$6.5 million or US\$4 million; (ii) material changes to banking and debt agreements; (iii) derivatives other than back-to-back foreign exchange hedges on inventory purchases; and (iv) changes to the Company's investment policy.

PERFORMANCE GRAPH

The following graph shows a comparison over the five-year period ended December 31, 2025 of the value of \$100.00 originally invested in common shares of Russel Metals, the S&P/TSX Composite Total Return Index and the S&P/TSX Equal Weight Industrials Index in each case, assuming reinvestment of cash dividends paid.



	Dec-20	Dec-21	Dec-22	Dec-23	Dec-24	Dec-25
Russel Metals Common Shares	\$100.00	\$149.60	\$129.54	\$204.56	\$192.96	\$202.54
S&P/TSX Composite Index	100.00	125.09	117.78	131.62	160.12	210.84
S&P/TSX Equal Weight Industrials Index	100.00	117.11	107.21	126.40	145.71	172.66

The above graph indicates the Company's TSR compared to the S&P/TSX Composite Total Return Index over the five-year period ending December 31, 2025. For the five-year period ending December 31, 2025, the S&P/TSX Composite Total Return Index slightly exceeded the Company's TSR total return of the by 4%.

The above graph also shows the Company's TSR compared to the S&P/TSX Equal Weight Industrials Index over the same five-year period ending December 31, 2025. For the five-year period ending December 31, 2025, the Company's TSR exceeded the total return of the S&P/TSX Equal Weight Industrials Index by 17%.

Our focus is on successfully navigating each economic cycle and our aim is to see our share price reach new highs at the top of each economic cycle and to see our share price have a higher floor at the bottom of each economic cycle. We endeavour to achieve this outcome through our focus on earnings, growth through prudent acquisitions, investments in additional processing equipment and facility modernizations and thoughtful stewardship of shareholder capital (with an emphasis on return on capital employed) including returning capital to shareholders through share buy backs and dividends.

EPS for 2025 was \$3.01 compared to EPS of \$2.73 in 2024 and \$4.33 in 2023.

The total compensation paid to the NEOs: (a) for 2025 was \$22,866,670 which amounts to 0.5% of revenue; (b) for 2024 was \$21,032,863 which amounts to 0.5% of revenue; (c) for 2023 was \$21,843,908 which amounts to 0.5% of revenue; (d) for 2022 was \$21,713,676 which amounts to 0.4% of revenue; (e) for 2021 was \$21,336,168 which amounts to 0.5% of revenue.

EXECUTIVE COMPENSATION

SUMMARY COMPENSATION TABLE OF NAMED EXECUTIVE OFFICERS

The following table provides a summary of annual compensation for the last three fiscal years for the CEO, CFO, COO and other Named Executive Officers of the Company. The amounts shown in the table below are in Canadian dollars. John G. Reid and Brandon Ezell are U.S. residents and are compensated in U.S. dollars. The amounts shown in the table for Mr. Reid and Mr. Ezell have been converted to Canadian dollars on the basis outlined in Note 1 of the table. The weakening of the Canadian dollar over this three-year period impacts the reporting of compensation in the table below. For instance, Mr. Reid's 2025 total compensation, if reported at the 2023 exchange rate, would be \$12,488,459 which is \$447,901 or 3.60% less than reported and would represent a decrease in total compensation as compared to 2023.

Name and Principal Position	Year	Salary	Share-Based Awards	Option Based Awards (SARs) ⁽⁵⁾⁽⁶⁾	Non-Equity Incentive Plan ⁽⁷⁾		Pension Value	All Other Comp ⁽¹⁰⁾	Total Compensation
					Annual Incentive Plan ⁽⁸⁾	Long-Term Incentive Plan ⁽⁹⁾			
J.G. Reid ⁽¹⁾⁽²⁾ <i>President and CEO</i>	2025	\$1,483,675	\$4,462,153	\$419,370	\$2,699,325	\$3,338,270	\$19,571	\$513,996	\$12,936,360
	2024	1,415,147	4,314,720	411,000	2,402,283	3,184,081	15,344	503,347	12,245,922
	2023	1,366,639	4,441,576	404,850	6,149,874	-	14,710	495,446	12,873,095
M.L. Juravsky ⁽³⁾ <i>Executive Vice President, CFO and Secretary</i>	2025	580,955	1,440,003	-	649,421	813,337	16,841	12,838	3,513,395
	2024	565,406	1,423,677	-	586,920	791,569	16,186	12,492	3,396,250
	2023	554,320	1,374,072	-	1,552,096	-	15,765	11,669	3,507,922
J.F. Maclean <i>Vice President and COO</i>	2025	509,376	1,324,378	-	646,220	830,283	13,838	11,341	3,335,436
	2024	494,540	1,285,804	-	576,856	806,100	13,328	11,145	3,187,773
	2023	468,780	300,000	-	1,620,184	-	12,878	10,250	2,412,092
J.B. Ezell ⁽⁴⁾ <i>Vice President USA Service Centers</i>	2025	315,361	100,000	-	1,409,651	-	20,492	5,256	1,850,760
	2024	244,145	100,000	-	734,557	-	15,344	4,069	1,098,115
	2023	233,311	60,000	-	1,440,062	-	13,762	3,888	1,751,023
R.W. MacDermid <i>Vice President, Risk Management and Legal</i>	2025	401,020	400,000	-	405,118	-	14,092	10,489	1,230,719
	2024	390,063	300,000	-	436,467	-	14,377	10,097	1,151,004
	2023	377,519	400,000	-	484,000	-	14,026	9,053	1,284,598

- (1) In U.S. dollars Mr. Reid's salary was: 2025 – US\$1,061,360; 2024 – US\$1,032,954; 2023 – US\$1,012,700; and his total compensation was 2025 – US\$9,254,138; 2024 – US\$8,938,629; 2023 – US\$9,539,159. These amounts have been converted to Canadian dollars using the U.S. dollar published average exchange rates for 2025 US\$1.00 = CDN\$1.3979; 2024 US\$1.00 = CDN\$1.3700; and 2023 US\$1.00 = CDN\$1.3495.
- (2) Mr. Reid's Share-Based Awards were valued at: 2025 - \$2,225,513 RSUs and \$2,236,640 PSUs; 2024 - \$2,122,720 RSUs and \$2,192,000 PSUs; and 2023 - \$4,441,576 RSUs. The aggregate dollar value of the RSUs and PSUs granted based on Market Price, (as defined in the RSU Plan and PSU Plan) on the date of grant is equal to the amounts shown in the table. Mr. Reid's grant is adjusted accordingly to the average noon exchange rate for the five business days immediately preceding the date of grant. For information relating to the RSU Plan, see "Restricted Share Unit Plan" on page 54 of this Circular and for information relating to the PSU Plan, see "Performance Share Unit Plan" commencing on page 55 of this Circular.
- (3) Mr. Juravsky's Share-Based Awards were valued at: 2025 - \$820,003 RSUs and \$620,000 PSUs; 2024 - \$803,677 RSUs and \$620,000 PSUs; and 2023 - \$1,374,072 RSUs. The aggregate dollar value of the RSUs and PSUs granted based on Market Price, (as defined in the RSU Plan and PSU Plan) on the date of grant is equal to the amounts shown in the table. For information relating to the RSU Plan, see "Restricted Share Unit Plan" on page 54 of this Circular and for information relating to the PSU Plan, see "Performance Share Unit Plan" commencing on page 55 of this Circular.
- (4) Mr. Ezell's salary was: 2025 – US\$225,596; 2024 – US\$178,208; and 2023 – US\$172,887; and his total compensation was 2025 – US\$1,323,957; 2024 – US\$801,544; 2023 – US\$1,297,535. These amounts have been converted to Canadian dollars using the U.S. dollar published average exchange rates for 2025 -US\$1.00 = CDN\$1.3979; 2024 -US\$1.00 = CDN\$1.3700; and 2023 – US\$1.00 = CDN\$1.3495.
- (5) These amounts represent the Black-Scholes valuation of SARs granted to Mr. Reid using the following assumptions: dividend yield: 5% for 2025, 2024, and 2023; expected volatility (based on historical volatility over the last 5 years) 26% for 2025; 33% for 2024 and 2023; expected life: 5 years; risk free rate of return 3.18% for 2025, 2.99% for 2024, and 3.50% for 2023; and weighted average fair value of SARs granted: \$8.32 for 2025, \$9.02 for 2024 and \$9.16 for 2023. The SARs were priced based on the volume weighted average price of common shares on the TSX for the last five business days immediately preceding the date of grant. See "Share Appreciation Rights Plan" on page 51 of this Circular.
- (6) In accordance with the terms of Mr. Juravsky's compensation arrangement, Mr. Juravsky may elect to receive his \$210,000 annual equity grant in either share options or RSUs. In 2025, 2024 and 2023 Mr. Juravsky elected to receive this equity grant in RSUs. Mr. Reid received SARs in 2025, 2024 and 2023.
- (7) Non-equity incentive plan compensation is paid to the NEOs annually in February after approval by the Board.
- (8) The annual non-equity incentive plan is a percentage of the CEO, CFO and COO's base salary based on the earnings per share, which was \$3.01 for the year ended December 31, 2025.
- (9) The long-term non-equity incentive plan is a percentage the CEO, CFO and COO's base salary based on the average ROIC over three years, which was 18% for the three-year period ended December 31, 2025.
- (10) The amounts shown represent the Company's contributions to the Employee Share Purchase Plan (as defined on page 51 of this Circular) for each of the Named Executive Officers; payments related to a life insurance policy and other pension replacement instruments for Mr. Reid, see "Life Insurance Policy and Pension Replacement Instrument" on page 59 of this Circular; premiums for Group Term Life Insurance for each of the Named Executive Officers; an auto allowance was received by each Named Executive Officer during 2025, 2024 and 2023; however, the same has not been disclosed for the Named Executive Officers as it does not exceed \$50,000 or 10% of their total salaries. Group Term Life Insurance and Employee Share Purchase Plan benefits are generally available to all employees.

EQUITY OWNERSHIP POLICY – CEO, CFO AND COO

We have a policy for our CEO, CFO and COO requiring them to own a specified value of common shares, RSUs and PSUs combined. The policy requires the CEO to own an aggregate of common shares, RSUs and PSUs valued at not less than five times his annual salary; and for the CFO and COO to own an aggregate of common shares, RSUs and PSUs valued at not less than two times their annual salary. The current holdings of the CEO, CFO and COO meet their respective ownership requirements, although the future redemption of RSUs or PSUs may decrease the total value held.

The purpose of these policy requirements is to more closely align the interests of the CEO, CFO and COO with those of the Company's shareholders. For purpose of this policy, common shares are valued at the higher of market value and the cost to the executive thereof, RSUs and PSUs are valued at the higher of the market value thereof and the Market Price (as such term is defined on pages 54 and 55 of this Circular) at the time of grant.

The table below shows the number and value of shares and RSUs owned, as of March 2, 2026, by the Company's CEO, CFO and COO.

Name	2025 Base Salary	Multiple	Target Value of Equity Ownership	Value of Shares Held	Value of RSUs Held	Value of PSUs Held	Combined Value of Shares, PSUs and RSUs Held ⁽¹⁾⁽²⁾	Meets Guidelines	% of Target
J.G. Reid	\$1,483,675	x5	\$7,418,375	\$16,522,893	\$10,129,556	\$5,049,344	\$31,701,793	yes	427%
M.L. Juravsky	580,955	x2	1,161,910	2,643,361	3,432,272	1,400,946	7,476,579	yes	643%
J.F. Maclean	509,376	x2	1,018,752	197,289	3,294,648	-	3,491,937	yes	343%

⁽¹⁾ The value of the shares, RSUs and PSUs reflected above are based on the higher of: (a) the closing price of a common share on the TSX on March 2, 2026 of \$49.31; or (b) the cost of such shares or the Market Price of such RSUs and PSUs at the time of acquisition / grant.

HEDGING OF COMPANY SECURITIES PROHIBITED

As set out in our Insider Trading Policy, the Company does not allow insiders to hedge their position in shares, share options, SARs, DSUs, RSUs, PSUs or other debt instruments of the Company by use of any financial instrument which would include but is not limited to puts, calls, warrants or short selling, designed to insulate the holder from a change in the market value of the stock of the Company.

EMPLOYEE SHARE AND OPTION BASED PLANS

The Company has the following employee share-based compensation plans, which are described below: Employee Share Purchase Plan, Share Option Plan, Share Appreciation Rights Plan, Restricted Share Unit Plan and Performance Share Unit Plan.

EMPLOYEE SHARE PURCHASE PLAN

We have an Employee Share Purchase Plan to provide our employees with the opportunity to purchase common shares, further aligning participants with the interests of shareholders and allowing them to share in the financial success to which they contribute. New employees may join the Employee Share Purchase Plan on the first day of the month following the completion of three months of employment. Employees may make contributions to the Employee Share Purchase Plan through payroll deductions. For employee contributions of up to 5% of their base pay, we contribute an amount equal to one third of the employees' contributions.

All contributions to the Employee Share Purchase Plan are used to purchase common shares in the market at the then current share price. Contributions made by the Company vest immediately. Employees may withdraw all of the contributions made in their name (including our contributions) at any time. If an employee withdraws the Company's portion of the contribution made in his or her name, he or she may not participate in the Employee Share Purchase Plan for six months.

The Employee Share Purchase Plan is available to the majority of our employees in Canada and the United States and is independently administered.

SHARE OPTION PLAN

As of December 31, 2025, we do not have any outstanding options. We have not granted options under our share option plan (the "Share Option Plan") since 2021. Starting in 2014 most of our employees were granted RSUs in lieu of participation in the Share Option Plan. As a result, all options granted prior to 2014 have since been exercised, forfeited or cancelled. Effective February 2017, Mr. Reid, our CEO, began to receive SARs in place of share options (see "Share Appreciation Rights Plan" on page 53 of this Circular). Effective February 2022, Mr. Juravsky, our CFO, is entitled to elect to allocate the aggregate \$210,000 value of his annual equity award between share options and RSUs and since such time has elected RSUs.

The Share Option Plan has a fixed number of shares issuable thereunder. The aggregate number of shares reserved for issuance is set at a maximum of 4,498,909 common shares, representing 8% of the issued and outstanding common shares, as at December 31, 2025. At that date, there were 920,236 common shares available for issuance under the Share Option Plan, representing 2% of the then issued and outstanding common shares. However, as noted above, there are not currently any share options issued or outstanding.

Share options granted vest as to 25% of the original option grant on each of the first, second, third and fourth anniversary of the date of grant, unless a different vesting schedule is determined by the Board. Share options granted are not transferable and have a maximum term of ten years. The exercise price of an option is determined based upon the volume weighted average price of a common share on the TSX for the last five business days immediately preceding the grant date.

On termination of employment, unvested share options are forfeited, and vested share options may be exercised within 30 days following the date of termination subject to an extension provided under the plan if the period falls within a blackout period. The Board of Directors at its discretion can extend such period in certain situations including retirement of an employee to not later than the earlier of original expiry date of the share options and the fourth anniversary of termination of employment; such extension is automatic in the event the individual retires and is at least 65 years of age. Upon death of an eligible person, the deceased participant's legal personal representative

may exercise all share options that vest in accordance with the terms of the Share Option Plan for a period of 18 months following death.

The Share Option Plan provides that (a) the number of common shares reserved for issuance pursuant to share options granted under the Share Option Plan or otherwise granted under all other share compensation arrangements to insiders (as defined in the Share Option Plan) may not exceed 10% of the issued and outstanding common shares of the Company, and (b) the issuance of common shares to insiders under the Share Option Plan and under all share compensation arrangements within a one year period may not exceed 10% of the issued and outstanding common shares of the Company.

The Board of Directors may amend the plan from time to time. Prior shareholder approval is required for certain material amendments to the plan, including to increase the number of common shares issuable under the plan, to reduce the option price or extend the exercise period of an option, to cancel and reissue any option or to modify the persons that are eligible to participate under the plan.

Shareholder approval is not required for amendments of an administrative nature, amendments to ensure compliance with applicable laws or other regulatory requirements, amendments to add a cashless exercise feature to the plan or amendments to change the vesting or termination provisions of the plan or any option (provided it does not entail an extension beyond the originally scheduled expiry date for the given share options other than in the case of a trading blackout). The Board of Directors may also suspend, discontinue or terminate the plan at any time.

Grant Rate

The table below sets forth the grant rate for share options issued in the last three years as a percentage of weighted average of the number common shares of the Company that were outstanding as at the year of grant.

GRANT RATE OF SHARE OPTIONS			
Year	No. of Shares Outstanding	No. of Share Options Granted	Percentage
2025	56,149,744	-	0.00%
2024	58,880,546	-	0.00%
2023	61,527,975	-	0.00%

Options Summary for 2025

The following table sets forth information relating to share options for 2025. As at December 31, 2025, zero share options were issued and outstanding and 920,236 common share options were available for grant.

	Number of Optioned Shares	Weighted Average Exercise Price	Number of Additional Share Options Available for Grant at Dec. 31, 2025
Balance, January 1, 2025	12,267		
Granted	-		
Exercised	(12,267)		
Expired or Forfeited	-		
Balance, December 31, 2025	-	\$-	920,236

2025 & 2024 Year End Dilution Levels

The following table sets forth information concerning share options outstanding as at December 31 for 2025 and 2024.

YEAR END DILUTION LEVELS			
Year	No. of Shares Outstanding	No. of Optioned Shares	Percentage
2025	55,061,755	-	-
2024	57,133,088	12,267	0.02%

⁽¹⁾ All numbers are as at December 31.

Gain by Named Executive Officers from the Exercise of Share Options

In 2025, Mr. Juravsky exercised 12,267 share options, which resulted in a gain upon exercise of \$202,283 before applicable taxes.

SHARE APPRECIATION RIGHTS PLAN

We have established a share appreciation rights plan ("SARs Plan") for our employees and officers. The plan has been established to offer long-term incentives to senior management and allow us to attract and retain new candidates to these positions. To date SARs have only been issued to our CEO. On February 24, 2026, Mr. Reid was issued 49,327 SARs, valued at \$410,400 (US\$300,000) in his capacity as CEO, pursuant to the Company's long-term incentive compensation program for that position.

SARs vest, in accordance with the terms of the SARs Plan, as to 25% of the original SARs granted on each of the first, second, third and fourth anniversary of the date of grant. SARs granted are not transferable and have a maximum term of ten years. The exercise price of a SAR is determined by the volume weighted average price of a common share on the TSX for the last five business days immediately preceding the grant date. SARs are cash settled by the Company and the recipient is entitled to cash in the amount by which the market value of the shares on the date of exercise exceeds the issue price of the applicable SAR.

On termination of employment, unvested SARs are forfeited and vested SARs may be exercised within 30 days following the date of termination subject to an extension provided under the plan if the period falls within a blackout period. The Board of Directors, at its discretion, can extend such period in certain situations including retirement of an employee to not later than the earlier of original expiry date of the SAR and the fourth anniversary of termination of employment; such extension is automatic in the event the individual retires and is at least 65 years of age. Upon death of an eligible person, the deceased participant's legal personal representative may exercise all SARs that vest in accordance with the terms of the plan for a period of 18 months following death.

The Board may amend the plan from time to time and may also suspend, discontinue or terminate the plan at any time.

RESTRICTED SHARE UNIT PLAN

We have a restricted share unit plan (the "RSU Plan"), to provide long-term incentive compensation to our CEO, CFO, COO and other employees for their continued efforts in promoting the growth and success of the Company and assist in attracting and retaining senior management. The Board has authority, in its sole discretion, to determine the eligible full-time employees to whom RSUs may be granted and the number of RSUs to be granted to any participant, other than the CEO, CFO and COO whose RSUs are determined by the "Incentive Compensation Tables" commencing on page 36 of this Circular.

An RSU is a unit equivalent in value to one common share based on the Market Price. Under the RSU Plan, the expiry date for any RSU shall be the first to occur of: (i) December 5 of the third calendar year following the year in which the services were provided to which such grant of RSUs relates; and (ii) the third anniversary of the grant date. Unless otherwise specified by the Board, RSUs shall vest as to one-third on each of the first and second anniversaries of the date of grant and the remaining one-third on the expiry date. On the expiry date of a vested RSU, the Company is obligated to pay to the participant cash in an amount equal to the Market Price of a common share at such expiry date. "Market Price" for purposes of grants, redemptions and dividend payments under the RSU Plan is calculated based on the volume weighted average price of a common share on the TSX for the last five business days immediately preceding the date in question.

At the time of an RSU grant, the Board has the authority to change both the grant date and the vesting period. If a participant ceases to be an employee for reasons other than death or retirement at or before age 65: (i) RSUs that are then vested will be paid within 25 days following the date the participant ceased to be an employee and in any event no later than December 31 of the year the participant ceased to be an employee; and (ii) RSUs that are not then vested shall terminate and be forfeited. On the death of a participant or on the retirement of a participant at or after age 65, any unvested RSUs will vest immediately and will be paid within 25 days following the date of death or retirement but no later than December 31 of the year of death or retirement. The Board may, in its discretion, following the grant date but prior to a vesting date, designate an earlier vesting date for all or any portion of the RSUs then outstanding and granted to a participant.

Participants in the RSU Plan are credited with additional RSUs on each dividend payment date in respect of common shares, in an amount that corresponds to the amount of the dividend, based on the number of RSUs recorded in the participant's account on the record date for the payment of the dividend and the Market Price of the common shares on such dividend payment date.

RSU GRANTS – DECISION MAKING PROCESS

Management makes its recommendations to the MR&C Committee as to the amount of RSUs to be granted to each eligible employee and in turn the MR&C Committee makes its recommendations to the Board of Directors for its approval. In formulating its recommendations, the MR&C Committee takes into consideration the recommendations of the CEO concerning employees other than the CEO, CFO and COO whose RSUs are based on the values disclosed in the "Incentive Compensation Tables" commencing on page 36 of this Circular. The MR&C Committee also takes previous incentive awards into account when considering new awards. Only bona fide full-time employees of the Company and its subsidiaries are eligible to participate. An employee's level of responsibility and performance are the principal factors considered by the CEO and MR&C Committee when recommending individual employee grants.

PERFORMANCE SHARE UNIT PLAN

In 2024, we established a performance share unit plan (the "PSU Plan"), to provide long-term incentive compensation to our CEO and CFO for their continued efforts in promoting the growth and success of the Company and assist in attracting and retaining senior management. The Board has authority, in its sole discretion, to determine the eligible full-time employees to whom PSUs may be granted and the number of PSUs to be granted to any participant, other than the CEO and CFO whose PSUs are determined by the "Incentive Compensation Tables" commencing on page 36 of this Circular.

A PSU is a unit equivalent in value to one common share based on the Market Price. Under the PSU Plan, the expiry date for any PSU shall be the first to occur of: (i) December 5 of the third calendar year following the year in which the services were provided to which such grant of PSUs relates; and (ii) the third anniversary of the grant date. Unless otherwise specified by the Board, PSUs shall vest as to one-third on each of the first and second anniversaries of the date of grant and the remaining one-third on the expiry date. "Market Price" for purposes of grants, redemptions and dividend payments under the PSU Plan is calculated based on the volume weighted average price of a common share on the TSX for the last five business days immediately preceding the date in question.

On the expiry date of a vested PSU, the Company is obligated to pay to the participant cash in an amount equal to the Market Price of a common share at such expiry date multiplied by the Performance Modifier. "Performance Modifier" for the relevant performance period (typically a 35-month measurement period commencing at the beginning of the year in which the grant date occurs - for example January 1, 2025 – November 30, 2027) is based on the TSR of the Company relative to the PSU Comparator Group. The Performance Modifier is as set out below depending on whether the Company's TSR, falls in the first, second, third or fourth quartile, relative to the PSU Comparator Group.

TSR of the Company vs TSR of Peer Group (Quartile Rank)	Performance Modifier
First	200%
Second	100%
Third	100%
Fourth	0%

TSR of any company for any performance period is measured as: (a) the average closing price of a common share of such company for the 20 trading days preceding the last day of the performance period; plus (b) the total value of dividends paid by such company, with such dividends reinvested on the applicable payment date, during the performance period; divided by (c) the average closing price of a common share of such company for the 20 trading days preceding the first day of the performance period.

In the event the Company's TSR falls:

- (a) in the first quartile, the PSU pays out at 200% of the Market Price;
- (b) in the second or third quartile, the PSU pays out at 100% of the Market Price; and
- (c) in the fourth quartile, there is no pay-out.

The PSU Comparator Group is comprised of:

Adentra Inc.	Aecon Group Inc.	Carpenter Technology Corporation
Distribution Solutions Group, Inc.	DNOW Inc.	Doman Building Materials Group Ltd.
DXP Enterprises, Inc.	Finning International Inc.	Gibraltar Industries, Inc.
Global Industrial Company	Reliance, Inc.	Richelieu Hardware Ltd.
Ryerson Holding Corporation	S&P/TSX Equal Weight Industrials Index	Stella-Jones Inc.
Taiga Building Products Ltd.	Toromont Industries Ltd.	Wajax Corporation
West Fraser Timber Co Ltd.	Worthington Steel, Inc.	

The composition of the PSU Comparator Group was updated in 2026 as described on page 36 of this Circular. The PSU Comparator Group mirrors that of the Executive and Director Compensation Peer Groups with the addition of the S&P/TSX Equal Weight Industrials Index which we believe is an appropriate Canadian index for comparison purposes for the Company's TSR.

Participants in the PSU Plan are credited with additional PSUs on each dividend payment date in respect of common shares, in an amount that corresponds to the amount of the dividend, based on the number of PSUs recorded in the participant's account on the record date for the payment of the dividend and the Market Price of the common shares on such dividend payment date.

If a participant ceases to be an employee for reasons other than death or retirement at or before age 65 (i) PSUs that are then vested will be paid within 25 days following the date the participant ceased to be an employee and, in any event, no later than December 31 of the year the participant ceased to be an employee; and (ii) PSUs that are not then vested shall terminate and be forfeited. On the death of a participant or on the retirement of a participant at or after age 65, any unvested PSUs will vest immediately and will be paid within 25 days following the date of death or retirement but no later than December 31 of the year of death or retirement. The Board may, in its discretion, following the grant date but prior to a vesting date, designate an earlier vesting date for all or any portion of the PSUs then outstanding and granted to a participant.

OUTSTANDING SHARE-BASED AND OPTION BASED AWARDS

None of the Named Executive Officers have outstanding share options as at December 31, 2025.

The following table sets out certain information with respect to SARs outstanding as at December 31, 2025. Mr. Reid is the only Named Executive Officer with SARs.

OPTION BASED AWARDS – SHARE APPRECIATION RIGHTS				
Name	Number of Securities Underlying Unexercised Share Appreciation Right	Share Appreciation Rights Exercise Price	Share Appreciation Rights Expiration Date	Value of Unexercised In the Money Share Appreciation Rights ⁽¹⁾
J.G. Reid	25,431	\$ 23.69	20-Feb-29	\$ 511,417
	60,000	21.94	24-Feb-30	1,311,600
	66,574	25.08	23-Feb-31	1,246,265
	72,548	32.99	23-Feb-32	784,607
	55,768	36.67	22-Feb-33	397,459
	44,279	45.96	21-Feb-34	-
	47,262	42.08	25-Feb-35	81,291
	371,862			\$4,332,639

⁽¹⁾ Based on the closing price of a common share on the TSX on December 31, 2025 of \$43.80.

The following table sets out certain information with respect to RSUs outstanding for all Named Executive Officers as at December 31, 2025.

SHARE-BASED AWARDS – RESTRICTED SHARE UNITS			
Name	No. of Not Vested RSUs	Value of Not Vested RSUs ⁽¹⁾	Value of Vested (Not Paid Out) ⁽¹⁾ RSUs
J.G. Reid	124,525	\$5,454,195	\$1,533,526
M.L. Juravsky	41,517	1,818,445	473,522
J.F. Maclean	36,550	1,600,890	103,368
J.B. Ezell	3,419	149,752	20,674
R.W. MacDermid	13,720	600,936	137,839

⁽¹⁾ The value of the RSUs not vested and the value of the RSUs vested (but not paid out) are based on the closing price of a common share on the TSX on December 31, 2025 of \$43.80.

The following table sets out certain information with respect to PSUs outstanding for all Named Executive Officers as at December 31, 2025.

SHARE-BASED AWARDS – PERFORMANCE SHARE UNITS			
Name	No. of Not Vested PSUs	Value of Not Vested PSUs ⁽¹⁾	Value of Vested (Not Paid Out) ⁽¹⁾ PSUs
J.G. Reid	56,281	\$2,465,108	\$-
M.L. Juravsky	15,347	672,199	-
J.F. Maclean	-	-	-
J.B. Ezell	-	-	-
R.W. MacDermid	-	-	-

⁽¹⁾ The value of the PSUs not vested and the value of the PSUs vested (but not paid out) are based on the closing price of a common share on the TSX on December 31, 2025 of \$43.80.

INCENTIVE PLAN AWARDS – VALUE VESTED OR EARNED DURING THE YEAR

The following table summarizes all equity incentive plan awards (common share options, SARs RSUs and PSUs) vested during 2025 and all cash bonuses earned during 2025, in each case, for all Named Executive Officers.

Name	Share Options Value Vested During 2025 ⁽¹⁾	SARs Value Vested During 2025 ⁽²⁾	RSUs Value Vested During 2025 ⁽³⁾	PSUs Value Vested During 2025 ⁽⁴⁾	Non-Equity Incentive Plan Comprehension Value Earned During 2025
J.G. Reid	\$ -	\$576,827	\$5,014,231	-	\$6,037,595
M.L. Juravsky	199,952	-	1,561,945	-	1,462,758
J.F. Maclean	-	-	257,961	-	1,476,503
J.B. Ezell	-	-	57,057	-	1,409,651
R.W. MacDermid	-	-	294,933	-	405,118

⁽¹⁾ The options value vested is the aggregate dollar value that would have been realized if the share options had been exercised on their vesting date. It is calculated by determining the difference between the closing price of a common share on the TSX on the vesting date and the exercise price of the share option. All share options issued to Mr. Reid were fully vested prior to January 1, 2025. Mr. Maclean, and Mr. MacDermid have not been issued share options. All share options issued to Mr. Ezell were fully vested and exercised prior to January 1, 2025.

⁽²⁾ The SARs value vested is the aggregate dollar value that would have been realized if the SARs had been exercised on the vesting date during 2025. It is calculated by determining the difference between the closing price of a common share on the TSX on the vesting date and the exercise price of the SAR. Mr. Reid is the only Named Executive Officer who has been issued SARs.

⁽³⁾ The RSUs value vested is based on the market value on the date the RSUs vested during 2025.

⁽⁴⁾ The first set of PSUs were issued to Mr. Reid and Mr. Juravsky in February 2025 and zero PSUs vested in 2025. Mr. Maclean, Mr. Ezell and Mr. MacDermid have not been issued PSUs.

CEO TOTAL REALIZED COMPENSATION LOOKBACK

The following table depicts the CEO's total direct compensation, as reported in our Circular and its value as at December 31, 2025 for the years Mr. Reid was CEO of the Company.

Fiscal Year	Value at Time of the Awards	Value on December 31, 2025 ⁽¹⁾	Increase or Decrease as Percentage
2024	\$12,245,922	12,622,860	3.08%
2023	12,873,095	13,421,429	4.26%
2022	11,963,113	13,792,644	15.29%
2021	11,271,070	14,808,296	31.38%
2020	1,998,609	3,310,209	65.63%

⁽¹⁾ Mr. Reid's total direct compensation as measured on December 31, 2025 includes: (a) actual salary, non-equity incentive, pension and other compensation received or relating to the year of award; (b) actual value received from redeemed RSUs and share appreciation rights exercised that were granted during or relate to the measurement period; (c) December 31, 2025 value of RSUs and PSUs which have not been redeemed, including reinvested dividends; and (d) December 31, 2025 in the money value of any unexercised share appreciation rights awarded during the measurement period.

PENSION PLAN AND OTHER BENEFITS

Russel Metals provides a defined contribution plan to its named executive officers.

DEFINED CONTRIBUTION PLANS

Mr. Juravsky, Mr. Maclean and Mr. MacDermid participate in a defined contribution plan. The following table sets out prescribed information concerning the accrued values of this plan and compensatory and non-compensatory payments under this plan for 2023. The plan is described in more detail below the table:

Name	Accumulated Value at Start of 2025	Compensatory ⁽¹⁾	Accumulated Value at End of 2025
M.L. Juravsky	\$148,896	\$16,841	\$211,379
J.F. Maclean	354,338	13,838	401,652
R.W. MacDermid	499,161	14,092	595,961

⁽¹⁾ Compensatory value represents the Company's aggregate contributions made during the year.

Mr. Juravsky, Mr. Maclean and Mr. MacDermid participate in a defined contribution plan covering our Canadian employees, which provides that the employee contributes 1% of their base salary and the Company provides an annual contribution of an amount equal to 2% of their base salary. In addition, employees may contribute up to an additional 6% of base salary, subject to Canada Revenue Agency limits, and the Company provides a 50% matching contribution on additional amounts contributed by the employee. In 2025, we contributed \$16,841 to Mr. Juravsky's account, \$13,838 to Mr. Maclean's account, and \$14,092 to Mr. MacDermid's account. All contributions vest immediately.

401K PLAN

Mr. Reid and Mr. Ezell participate in a 401K defined contribution plan covering our U.S. employees, which provides that the Company will make an annual contribution of an amount equal to 2% of their eligible compensation to an Internal Revenue Service limit. In addition, employees may contribute up to an additional 6% of their eligible compensation and the Company provides a matching contribution of one-third of amounts contributed by the employee to a maximum of US\$4,300. In 2025, we contributed US\$14,000 (Cdn\$19,571) to Mr. Reid's account and US\$14,659 (Cdn\$20,492) to Mr. Ezell's account. All contributions vest immediately.

LIFE INSURANCE POLICY AND PENSION REPLACEMENT INSTRUMENT

In 2014, in lieu of an executive pension arrangement, we signed an agreement with Mr. Reid to fund a Whole Life Insurance Policy (the "Reid Life Insurance Policy"). In accordance with the agreement, annual premiums of up to US\$150,000 per year on the Reid Life Insurance Policy will be paid by the Company. In addition to paying the annual premiums, we have agreed to compensate Mr. Reid in the form of additional cash compensation for the grossed-up tax payable on his life insurance taxable benefit. In 2018, effective upon Mr. Reid's appointment as CEO, we signed an executive employment agreement with Mr. Reid which increased the total amount payable under the Reid Life Insurance Policy or such other pension replacement instrument, as Mr. Reid may select, to US\$350,000 annually (inclusive of any gross-up for taxes payable). Our obligation to pay the annual premiums are dependent on Mr. Reid being employed as CEO of the Company. The Reid Life Insurance Policy and other pension replacement instrument are owned by Mr. Reid and all proceeds are payable to his estate in the event of his death.

In 2025 we contributed US\$228,150 to these plans and paid Mr. Reid US\$121,850 for the grossed up tax on the taxable benefit.

CHANGE OF CONTROL AGREEMENTS

The Company has entered into change of control agreements with each of Mr. Reid, Mr. Juravsky and Mr. Maclean, described below.

DOUBLE TRIGGER CHANGE OF CONTROL AGREEMENTS

We have entered into change of control agreements with Mr. Reid, Mr. Juravsky and Mr. Maclean providing for their continued employment for two years following a change of control and for severance payments in certain circumstances in the event of the termination of their employment within two years of a change of control. Such circumstances include termination of employment by Russel Metals (other than for just cause, disability or retirement) or termination of employment by the executive officer for good reason. A "good reason" includes the occurrence of any of the following without the executive officer's express written consent: (i) the Company assigning to the executive officer duties inconsistent with his / her position, duties, responsibilities and status with the Company immediately prior to the change of control; (ii) a reduction by the Company to the executive officer's annual salary; (iii) failure by the Company to continue in effect any benefit, bonus, incentive or retirement plan in which the executive officer is participating immediately prior to the change of control; (iv) the Company relocating the executive officer to any place other than the location at which he / she performed his / her duties for the Company immediately prior to the change of control; (v) any breach by the Company to any provisions of the Change of Control Agreement; or (vi) any failure by the Company to obtain the assumption of the Change of Control Agreement by a successor or assign of the Company. A "change of control" includes the acquisition of effective control by a person or group of persons acting in concert or a determination by the Directors that a change of control has occurred or is about to occur. For such purpose, any person or group holding securities which entitle such holder or holders to cast more than 25% of the votes attaching to all shares in the capital of the Company which may be cast to elect Directors shall be deemed to be in a position to exercise effective control. A change of control will also have occurred if incumbent Directors cease to constitute a majority of the Board of Directors. For this purpose an incumbent Director is any member of the Board of Directors of the Company who was a Director immediately prior to the event which gave rise to the change of control, and any successor to an incumbent Director who was recommended or elected or appointed to succeed an incumbent Director by the affirmative vote of a majority of the incumbent Directors.

Upon termination under these circumstances, the executive officer is entitled to receive a lump sum payment of two times his or her current salary, and two times the average annual amount paid or payable to the executive officer pursuant to any profit sharing, cash incentive or bonus program during the last 36 months. The executive officer is also entitled to receive an amount on account of the value of all SARs and all share options or other rights to acquire common shares held by the executive officer or to which he or she would have been entitled, an amount on account of pension benefits to which the executive officer would have been entitled and certain other benefits. In addition, if the executive officer holds options for the purchase of common shares or SARs in the Company ("Unexercised Rights"), all Unexercised Rights so held that were not exercisable at the date of termination, shall be accelerated so that such Unexercised Rights become immediately exercisable and all Unexercised Rights shall remain exercisable for 180 days following the date of termination. Similarly, RSUs and PSUs become fully vested and are cashed out within 25 days from termination.

The following table sets out the payments to which each of Mr. Reid, Mr. Juravsky and Mr. Maclean would have been entitled had they been terminated on December 31, 2025 within two years of a change of control of the Company:

SEVERANCE FOR TERMINATION WITHIN TWO YEARS OF A CHANGE OF CONTROL				
Name	Amount on Account of Salary and Incentives	Amount on Account of Pension Benefits and Life Insurance	Immediate Vesting of Share Options / SARs	Immediate Vesting of RSUs and PSUs⁽¹⁾
J.R. Reid	\$24,467,611	\$1,017,672	\$476,172	\$12,381,456
M.L. Juravsky	6,915,973	33,682	-	3,930,646
J.F. Maclean	5,945,302	27,676	-	2,925,268

⁽¹⁾ *In addition, any vested but not distributed RSUs and PSUs are also deemed payable upon a change of control.*

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The disclosure set out below reflects the Company's compliance with National Policy 58-201 (Corporate Governance Guidelines) and National Instrument 58-101 (Corporate Governance Practices) (collectively, the "CSA Governance Rules").

CORPORATE GOVERNANCE	
Disclosure Requirement	Practices of Russel Metals
Independence of the Board	A majority (88%) of the Company's current Directors and a majority (88%) of the nominees for election as a Director at the Meeting, are independent.
Other Board Positions held by the Company's Directors	Ms. Allan, Mr. Clark, Mr. Hedges, Ms. Johnston and Ms. Thabet are directors of other public companies. For each of the nominee Directors these companies are identified on pages 12 – 16 (inclusive) of this Circular. No Directors are members of the same board of another public company.
In Camera Meetings	Independent Directors meet in camera at each Board meeting.
Independent Chair	Mr. Dinning is the Chair of the Board and is independent. Among other things, the Chair of the Board: (a) provides leadership to the Directors in discharging their mandate; (b) provides advice, counsel and mentorship to the CEO; (c) promotes the delivery of information to the Directors on a timely basis; (d) presides over Board and shareholder meetings; (e) coordinates with the Chairs of Board committees; (f) sets the agenda for Board meetings; and (g) encourages free and open discussion among the Directors. The complete position description of the Board Chair can be found on the Company website at www.russelmetals.com .
Attendance Record	Each Director attended all Board and Committee meetings, for which they were a member, held in 2025 with the exception of Mr. Hedges who was unable to participate in a Board meeting held on December 18, 2025. For further information on attendance at the 2025 Board and Committee meetings see "Attendance at Board and Committee Meetings Held" on page 18 of this Circular. Directors are required to thoroughly review meeting material provided by management, in advance of Board of Directors meetings. Directors are required to attend meetings in person, when possible and practicable.
Board Charter	<p>The Board has explicitly assumed stewardship responsibility for Russel Metals as well as responsibility for the matters specifically set out in the CSA Governance Rules.</p> <p>The Board reviews and approves the Company's strategic direction, business plan and capital expenditure budget annually. The Board and management also discuss the Company's future goals and objectives, assess prior performance, successes and failures and consider the opportunities and risks of the Company's business.</p> <p>The cyclical and dynamic nature of the Company's business requires that the Company be proactive and agile to respond and react to rapid market changes. Management presents and discusses with the Board changes in industry conditions and the operating environment quarterly and management also reports to the Board on performance and financial results in writing between meetings.</p> <p>The Board approves acquisitions and capital expenditures in excess of CDN\$6.5 million or US\$4 million.</p> <p>The Board reviews and approves changes in business focus, corporate financings and debt issues.</p> <p>The Board also expects management to advise it of any risks, opportunities or events that have or are likely to have a material effect on the Company and to provide it with regular reports on activities and on any external developments that are likely to affect the Company.</p> <p>The interaction between the Board and management challenges management to proactively manage the cyclical nature of the business to ensure it maximizes shareholder value.</p> <p>The Board is satisfied that the functions and respective responsibilities of the Board and management are clearly understood and supported by all participants in its governance process.</p> <p>The Board charter is included as Schedule A to this Circular commencing on page 69 of this Circular.</p>
Size of Board	<p>The number of Directors to be elected at the Meeting is set at nine.</p> <p>This size and composition of the Board brings a balance of industry and operational expertise as well as backgrounds in other areas that management and the Board believe are of benefit to us.</p> <p>The Company's articles require a minimum of seven and a maximum of 12 Directors.</p>

CORPORATE GOVERNANCE

Disclosure Requirement	Practices of Russel Metals
Board Renewal Policy	<p>The Company has adopted a Board renewal policy whereby Directors will not generally stand for re-election after reaching the age of seventy-five years. In addition, the Company's policy is to target total average tenure of its non-executive Directors (i.e. total years service of non-executive Directors on the Board divided by the number of non-executive Directors) to be approximately 10 years or less. Neither of these two objectives represents a bright line test, and the Board may at any time or from time to time, deviate from these objectives where it believes that it's in the best interest of the Company to do so, but both are designed to encourage and support a continuous active program of Board member renewal, recruitment and retirement planning. At this time, the Board does not believe that fixed term limits for Directors are necessary or appropriate, nor does it believe that Directors should expect to be re-nominated annually prior to age 75. The Board believes that a balance must be struck between ensuring that there are new ideas and diverse viewpoints at the Board and maintaining the insight, experience and other benefits of continuity contributed by longer-serving Directors. For the purposes of this policy, in the event an executive Director subsequently becomes a non-executive Director, only such individual's tenure as a non-executive Director shall be included for the purposes of calculating the total average tenure of non-executive Directors.</p> <p>The average tenure of the non-executive Directors as of the date of this Circular is 8.39 years and if all the non-executive Director nominees are elected the average tenure of the non-executive Directors immediately following the Meeting will be 8.57 years. Mr. Reid, who is an executive Director, is excluded from this calculation and Mr. Hedges' tenure as a non-executive Director is calculated from May 2, 2018, the date of his retirement as an executive of the Company.</p> <p>The Company also manages Director tenure through a Director evaluation and assessment process, and through a demonstrated and ongoing commitment to the process of Board renewal. The evaluation and assessment process, which includes Board and Committee evaluations and a peer evaluation process, is designed to identify any circumstance in which a Director is not making a sufficient contribution. It is the responsibility of the Company's Board to remove Directors who are not performing, rather than simply relying on Director term limits or a Director being required to resign due to age. Each Director's term expires no later than the next annual shareholders' meeting. The Company also manages Director tenure by disclosing each Director's tenure and age in the Company's Information Circular, allowing shareholders to make an informed decision relating to the election of nominee Directors.</p>
Board Committee	<p>Russel Metals' Board committees are the Audit Committee, NCG Committee, MR&C Committee and EMH&S Committee.</p> <p>The Board has adopted charters for each of these committees and pursuant to these charters, except for the EMH&S Committee, all members of the Committees are required to be independent.</p> <p>The members of these committees are all independent. More information regarding the Board's committees can be found under "Committees of the Board of Directors" on page 17 of this Circular.</p>
Position Description	<p>The Board has approved position descriptions for the Chair of the Board, the Chair of each committee of the Board and the CEO.</p> <p>Copies of the committee charters and the position descriptions referred to above are available from the Company's website located at www.russelmetals.com (see "Investor Relations" and "Corporate Governance").</p>

CORPORATE GOVERNANCE

Disclosure Requirement	Practices of Russel Metals
Orientation Program	<p>All new Directors receive a comprehensive orientation on their election or appointment to the Board which includes:</p> <ul style="list-style-type: none">• a detailed briefing with the Chair of the Board• a detailed briefing with the CEO, CFO and other members of senior management• participation in tours of Company operating facilities and in small group sessions with senior management personnel• background and key information about Russel Metals to assist the Director in becoming conversant with the Company's business and priorities, as well as information concerning the industry and competitive environment• health and safety training• a copy of all Board and Committee charters <p>Directors review and execute the Company's Code of Business Conduct and Ethics Policy, Corporate Disclosure Policy and Insider Trading Policy.</p>
Ongoing Education Program	<p>Directors are provided with:</p> <ul style="list-style-type: none">• supplemental Company specific and general industry information designed to keep them current with respect to factors affecting the Company• periodic tours of Company operating facilities, and presentations by senior corporate and operating personnel• information concerning regulatory and policy developments affecting publicly traded companies generally and the responsibilities of Directors. <p>For specific details about the ongoing education sessions held in 2025 and attendance of Directors at these sessions, see "Board Education" commencing on page 21 of this Circular.</p> <p>Management makes presentations when making key business decisions, during strategic planning meetings, on topical issues from time to time and in response to requests from the Board.</p> <p>Directors, on their own initiative, also participate in external educational seminars that are relevant to their role on the Board, as appropriate.</p>
Culture of Ethical Business Conduct	<p>The Board has approved and adopted a Code of Business Conduct and Ethics Policy (the "Code of Conduct"), which applies to all Directors, officers and employees.</p> <p>The Code of Conduct can be found on the Company's website at www.russelmetals.com (see "Investor Relations" and "Corporate Governance") and on SEDAR+ (www.sedarplus.ca).</p> <p>Management conducts annual training on the Code of Conduct.</p>
Monitoring Compliance with Code of Business Conduct and Ethics and other Policies	<p>Management provides the Board with a written compliance report on a quarterly basis.</p> <p>The Company has a confidential and anonymous reporting system that allows all employees to raise concerns free of discrimination, retaliation or harassment.</p> <p>The Company encourages the reporting of any complaints, concerns or questions relating to:</p> <ul style="list-style-type: none">• accounting matters• internal controls• financial irregularities• compliance with the Company's policies• human rights issues (harassment, discrimination, violence, abuse)• unethical business conduct, including but not limited to, safety, environmental, conflicts of interest, bribery, theft and / or fraud <p>The report of any complaints, concerns or questions relating to the foregoing matters may be made to a Whistleblower Hotline through an independent third party service provider by internet, telephone or by mail.</p> <p>The CEO and CFO investigate all reports submitted to the Whistleblower Hotline.</p> <p>The Audit Committee Chair receives notice and has access to all reports submitted to the third party provider.</p>

CORPORATE GOVERNANCE

Disclosure Requirement	Practices of Russel Metals
Conflict of Interest and Related Party Transactions	<p>There are no contracts or other arrangements in place in which any of the Company's Directors or officers has a material interest and the Company does not anticipate entering into any such contract or arrangement. In addition, during the years ended December 31, 2025, 2024 and 2023 the Company did not have any transactions with subsidiaries outside the normal course of business.</p> <p>If any such arrangement were to arise, it would first be considered by the Audit Committee which would review any such conflict of interest or related party transaction to ensure that when any of the Company or any Directors or officers engage in any such transaction, the terms and conditions of such transaction are at fair market value or at least as favourable as prevailing market terms and conditions, or fair value if fair market value references do not exist and would refer the matter to the Board of Directors for approval (in each case and if applicable, without the participation of any Director who had the material interest in question).</p>
Audit Committee	<p>The Audit Committee is responsible for reviewing quarterly and annual financial statements, management's discussion and analysis of financial condition and results of operations, other public disclosure and for monitoring internal control procedures.</p> <p>The Audit Committee meets quarterly with the Company's external auditors and with its Director of Internal Audit without management being present.</p> <p>The Audit Committee is comprised of independent Directors.</p> <p>The Board annually appoints the Audit Committee and its Chair.</p> <p>Additional information with respect to the Audit Committee, including its charter, can be found under the headings "Audit Committee Information" and "Charter of the Audit Committee" in the Company's annual information form, which is posted at www.russelmetals.com (see "Investor Relations" and "Financial Reports") and on SEDAR+ (www.sedarplus.ca).</p>
Nominating and Corporate Governance Committee	<p>The responsibilities of the NCG Committee include:</p> <ul style="list-style-type: none">• developing and recommending governance guidelines for the Company (and periodic review of those guidelines)• identifying individuals qualified to become members of the Board• recommending Director nominees to be put before the shareholders at each annual meeting• reviewing and recommending to the Board the compensation for the Chair of the Board and for other Directors• conducting an annual evaluation of the Board, the Committees of the Board and Chair of the Board <p>The NCG Committee is comprised of independent Directors.</p> <p>The Board annually appoints the NCG Committee and its Chair.</p> <p>As part of each meeting, members of the NCG Committee meet without any member of management present.</p>
Nomination of New Directors	<p>The NCG Committee is responsible for making recommendations to the Board concerning new Director candidates.</p> <p>When new Directors are required, the NCG Committee determines the skill set of a potential Director that it believes would best suit the circumstances, having regard to the skills described in the matrix commencing on page 18 of this Circular and other factors considered relevant by the NCG Committee.</p> <p>The NCG Committee develops profiles of individuals whose background and skills would complement those of the existing Directors for consideration by the Board.</p>

CORPORATE GOVERNANCE

Disclosure Requirement	Practices of Russel Metals
Representation of Designated Groups on the Board of Directors and Senior Management	<p>Four of nine (44%) of the Company's current Directors and four of nine (44%) of the nominee Directors represent Designated Groups (as defined in the Employment Equity Act (Canada)). Three of nine (33%) of the Company's current Directors and three of nine (33%) of the nominee Directors are women. One of nine (11%) of the Company's current Directors self identifies as a member of a visible minority and one of nine (11%) of the nominee Directors self identify as a member of a visible minority. None of the current Directors or nominee Directors self identifies as an Aboriginal person or a person with a disability.</p> <p>Two of eight (25%) of the Company's corporate executive officers are women. One of eight (13%) of the Company's executive officers self identifies as a member of a visible minority, an Aboriginal person or a person with a disability.</p> <p>The Board and the Company recognize the benefits of fostering diversity and believe that a Board and executive team made up of highly qualified individuals from diverse backgrounds promotes better corporate governance, performance and effective decision-making.</p> <p>In furtherance of diversity, the Board has established a formal written Diversity Policy, which among other things, commits that women represent at least 30% of the Directors of the Company and is pleased to confirm that three of the nine (33%) of the nominee Directors are women. In the event women cease to represent at least 30% of the Directors of the Company at any time (for instance, due to an unplanned departure), the Board will take action to ensure that women represent at least 30% of the Directors of the Company within a reasonable timeframe.</p> <p>The Board has not adopted formal targets for other Designated Groups with respect to Directors or executive officers at this time. The NCG Committee and the Company, as set out in the Diversity Policy, seek to ensure that Directors and officers have a wide range of skills, experiences and backgrounds to meet the needs of the Company. To support this objective, the NCG Committee and the Company, when seeking candidates for the Board or senior executive positions as part of their process consider: (a) candidates who are highly qualified based on their business experience, functional expertise and personal skills and qualities; (b) candidates with experience and expertise in the industries in which the Company operates or in related industries; and (c) the representation of Designated Groups on the Board and in senior leadership positions.</p> <p>The Board and Company also, in preparing for recruitment, discuss the current matrix of skill sets of Directors and executive officers and consider whether there are any gaps or specific experiences, skills or viewpoints that ought to be addressed, in the selection of a candidate, to improve corporate performance and decision making.</p> <p>This process places diversity and inclusion as critical considerations during the recruitment and selection process.</p>
Management Resources and Compensation Committee	<p>The responsibilities of the MR&C Committee include:</p> <ul style="list-style-type: none">• reviewing and making recommendations to the Board (without the participation of the CEO) concerning compensation for the CEO• reviewing and making recommendations to the Board concerning compensation of other executive officers, incentive-based plans and share-based plans• recommending and monitoring equity ownership policies• overseeing any changes to the design of the Company's pension plans and 401k plans• reviewing and considering the implications of the risks associated with the Company's compensation policies and practices, specifically, situations that could potentially encourage an executive to expose Russel Metals to inappropriate or excessive risks• reviewing compensation disclosure in public documents, including the Compensation Discussion and Analysis for inclusion in this Circular, in accordance with applicable rules and regulations• reviewing succession plans for the CEO and other members of senior management <p>The MR&C Committee is comprised of independent Directors.</p> <p>The Board annually appoints the MR&C Committee and its Chair.</p> <p>The MR&C Committee considers matters within its mandate and makes recommendations to the full Board.</p> <p>As part of each meeting, the MR&C Committee members meet without any member of management present.</p>

CORPORATE GOVERNANCE

Disclosure Requirement	Practices of Russel Metals
Determining Executive Officer and Director Compensation	<p>The MR&C Committee recommends the compensation for the CEO and the CFO to the Board and reviews compensation policies and levels for other executive officers to ensure that their compensation is competitive and reasonably related to personal and corporate performance.</p> <p>The MR&C Committee uses various information sources, including independent consultants, to monitor the competitive position of Russel Metals' salaries, cash incentives and share-based incentives, and to assess the effectiveness of its incentive plans in contributing to corporate performance.</p> <p>The NCG Committee makes recommendations to the Board regarding Director compensation with reference to the Company's benchmarking peer group.</p>
Environmental Management and Health & Safety Committee	<p>The mandate of the EMH&S Committee is to monitor, evaluate and make recommendations to the Board for the purposes of enhancing the Company's health and safety performance and ensuring that the Company conducts its activities in a manner that complies with applicable environmental and occupational health and safety laws.</p> <p>These activities should minimize adverse impacts on the natural environment and to the communities in which the Company operates in a manner that respects the health and safety of its employees.</p> <p>The Board annually appoints the EMH&S Committee and its Chair.</p> <p>Management reports quarterly to the Board on these areas and the EMH&S Committee.</p>
Board, Committee and Individual Director Assessment	<p>Each Director completes questionnaires annually assessing the performance of the Board and its committees. Each Director also individually meets with the Chair of the Board to discuss the performance and evaluate the performance of the other Directors. The Chair of the Board also follows up with each Director individually to discuss any issues or concerns raised during the performance assessment process.</p> <p>Each committee is required to review annually at a meeting of the committee, the effectiveness and contributions of the committee, and to report to the Board with respect to such review.</p> <p>It is expected that individual and corporate goals can be more readily achieved as Directors are assisted in identifying areas that may be improved.</p> <p>The questionnaires are designed to encourage each Director to thoughtfully consider ways in which their effectiveness may be increased and to identify areas of improvement of Directors' performance.</p> <p>Each Director also completes annually, a written peer review assessment of the performance of the Chair of the Board. These assessments are submitted to the Chair of the NCG Committee, who interviews Directors, as may be appropriate, and discusses any issues raised with the Chair of the Board on a "without attribution" basis.</p>
Outside Advisors	<p>Each committee of the Board has the authority to retain and compensate any outside consultants and advisors it considers necessary to fulfill its mandate.</p> <p>Directors may engage advisors at the Company's expense for other purposes with the concurrence of the Chair of the NCG Committee.</p>

CERTIFICATE

The Board of Directors has approved the contents and the sending of this Circular.

DATED the 2nd day of March, 2026.

/s/ Martin L. Juravsky

Martin L. Juravsky
Executive Vice President,
Chief Financial Officer and Secretary

SCHEDULE A – CHARTER OF THE BOARD OF DIRECTORS

GENERAL

1. Purpose and Responsibility of the Board

By approving this Charter, the Board explicitly assumes responsibility for the stewardship of Russel and its business. This stewardship function includes responsibility for the matters set out in this Charter, which form part of the Board's statutory responsibility to manage or supervise the management of Russel's business and affairs.

2. Review of Charter

The Board shall review and assess the adequacy of this Charter annually and at such other times as it considers appropriate and shall make such changes as it considers necessary or appropriate.

3. Definitions and Interpretation

3.1. Definitions

In this Charter:

- a) "Board" means the board of directors of Russel;
- b) "CEO" means Russel's chief executive officer;
- c) "Chair" means the chair of the Board;
- d) "Charter" means this charter, as amended from time to time;
- e) "Director" means a member of the Board;
- f) "Russel" means Russel Metals Inc.; and
- g) "Stock Exchanges" means, at any time, the Toronto Stock Exchange and any other stock exchange on which any securities of Russel are listed for trading at the applicable time.

3.2. Interpretation

This Charter is subject to and shall be interpreted in a manner consistent with Russel's articles, by-laws, the Canada Business Corporations Act (the "CBCA"), and any other applicable legislation.

CONSTITUTION OF THE BOARD

4. Election and Removal of Directors

4.1. Number of Directors

The Board shall consist of such number of Directors as the Board may determine from time to time, within the range set out in Russel's articles of amalgamation at such time.

4.2. Election of Directors

Directors shall be elected by the shareholders annually for a one-year term, and subject to applicable law, shall hold office for a one-year term or until their successors are elected or appointed.

4.3. Vacancies

The Board may appoint a member to fill a vacancy which occurs in the Board between annual elections of Directors, to the extent permitted by the CBCA.

4.4. Ceasing to be a Director

A Director will cease to hold office upon:

- a) Delivering a resignation in writing to Russel;
- b) Being removed from office by an ordinary resolution of the shareholders;
- c) His or her death; or
- d) Becoming disqualified from acting as a Director

4.5. Resignation

Directors whose principal employment or other business or professional circumstances change significantly from that which they held when most recently elected to the Board (including, without limitation, retirement from their principal employment, or any new appointment or election to the board of a publicly traded company) must notify the Chair of the Nominating and Corporate Governance Committee (the "NCGC Chair") and provide reasonable particulars of the change. The Board is not of the view that Directors in such circumstances must always leave the Board; however, if the NCGC Chair so determines, after consultation with the other members of the Nominating and Corporate Governance Committee, opportunity should be given to the Board, prior to the change becoming effective, to review the appropriateness of continued Board membership of such Director under the revised circumstances and to consider whether such change may have an impact on the composition of the Board. For this reason, whenever practical, any such notice shall be given in advance of the change in question. Whether or not a Director has complied with the foregoing notice requirement in any particular circumstance, the Director shall, if requested by resolution of the Board as a result of any such change, tender his or her resignation as a Director, effective upon acceptance by the Board.

5. Criteria for Directors

5.1. Qualification of Directors

Every Director shall be an individual who is at least 18 years of age, has not been determined by a court to be of unsound mind and does not have the status of bankrupt.

5.2. Residency

At least 25% of the Directors shall be resident Canadians.

5.3. Independence of Directors

At least a majority of the Directors shall be independent for the purposes of all applicable regulatory and stock exchange requirements.

5.4. Share Ownership

Subject as hereinafter provided, each Director shall beneficially own, directly or indirectly, common shares or deferred share units or a combination thereof valued at three times the annual board retainer and annual deferred share unit grant. The Chair shall beneficially own directly or indirectly, common shares or deferred share units or a combination thereof valued at three times the annual Chair retainer and annual deferred share unit grant. The values of the shares and deferred share units are based on the higher of (i) the closing price of a common share as at the date of valuation; and (ii) the values of such common shares and deferred share units as at the time of acquisition or grant, as applicable. Any new Director is required to achieve such ownership level within five years of the date of such Director joining the Board. In satisfying the share ownership requirements, each Director must own a minimum of 1,000 Common Shares, which each Director must acquire prior to their first anniversary as a Director of the Company.

5.5. Other Criteria

The Board may establish other criteria for Directors as contemplated in this Charter.

6. Board Chair

6.1. Board to Appoint Chair

The Chair shall be an independent Director.

6.2. Chair to be Appointed Annually

The appointment of Chair shall take place not less frequently than annually, with effect immediately following a meeting of the shareholders at which Directors are elected; provided that if the appointment of the Chair is not so made, the Director who is then serving as Chair shall continue as Chair until his or her successor is appointed; and provided further that the Board may from time to time and at any time appoint a new Chair of the Board.

7. Remuneration of Directors and Retaining Advisors

7.1. Remuneration

Members of the Board and the Chair shall receive such remuneration for their service on the Board as the Board may determine from time to time, in consultation with the Nominating and Corporate Governance Committee of the Board.

7.2. Retaining and Compensating Advisors

Each Director shall have the authority to retain outside counsel and any other external advisors from time to time as appropriate with the approval of the chair of the Nominating and Corporate Governance Committee.

MEETINGS OF THE BOARD

8. Meetings of the Board

8.1. Time and Place of Meetings

Meetings of the Board shall be called and held in the manner and at the location contemplated in Russel's by-laws.

8.2. Frequency of Board Meetings

Subject to Russel's by-laws, the Board shall meet at least four times per year on a quarterly basis.

8.3. Quorum

In order to transact business at a meeting of the Board:

- a) At least a majority of Directors then in office shall be present; and
- b) At least 25% of the Directors present must be resident Canadians (or, if this is not the case, a resident Canadian Director who is unable to be present and whose presence at the meeting would have resulted in the required number of resident Canadian Directors being present, must approve the business transacted at the meeting, whether in writing, by phone or otherwise).

8.4. Secretary of the Meeting

The Chair shall designate from time to time a person who may, but need not, be a member of the Board, to be Secretary of any meeting of the Board.

8.5. Right to Vote

Each member of the Board shall have the right to vote on matters that come before the Board.

8.6. Invitees

The Board may invite any of Russel's officers, employees, advisors or consultants or any other person to attend meetings of the Board to assist in the discussion and examination of the matters under consideration by the Board.

9. In Camera Sessions of Independent Directors

At the conclusion of each meeting of the Board, the independent Directors shall meet without any member of management being present (including any Director who is a member of management).

DELEGATION OF DUTIES AND RESPONSIBILITIES OF THE BOARD

10. Delegation and Reliance

10.1. Delegation to Committees

The Board may establish and delegate to committees of the Board any duties and responsibilities of the Board which the Board is not prohibited by law from delegating. However, no committee of the Board shall have the authority to make decisions which bind Russel, except to the extent that such authority has been specifically delegated to such committee by the Board.

10.2. Requirement for Certain Committees

The Board shall establish and maintain the following committees of the Board, each having mandates that incorporate all applicable legal and Stock Exchange listing requirements and with such recommendations of relevant securities regulatory authorities and Stock Exchanges as the Board may consider appropriate:

- a) Audit Committee;
- b) Nominating and Corporate Governance Committee;
- c) Management Resources and Compensation Committee; and
- d) Environmental Management and Health & Safety Committee

10.3. Composition of Committees

The Board will appoint and maintain in office, members of each of its committees such that the composition of each such committee is in compliance with listing requirements of the Stock Exchanges and with such recommendations of relevant securities regulatory authorities and Stock Exchanges as the Board may consider appropriate and shall require the Nominating and Corporate Governance Committee to make recommendations to it with respect to such matters.

10.4. Review of Charters

On a biennial basis, the Board will review the recommendations of the Nominating and Corporate Governance Committee with respect to the charters of each committee of the Board. The Board will approve those changes to the charters that it determines are appropriate.

10.5. Delegation to Management

Subject to Russel's articles and by-laws, the Board may designate the offices of Russel, appoint officers, specify their duties and delegate to them powers to manage the business and affairs of Russel, except to the extent that such delegation is prohibited under the CBCA or limited by the articles or by-laws of Russel or by any resolution of the Board or policy of Russel.

10.6. Limitations on Management Authority

- a) Management shall exercise its authority in accordance with the following documents approved by the Board, including as applicable, any approved strategic plan, business plan and capital expenditure budget.

- b) Management may not take the following actions without the approval of the Board:
 - i. capital expenditures, acquisitions or dispositions in excess of CDN\$6.5 million or US\$4 million;
 - ii. the lease of property or building(s) where: (A) the lease commits the expenditure of more than \$5 million during the initial term of the lease, or (B) the average lease payments during the initial term exceed \$1.5 million per year, (in each case, in the local currency where the expenditure is being made);
 - iii. change in business focus;
 - iv. issuance of securities;
 - v. borrowing outside of the ordinary course of business.

10.7. Reliance on Management

The Board is entitled to rely in good faith on the information and advice provided to it by Russel's management.

10.8. Reliance on Others

The Board is entitled to rely in good faith on information and advice provided to it by advisors, consultants and such other persons as the Board considers appropriate.

10.9. Oversight

The Board retains responsibility for oversight of any matters delegated to any committee of the Board or to management.

DUTIES AND RESPONSIBILITIES

11. Duties of Individual Directors

11.1. Fiduciary Duty and Duty of Care

In exercising his or her powers and discharging his or her responsibilities, a Director shall:

- a) act honestly and in good faith with a view to the best interests of the corporation; and
- b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

11.2. Compliance with the CBCA and Constatng Documents

A Director shall comply with the CBCA and the regulations to the CBCA as well as with Russel's articles and by-laws.

11.3. Compliance with Russel's Policies

A Director shall comply with all policies of Russel applicable to members of the Board as approved by the Board.

12. Responsibilities of Directors

12.1. Responsibilities set out in Charter

A Director shall review and participate in the work of the Board necessary in order for the Board to discharge the duties and responsibilities set out in accordance with the Charter.

12.2. Orientation and Education

A Director shall participate in the orientation and continuing education programs developed by Russel for the Directors.

12.3. Meeting Preparation and Attendance

In connection with each meeting of the Board and each meeting of a committee of the Board of which the Director is a member, a Director shall:

- a) Review thoroughly the material provided to the Director by management in connection with the meeting, provided that such review is a practicable in view of the time at which such material was delivered to the Director.
- b) Attend each meeting in person to the extent practicable (unless the meeting is scheduled to be held by phone or video conference).

12.4. Assessment

A Director shall participate in such processes as may be established by the Board for assessing the Board, its committees and individual Directors.

12.5. Other Responsibilities

A Director shall perform such other functions as may be delegated to that Director by the Board or any committee of the Board from time to time.

13. Board Responsibility for Specific Matters

13.1. Responsibility for Specific Matters

The Board explicitly assumes responsibility for the matters set out below, recognizing that these matters represent in part responsibilities reflected in requirements and recommendations adopted by applicable securities regulators and the Stock Exchanges and do not limit the Board's overall stewardship responsibility or its responsibility to manage or supervise the management of Russel's business and affairs.

13.2. Delegation to Committees

Whether or not specific reference is made to committees of the Board in connection with any of the matters referred to below, the Board may direct any committee of the Board to consider such matters and to report and make recommendations to the Board with respect to these matters.

14. Corporate Governance Generally

14.1. Governance Practices and Principles

The Board shall be responsible for Russel's approach to corporate governance.

14.2. Governance Principles

- a) **Governance Principles.** The Board shall review and approve, if appropriate, a set of governance principles and guidelines appropriate for Russel (the "Governance Principles").
- b) **Amendments.** The Board shall review the Governance Principles at least annually and shall adopt such changes to the Governance Principles as it considers necessary or desirable from time to time.

14.3. Governance Disclosure

- a) **Approval of Disclosure.** The Board shall approve disclosure about Russel's governance practices in any document before it is delivered to Russel's shareholders or filed with securities regulators or with the Stock Exchanges.
- b) **Determination that Differences Are Appropriate.** If Russel's governance practices differ from those recommended by Canadian securities regulators or the Stock Exchanges, the Board shall consider these differences and why the Board considers them to be appropriate.

14.4. Delegation to Nominating and Corporate Governance Committee

The Board may direct the Nominating and Corporate Governance Committee to consider the matters contemplated in this Section 14 and to report and make recommendations to the Board with respect to these matters.

15. Responsibilities Relating to Management

15.1. Integrity of Management

The Board shall, to the extent feasible, satisfy itself:

- a) as to the integrity of the CEO and other senior officers; and
- b) that the CEO and other senior officers create a culture of integrity throughout the organization.

15.2. Succession Planning

The Board shall be responsible for succession planning for the CEO and shall receive recommendations of the Management Resources and Compensation Committee and make such determinations as it considers appropriate with respect to oversight of senior management succession planning including appointing senior management and oversight of training and development programs.

15.3. Executive Compensation Policy

The Board shall receive recommendations of the Management Resources and Compensation Committee and Nominating and Corporate Governance Committee, as applicable, and make such determinations as it considers appropriate with respect to:

- a) CEO's compensation level (without the participation of the CEO);
- b) non-CEO officer compensation;
- c) director compensation;
- d) incentive compensation plans; and
- e) equity based plans.

16. Oversight of the Operation of the Business

16.1. Risk Management

Taking into account the reports of management and such other persons as the Board may consider appropriate, the Board shall identify the principal risks of Russel's business and satisfy itself as to the implementation of appropriate systems to manage these risks.

16.2. Strategic Planning Process

At least once per year, the Board shall review Russel's strategic initiatives which take into account, among other things, the opportunities and risks of Russel's business.

16.3. Internal Control Management Information Systems

The Board shall review the reports of management and the Audit Committee concerning the integrity of Russel's internal control and management information systems. Where appropriate, the Board shall require management (overseen by the Audit Committee) to implement changes to such systems to ensure integrity of such systems.

16.4. Communications Policy and Feedback Process

- a) The Board shall review and, if determined appropriate, approve a communication policy for Russel for communicating with shareholders, the investment community, the media, governments and their agencies, employees and the general public. The Board shall consider, among other things, the recommendations of management and the Nominating and Corporate Governance Committee with respect to this policy.

- b) The Board shall establish a process pursuant to which the Board can receive feedback from securityholders.

16.5. Financial Statements

- a) The Board shall receive regular reports from the Audit Committee with respect to the integrity of Russel's financial reporting system and its compliance with all regulatory requirements relating to financial reporting.
- b) The Board shall review the recommendations of the Audit Committee with respect to the annual financial statements of Russel to be delivered to shareholders. If appropriate, the Board shall approve such financial statements.

16.6. Capital Management

The Board shall receive regular reports from management on the structure and management of Russel's capital.

16.7. Pension Plan Matters

The Board shall receive and review reports from management and from the Audit Committee covering administration, investment performance, funding, financial impact, actuarial reports and other pension plan related matters. The Board shall receive and review reports from management and the Management Resources and Compensation Committee concerning any compensation related changes to the design of Russel's pension plans.

16.8. Code of Business Conduct and Ethics

The Board will review and approve a Code of Business Conduct and Ethics for Russel. In adopting this code, the Board will consider the recommendations of the Nominating and Corporate Governance Committee concerning its compliance with applicable legal and Stock Exchange listing requirements and with such recommendations of relevant securities regulatory authorities and Stock Exchanges as the Board may consider appropriate.

16.9. Compliance and Disclosure

The Board will direct the Nominating and Corporate Governance Committee to monitor compliance with the Code of Business Conduct and Ethics and recommend disclosures with respect thereto. The Board will consider any report of the Nominating and Corporate Governance Committee concerning these matters, and will approve, if determined appropriate, the disclosure of the Code of Business Conduct and Ethics and of any waiver granted to a director or senior officer of Russel from complying with the Code of Business Conduct and Ethics.

17. Nomination of Directors

17.1. Nomination and Appointment of Directors

- a) The Board shall nominate individuals for election as directors by the shareholders and shall require the Nominating and Corporate Governance Committee to make recommendations to it with respect to such nominations.

- b) The Board shall adopt a process recommended to it by the Nominating and Corporate Governance Committee pursuant to which the Board shall;
 - i. Consider what competencies and skills the Board, as a whole, should possess; and
 - ii. Assess what competencies and skills each existing Director possesses.

18. Board Effectiveness

18.1. Position Descriptions

The Board shall review and, if determined appropriate, approve the recommendations of the Nominating and Corporate Governance Committee concerning formal position descriptions for:

- a) the Chair of the Board, the Lead Director (if any) and for the Chair of each committee of the Board, and
- b) the CEO.

18.2. Director Orientation and Continuing Education

The Board shall review and, if determined appropriate, approve the recommendations of the Nominating and Corporate Governance Committee concerning:

- a) a comprehensive orientation program for new Directors; and
- b) a continuing education program for all Directors.

18.3. Board, Committee and Director Assessments

The Board shall review and, if determined appropriate, adopt a process recommended by the Nominating and Corporate Governance Committee for assessing the performance and effectiveness of the Board as a whole, the committees of the Board and the contributions of individual Directors on an annual basis.

18.4. Annual Assessment of the Board

Each year, the Board shall assess its performance and effectiveness in accordance with the process established by the Nominating and Corporate Governance Committee.

