

Modern Slavery Act Report 2024

Report Date May 31, 2024 – Version 1.0

Questionnaire/Required Disclosure

Fillmore Legacy Holdings Inc. and a joint report for:

- Fillmore Construction Management Inc.
- Benchmark Builders Inc.
- Legacy Equipment inc.
- Legacy Services Inc.
- Fillmore Properties Inc.

Financial Reporting year May 1, 2023 to April 30, 2024

Reporting obligation for Canada specifically in the operating areas of Alberta, British Columbia, Saskatchewan, Manitoba, Yukon and North West Territories.

Entity categorization according to the Act BILL S-211; All three

- producing, selling or distributing goods in Canada or elsewhere;
- importing into Canada goods produced outside Canada; or
- controlling an entity engaged in any activity described in paragraph (a) or (b).

Sector/Industry - Construction General Contracting and Construction Management, Construction Equipment Rentals and Sales, Real Estate Development and Holdings.

Locations:

- Fillmore Construction Management Inc. Edmonton 9114-34A Ave Edmonton, AB T6E 5P4
- Fillmore Construction Management Inc. Kelowna #108 889 Vaughan Ave Kelowna, BC V1Y 0H8
- Fillmore Construction Management Inc. Calgary #340, 318 11 Ave SE Calgary, AB T2G 0Y2
- Legacy Equipment Inc. 5445 97 St NW, Edmonton, AB T6E 3H8

Modern Slavery Act Report

Fillmore Legacy Holdings, has since the Royal assent of Bill S-211 on May 11, 2023, done an internal review of our policies to prevent and reduce the risk that forced labour or child labour is used at any step of the production of goods in Canada or elsewhere by the entity or of goods imported into Canada by the entity. This report and new Supplier and Vendor Code of Conduct is the result. We respect and support international principles aimed at protecting and promoting human rights as described in the United Nations' Universal Declaration on Human Rights and the International Labour Organization's (ILO) Declaration on Fundamental Principles and Rights at Work.

We expect our employees, vendors, partners, and all who we do business with to conduct themselves in accordance with these standards or in a manner that exceeds the standard to create an environment that ensures we are always doing what is right. Our success through the years and into the future is attributed to our culture of ethical, disciplined, and professional business conduct no matter the circumstance.

Human Rights Within Our Sphere of Influence

Our commitment to respect human rights also extends throughout our supply chain. We use our relationships with our suppliers and other business partners to encourage and promote the principles of this policy throughout their network.

Fillmore Legacy Holdings Inc Vendor and Supplier Code of Conduct (“Code of Conduct”) sets forth requirements for suppliers and other business partners to respect labour standards and working conditions. The principles embodied in our Supplier Code are designed to be consistent with the ILO Declaration on Fundamental Principles and Rights at Work.

Our Businesses – Structure of Procurement Activities and Supply Chain

Fillmore Legacy Holdings Inc is a corporation made up of several companies – refer to the questionnaire section and required disclosure.

The company is primarily owned by the Fillmore family (87% ownership) with the remaining 13% being owned by employees.

Company employment composition:

- Fillmore Construction employs 48 full-time salaried employees.
- Benchmark Builders is a labour provider service company with fluctuating field work force including supervision of 60 to 110 field staff. Field staff and supervision are primarily hourly, but some are salaried.
- Legacy Equipment employs 30 full time salaried and hourly employees.

Fillmore Construction

Fillmore is primarily a general contractor and construction manager to the point where only limited scopes are self-performed by our own forces. Due to the nature of our business, we utilize a large number of suppliers and vendors in the course of day-to-day business. Our vendor database is well over 5,000 companies in Canada. All companies must register for bidding of subcontracted scopes or supplier and/or service provider roles on our projects. This registration is done via our subcontractor portal on our website. As part of this registration vendors must keep their pre-qualification credentials, including safety, insurance and bonding capacity up to date.

Once selected for a given project, a vendor must enter into a subcontract or Purchase Order (PO) with Fillmore to perform the work. Specific requirements are included in the subcontract or PO which each vendor is contractually bound to. Fillmore’s Vendor and Supplier code of Conduct is to be included in all subcontracts and PO’s after May 31, 2024. The compliance with this code will form part of the terms and conditions of the agreements.

Legacy Equipment

All of Legacy Equipment’s operations are out of one central location based in Edmonton Alberta Canada. Leadership of Legacy Equipment has direct oversight and control of all aspects of the business such as the purchase of goods and services. It is in the best interest to our owners, employees, and customers that the most reputable and ethical manufacturers and brands are selected to work with as industry partners. Before any supplier or manufacturer is selected, a review of the business is conducted to make sure it falls within North American operating guidelines and meets or exceeds the Fillmore Legacy Holdings Inc code of conduct.

How Legacy Equipment Procures Goods and Services

New Equipment: New equipment is purchased directly from well established equipment vendors and manufacturers from the United States and Canada. A list of the manufacturers that Legacy buys from are John Deere Construction, Hitachi, Genie, JLG, Sullair, Weber, Wacker Neuson, Allmand and Hilti. At no time does Legacy Equipment buy new equipment directly from outside North America from unknown manufactures and business practices.

Used Equipment: Majority of used equipment purchased for Legacy equipment comes directly from North American based auction houses such as Ritchie Brothers. Legacy’s streamlined fleet purchasing practices ensures that the same brands of equipment are purchased at auction as they would be new from the same reputable manufactures.

Services: All of Legacy Equipment’s required labor services are hired locally in our Western Canadian market. All current market labor rates are paid in full to certified and trained service depots. Legacy Equipment does not send items out of North America to be repaired or certified.

Action plan 2024-2025

- Assess company risks and extent of control 2023-2024 – internal assessment – now complete
- Education and awareness campaign to employees and venders
 - Mandatory company wide implementation – review policy and code of conduct in safety meetings and tool box talks
 - Provide pin-up fliers for job shacks and on-site offices
 - Add language and reference to the Policy and Code of Conduct to all new Subcontracts and Purchase Orders.
 - Begin work on incorporating into the vender database registration process and upkeep. This will take re-programming and revamping of the current system. Target 2025/2026.
 - Outreach to all the venders in the system currently. Target 2025/2026.
- Implementation – addition of vendor and supplier code of conduct to subcontracts and PO's

Policy and Due Diligence Process

Policy and Code of Conduct has been generated and our due diligence is to ensure that the policy stays up to date and is effectively communicated as mandatory not optional. This due diligence is done on an ongoing basis with updates to our vendor database.

Forced Labour and Child Labour Risks

As our companies only operate in Canada, we are at low risk for forced labour and child labour due to the legal frameworks mandated at both the federal and provincial levels and a commitment to implementing those laws.

However, we have embraced the Global Slavery Index 2023 to take into consideration the standings of different countries if we are or are considering doing business in these regions.

During the fiscal year covered by this report, approximately 98% of Construction's spend for supplier/contract costs pursuant to projects and equipment purchases was with Canadian entities while 2% was with American suppliers. Legacy Equipment was 70% USA spend vs 30% Canadian Spend. We had no contracts or direct spend with internationally based companies for either primary company.

Remedial Action and Remedy

At this time, our internal assessment of activities and supply chains do not carry risk of forced labour or child labour being used therefore no remedial action or measures are being taken aside from the implementation of this required yearly reporting and the policy set-out within.

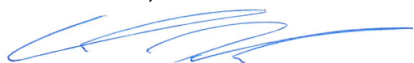
Fillmore Legacy Holdings Inc will assess the effectiveness in ensuring that forced labour and child labour are not being used in its business and supply chains through collaboration with the industries in which it operates. The problem as a whole cannot be solved by any single company or organization but only with the collaborative effort of all industries. We shall therefore judge and critique our systems by ensuring we do what we say we will do and ensure that all employees and venders are informed about the law and expectations.

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

I Chris Fillmore, have the authority to bind Fillmore Legacy Holdings Inc

Chris Fillmore, President

Date: May 31, 2024



Policy and Code of Conduct

Fillmore Legacy Holdings Inc is committed to operating its business responsibly and sustainably, recognizing the importance of human rights and labor standards. We adhere to all applicable laws and regulations, including Canada's Bill S-211, the Modern Slavery Act, which requires businesses to ensure their supply chains are free from modern slavery and human trafficking. This Supplier Code of Conduct outlines our expectations from our suppliers, contractors, and business partners (hereafter referred to as "Suppliers") to ensure compliance and promote ethical business practices throughout our supply chain.

1. Compliance with Laws and Regulations

Suppliers and Vendors must comply with all applicable local, national, and international laws and regulations, including those related to labor, health and safety, environment, and anti-corruption. This includes adherence to Canada's Bill S-211, ensuring no part of their operations or supply chain is involved in modern slavery or human trafficking.

2. Human Rights and Labor Standards

Suppliers are expected to respect human rights and uphold the dignity of all individuals. This includes:

- Prohibiting forced, bonded, or involuntary labor.
- Ensuring child labor is not used in any part of their operations.
- Providing fair working hours and compensation.
- Respecting the rights to freedom of association and collective bargaining.
- Ensuring a workplace free from discrimination, harassment, and abuse.

3. Health and Safety

Suppliers must provide a safe and healthy working environment for their employees, in accordance with international standards and local regulations, to prevent accidents, injury, and health issues.

4. Environmental Sustainability

Suppliers and Vendors are encouraged to conduct operations in an environmentally responsible manner, striving for sustainability and minimizing their environmental impact.

5. Ethics and Integrity

Suppliers must conduct their business with the highest ethical standards, including:

- Prohibiting any form of corruption, bribery, extortion, or embezzlement.
- Ensuring confidentiality and protecting the information of their stakeholders.
- Avoiding conflicts of interest in their business dealings.

6. Supply Chain Due Diligence

Suppliers and Vendors must undertake due diligence to ensure their supply chains are free from modern slavery and human trafficking. This includes assessing their own supply chains, implementing controls and monitoring systems, and taking corrective actions when issues are identified.

7. Reporting and Transparency

Suppliers and Vendors must maintain transparency in their operations and provide Fillmore Legacy Holdings Inc with information necessary to assess compliance with this code. Suppliers should have mechanisms in place to report ethical concerns or violations and protect whistleblowers.

8. Compliance Monitoring and Verification

Fillmore Legacy Holdings Inc reserves the right to verify compliance with this code, including conducting audits and inspections. Suppliers must cooperate with any such efforts and provide access to information and facilities as required.

Fillmore Legacy Holdings Inc is committed to ethical business practices and expects the same from our Suppliers. Compliance with this Supplier Code of Conduct is mandatory for all Suppliers. Failure to adhere may result in re-evaluation or termination of the business relationship.

This code will be reviewed and updated periodically to ensure its relevance and effectiveness in promoting ethical business practices and compliance with applicable laws and standards.

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