CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the "**Board**") of Russel Metals Inc. (the "**Company**") has adopted the corporate governance guidelines ("**Guidelines**") set forth below in furtherance of its continuing efforts to enhance its corporate governance. These Guidelines should be interpreted in accordance with any requirements imposed by applicable law, the Toronto Stock Exchange ("**TSX**") and the Articles and bylaws of the Company.

1. Board Composition and Selection

1.1. Board Size

The Board is of the view that a Board comprised of 7 to 12 directors is desirable to provide a diversity of experience and knowledge, permit effective committee organization, and is appropriate for efficient meetings and decision making. The Nominating and Corporate Governance Committee ("**NCG Committee**") shall annually review the size of the Board and recommend any changes, where appropriate.

1.2. Board Composition and Nomination Process

At least a majority of all directors shall be "independent" within the meaning of applicable law and TSX rules. The Chair of the Board ("**Board Chair**") shall at all times be an independent director.

A quorum of directors may fill vacancies in existing or new director positions to the extent permitted by applicable law. Directors so appointed by the Board will serve only until the next annual meeting unless re-elected by the shareholders at that time.

Each year, the NCG Committee shall review the composition of the Board to ensure that it has the broad mix of skills and experience necessary to oversee the range of issues that arise given the Company's size and complexity. This review takes into account the skills, background and experience of each director currently on the Board and also, among other things, succession planning and requirements, committee requirements, industry experience, market dynamics and the strategic direction of the Company.

Nominees for membership on the Board will be recommended to the Board by the NCG Committee. In recommending new directors, the NCG Committee may consult with the other members of the Board and may retain external consultants to assist it in sourcing the best available candidates for nomination.

When identifying candidates to recommend for appointment or election to the Board, the NCG Committee will determine the skill set of a potential director that it believes will best suit the circumstances, having regard to, among other things, the "Skills Matrix" developed by the Board 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.

The Board and 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 adopted a formal Diversity Policy which includes a target 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 (as defined in the *Employment Equity Act* (Canada) with respect to Directors or executive officers at this time. The NCG Committee and the Company do make efforts 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 consider, among other things: (a) candidates who are highly qualified based on their industry and other business experience, functional expertise and personal skills and qualities; and (b) the representation of Designated Groups.

Prior to proposing a candidate for election or filling a vacancy on the Board, the Board shall meet to discuss and vote upon any recommendations of the NCG Committee.

1.3. Majority Voting

The Company has adopted a majority voting policy for its Board nominees in compliance with TSX rules. However, this policy has been rendered inoperative as of August 31, 2022, when new provisions of the Canada Business Corporations Act ("CBCA") introducing a statutory voting requirement for uncontested director elections came into effect. If a nominee does not receive a majority of the votes cast for their election, the nominee will not be elected and the Board of Directors position will remain open or, if in the case of incumbent directors, such director may continue in office until the earlier of (i) the 90th day after the election, or (ii) the day on which his or her successor is appointed or elected.

1.4. Board Interlocks / Public Directorships

The Board has adopted the guideline that there shall be no more than two board interlocks at any given time (or one board interlock where three or more directors are members of such other board). A board interlock occurs when two of the Company's directors also serve together on the board of another public company.

1.5. Over-Boarding

Unless specifically authorized by the Board, no director may simultaneously serve on more than four public company boards (including the Board of the Company). In addition, where a director is also a CEO of a public company, such director may not simultaneously sit on more than two outside public company boards (in addition to the board of the company for which he/she is CEO) unless specifically authorized by the Board.

For purposes of determining the number of boards on which a director sits, service on a board of a parent and a controlled subsidiary of such parent shall be treated as a single board. The NCG Committee and the Board will consider the time involved in a director's service on other boards when evaluating the suitability of a director and making its recommendations to the Company's shareholders.

1.6. Significant Changes of Employment

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 NCG Committee 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 Chair of the NCG Committee 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.

2. Board Conduct and Responsibilities

2.1. Number and Schedule of Meetings

The Board will hold a minimum of four regularly scheduled meetings per year. The NCG Committee will propose a schedule of future Board and committee meetings for consideration by the Board. Additional meetings may be held from time to time as necessary or appropriate.

2.2. Agenda

The Board Chair shall coordinate with the Corporate Secretary to set the agenda for each Board meeting. The agenda for meetings of each Board committee shall be set by the respective committee chairs with input from relevant Company employees.

2.3. Meeting Materials and Attendance

Directors are required to thoroughly review meeting materials provided by management in advance of Board and committee meetings. Directors are also required to attend meetings in person where possible and practicable. Although the Board recognizes that, on occasion, circumstances may prevent directors from attending meetings, directors are expected to ensure that other commitments do not materially interfere with the performance of their duties. Directors should also make every reasonable effort to attend the annual meeting of shareholders of the Company.

2.4. In Camera Meetings of the Board

The Board will schedule and hold an in camera session following every Board meeting at which the directors shall meet without management participation. In addition, the independent directors of the Company will hold regular sessions following every Board meeting at which the independent directors shall meet in the absence of any non-independent directors.

2.5. Director Share Ownership Requirements

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 Board Chair shall beneficially own directly or indirectly, Common Shares or deferred share units or a combination thereof valued at three times the annual Board 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's first election to 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.

2.6. Director Orientation

All new Directors receive a comprehensive orientation on their election or appointment to the Board which includes:

a) a detailed briefing with the Board Chair;

b) a detailed briefing with the Chief Executive Officer (the "**CEO**"), the Chief Financial Officer (the "**CFO**") and other members of senior management;

c) participation in tours of our facilities and in small group sessions with senior management personnel;

d) background and key information about Russel Metals to assist the Director in becoming conversant with our business and priorities, as well as information concerning the industry in which we and our major competitors operate; and

e) a copy of all Board and committee charters.

Every director is required to review and execute the Company's Code of Business Conduct and Ethics Policy ("**Code of Conduct**"), Insider Trading Policy and Corporate Disclosure Policy.

2.7. Director Continuing Education

Continuing education sessions will be incorporated into regularly scheduled Board meetings in order to inform the Board of relevant developments in the Company's industry and business. At least annually (provided circumstances permit it to be held safely) a Board meeting will be held at one of the Company's facilities, giving directors the opportunity to better understand the Company's business and meet with senior operating and corporate personnel. Directors are also provided with presentations concerning legal and policy development affecting Canadian public companies and the responsibilities of Directors. Directors are expected to participate in these education programs, to the extent practicable.

Directors may also participate in external educational seminars, at the Company's expense, that are relevant to their role on the Board.

2.8. Term Limits, Retirement and Board Evaluations

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 not exceed approximately 10 years. 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. 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 until they reach the normal retirement age established by the Board. 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 the renewal 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 Company also manages Director tenure through an evaluation and assessment process. This process, which includes annual Board and Committee evaluations and a biennial peer assessment process, is designed to evaluate overall Board and committee

effectiveness and identify any circumstance in which a particular Director is not making a sufficient contribution. It is the responsibility of the Board Chair and the Board to remove Directors who are not performing, as opposed to relying on director term limits or a director being required to resign due to age to address inadequate performance.

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 in respect of their election of nominee directors.

Each Director also completes an annual assessment of the Board Chair. These assessments are submitted to the Chair of the NCG Committee, who discusses any issues raised with the Chair of the Board on a "without attribution" basis.

2.9. Position Descriptions

The Board has approved position descriptions for the Board Chair, the chair of each committee of the Board and the CEO. The Board shall review these position descriptions annually and update them as necessary.

2.10. Ethical Business Conduct

The Board has approved and adopted the Code of Conduct, which applies to all our Directors, officers and employees. The Code of Conduct shall be regularly reviewed by the Board and updated as necessary.

2.11. Board Compensation

The NCG Committee shall periodically review the compensation of the Board and the Board Chair and will make recommendations to the Board for consideration when it believes that changes in Board compensation are appropriate. In making recommendations to the Board regarding Director compensation, the NCG Committee shall consider board compensation of of its compensation comparator group.

3. Committees of the Board

3.1. General

The Board may establish such committees as it deems appropriate and delegate to them such authority permitted by applicable law and the Company's bylaws as the Board sees fit. The committees will operate in accordance with applicable law, their respective charters as adopted and amended from time to time by the Board, and the applicable rules of securities regulatory authorities and the TSX.

The Company currently has the four following standing committees: (a) the Audit Committee; (b) the Management Resources and Compensation Committee ("**MRC Committee**"); (c) the NCG Committee; and (d) the Environmental Management and Health & Safety Committee ("**EMHS Committee**"). All members of the Audit Committee, MRC Committee and NCG Committee must be directors whom the Board has determined

are independent, taking into account applicable rules and regulations of securities regulatory authorities and the TSX.

Each committee will hold in camera sessions without members of Company management present as necessary.

3.2. Committee Composition

The NCG Committee annually reviews the composition of each standing committee and presents recommendations for committee membership and for the chair of each committee to the Board for approval.

Each of the standing committees has its own charter, which sets forth the responsibilities of the committee, the qualifications and procedures of the committee and how the committee will report to the Board. Each Committee will conduct a self-evaluation annually.

3.3. Outside Advisors

Each committee of the Board has the authority to retain and compensate any outside consultants and advisors it considers necessary to fulfill its mandate.

Directors may engage advisors at the expense of the Company for other purposes with the concurrence of the NCG Committee Chair.

4. Management

4.1. Management Evaluation and Succession

The Board and MRC Committee annually review succession plans for the position of CEO and establishes and oversees processes for evaluating the performance of the CEO. The MRC Committee reviews with the CEO the succession plans for senior management and the CEO's assessment of their performance.

4.2. Management Share Ownership Guidelines

The Company requires the CEO, CFO and Chief Operating Officer (“COO” to own common shares and restricted share units valued at not less than five times for the CEO and two times their annual salariesfor the CFO and COO. New individuals appointed to these positions will have five years from the date of their appointment to satisfy these requirements.

4.3. Executive Officer Compensation

The MRC Committee recommends 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.

The MRC Committee uses various information sources, including independent consultants, to monitor the competitive position of the Company's salaries, cash incentives and share based incentives, and to assess the effectiveness of the Company's incentive plans in contributing to corporate performance.

4.4. Executive Incentive Compensation Recoupment Policy

The Company maintains a written policy providing for the Company's recoupment of certain incentive compensation paid to the CEO the CFO, and the COO in cases of a material financial statement restatement. In such circumstances, the Board may determine to recoup incentive compensation which was paid or granted based upon the achievement of certain financial results to the extent that the amount of such compensation would have been lower if the financial results had been properly reported, and may seek to cancel restricted share unit awards where the financial results of the Company were considered in granting such awards.

4.5. Advisory Vote on Executive Compensation

The Company will annually hold an annual non-binding advisory vote by shareholders on executive compensation. As this is an advisory vote, the results are not binding on the Board. However, the Board will take the results of the vote into account, as appropriate, when considering future compensation policies, procedures and decisions and in determining whether there is a need to increase their engagement with shareholders on compensation and related matters.

4.6. Director Access to Management

Board members have open access to management for relevant information and management is encouraged to make appropriate use of the Board's skills. Open discussions between the Board and members of management about issues facing the Company are encouraged. The Board also encourages senior management to bring employees who have potential as future leaders, and who would benefit from exposure to the Board, into Board meetings from time to time.

5. Other

5.1. Monitoring Compliance with the Code of Conduct

The Company maintains a confidential and anonymous reporting system that allows all employees to raise concerns free of discrimination, retaliation or harassment. The Company encourages the reporting of any complaints, concerns or questions relating to (i) accounting matters, (ii) internal controls, (iii) financial irregularities, (iv) compliance with the Company's policies, and (v) unethical business conduct, including but not limited to, safety, environmental, conflicts of interest, bribery, theft and/or fraud.

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 mail. The CEO and CFO investigate all reports submitted to the

Whistleblower Hotline. The Chair of the Audit Committee and the Vice President of Human Resources receive notice and have access to all reports submitted to the third-party provider.

5.2. Conflicts of Interest

Prior to commencing service on the Board, and thereafter upon the request of the Board Chair, every Director shall disclose to the Board Chair all potential conflicts of interest, so that an appropriate course of action can be determined to resolve any such conflicts. If a Director undertakes any new interests or relationships not previously disclosed, the Director shall immediately inform the Board Chair and the Corporate Secretary of this change in potential conflicts of interests.

If the Board or a committee of the Board is deliberating a matter that may affect a Director's interests or relationships outside the Company, such matter must first be considered by the Audit Committee and thereafter approved by the Board, in each case, without the participation of the Director who has the potential conflicting interest.

6. Review of Guidelines

The NCG Committee shall review these Corporate Governance Guidelines on an annual basis to determine whether any changes are appropriate. The NCG Committee shall take into consideration the emerging best practices at leading and comparable companies.

7. Amendment and Waiver of Guidelines

These Guidelines may be amended, modified or waived by the Board. Waivers of these Guidelines may also be granted by the NCG Committee.