RB GLOBAL, INC.
CORPORATE DISCLOSURE POLICY

Updated November 7, 2023

Objective

RB Global, Inc. (the "Company") is committed to providing timely, accurate, consistent and credible information to the public, broadly disseminated in accordance with all applicable legal and regulatory requirements, to facilitate orderly behavior in the stock market and to keep shareholders, employees and other stakeholders apprised of Company news in a timely manner. It is imperative that this be accomplished evenly during good times and bad and that all parties in the investment community have fair and equal access to this information.

This disclosure policy confirms in writing the Company's existing disclosure policies and practices. The objective of this disclosure policy is to develop and maintain practical investor expectations by ensuring that communications with the investing public about the Company are:

- timely, factual and accurate
- broadly disseminated in accordance with all applicable legal and regulatory requirements
- realistic about prospects for future company performance

This disclosure policy extends to all employees of the Company, its board of directors, those authorized to speak on its behalf and all other insiders. This policy covers all public disclosures of material non-public information, including:

- disclosures in documents filed with securities regulators;
- financial and non-financial disclosure, including management's discussion and analysis (MD&A);
- written statements made in the Company's annual and quarterly reports, news releases, letters to shareholders, and presentations by senior management;
- electronic communications through email, social networking sites, and on the Company's investor relations website, including audio and video content; and
- verbal statements made in meetings and telephone conversations with analysts and investors, interviews with media, as well as speeches, news conferences and conference calls.

Disclosure Committee

A Disclosure Committee (the "Committee") has been formed for the purpose of overseeing the Company's disclosure practices, policies and procedures. The Committee consists of the Chief Executive Officer, Chief Financial Officer, Chief Legal Counsel, SVP Finance, VP Investor Relations, Director Finance, VP Global Internal Audit and other key management from operations, finance, accounting and human resources as may be invited to attend meetings by the aforementioned members from time to time. Decisions may be made by the Committee only with the participation of at least four of its members.

The Committee works to assist the Chief Executive Officer and Chief Financial Officer in fulfilling their oversight responsibilities with respect to accurate and timely public reporting and disclosure by the Company and in making annual and quarterly evaluations of the effectiveness of the Company's disclosure controls and procedures.

It is essential that the Committee be kept fully apprised of all pending material Company developments in order to evaluate and discuss those events to determine the appropriate timing and content for the public release of information.

The Committee is responsible for educating directors, officers and employees about disclosure issues and this Policy. It is also responsible for ensuring that designated spokespersons receive adequate training, that the stock exchanges and regulatory agencies have updated and comprehensive information for the Company's designated contacts, and that employees know to refer calls from regulatory bodies, investors and/or media to the appropriate, designated individuals.

Each of the Chief Financial Officer, Chief Legal Officer and VP Investor Relations, or their designate, should perform the final review of all news releases, written statements, public presentations to the investment community and other core disclosure documents prior to their release or filing. Core disclosure documents include the following: annual reports, quarterly reports, proxy statements for any meeting of shareholders and related news releases; current reports; any news release containing material information; registration statements; prospectuses; and any other reports that the Company files or submits under the requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

With respect to routine communications relating to the marketing and promotion of specific events, at least one of the Chief Financial Officer, Chief Legal Officer or VP Investor Relations should provide general guidance as to content and perform a final review of the communication prior to release. In addition, all documents posted on the Company's website, other than sales schedule related information, must be reviewed prior to posting by one of such persons or their representative.

The Committee will meet as conditions dictate (but not less than quarterly), and will keep records of these meetings. The Committee will review this disclosure policy annually, or as needed to ensure compliance with changing regulatory requirements, and make recommendations to the Board of any appropriate changes to the policy.

Designated Spokespersons

The Company has designated the Chief Executive Officer, Chief Financial Officer, Chief Legal Officer and VP, Investor Relations, as the primary spokespersons with authority for communication with the investment community, regulators and the media. Individuals holding these offices may from time to time designate others within the Company to respond to specific inquiries as necessary or appropriate. In certain circumstances, the Chair of the Company's Board of Directors (or his/her designate) may be a spokesperson for the Company, subject to the guidance set forth in the Company's Shareholder Engagement Policy.

Regional Managers and above are authorized to speak to the media regarding developments within their local market; however, they may not speak to topics concerning undisclosed performance figures, corporate strategy or financial results or projections. Requests for information concerning corporate strategy or financial results or projections are to be referred to the Chief Executive Officer, Chief Financial Officer or VP Investor Relations.

Members of the Company's Marketing Communications group are authorized to speak to the media regarding general company information and details of specific events for purpose of promoting and marketing the same. However, they may not speak to topics concerning corporate strategy or financial results or projections. Requests for information concerning corporate strategy or financial results or projections are to be referred to the Chief Executive Officer, Chief Financial Officer or VP Investor Relations.

Employees who are not authorized spokespersons must not respond under any circumstances to any inquiries from stock exchanges, securities regulatory authorities, the investment community, the media or others unless specifically asked to do so by an authorized spokesperson. All such inquiries are to be referred to the Chief Executive Officer, Chief Financial Officer, Chief Legal Officer or VP Investor Relations.

Principles of Disclosure of Material Information

Material information is any information (including material facts and material changes) relating to the Company that results in, or would reasonably be expected to result in, a meaningful change in the market price or value of the Company's securities, or to which there is a substantial likelihood that investors would attach importance in making investment decisions. Examples of information which may be considered to be material include:

- financial results and prospects;
- shifts in financial circumstances, such as cash flow reductions or write-downs;
- interruptions of business operations;
- strategic plans and corporate projections;
- any oral or written agreement to enter into, amend, terminate or renew a material contract other than in the normal course of business;
- changes to the rights of security holders;
- bankruptcy or insolvency filings;
- legal proceedings or regulatory matters;
- mergers and acquisitions;
- changes in name, corporate structure or major reorganizations;
- significant changes in senior management;
- planned sales, repurchases or redemptions of securities; and
- changes in the Company's dividend payments or policies.

In complying with the requirement to disclose all material information in a timely manner under applicable securities laws and stock exchange rules, the Company will adhere to the following basic disclosure principles:

- Material information will be publicly disclosed in accordance with applicable rules and regulations, normally via news release;
- Disclosure must include any information the omission of which would make the rest of the disclosure misleading;
- Unfavorable material information must be disclosed as promptly and completely as favorable information;
- There must be no selective disclosure. If previously undisclosed material information is inadvertently disclosed, this information must be broadly disclosed immediately via news release or other appropriate method. If the information is inadvertently disclosed during market hours, the Company must call Market Surveillance (of the TSX and Investment Industry Association of Canada) and the NYSE to discuss;
- In certain circumstances, the Committee may determine that the disclosure of material information would be unduly detrimental to the Company, in which case the information will be kept confidential until the Committee determines it is appropriate to publicly disclose. The Committee must consult the Company's legal counsel in these situations;
- Disclosure should be consistent among all audiences, including the investment community, the media, customers and employees. Derivative information (information extracted from a document filed on behalf of another person or company), which is included in a document or oral statement, should include a reference identifying the document that was the source of the information;

- Disclosure on the Company's website alone does not constitute adequate disclosure of material information; and
- Disclosure must be corrected immediately if the Company subsequently learns that earlier disclosure contained a material error at the time it was given.

Maintaining Confidentiality

Any employee privy to confidential material information is prohibited from communicating such information to anyone else, unless it is necessary to do so in the course of business. Efforts will be made to limit access to confidential material information only to those who need to know the information and those persons will be advised that the information is to be kept confidential.

Outside parties who are knowledgeable about material information concerning the Company will be told that they must not divulge this information to anyone else and that they may not trade in the Company's securities until the information is publicly disclosed. Such outside parties should confirm their commitment to non-disclosure in the form of a written confidentiality agreement.

Quiet Periods

To avoid the potential for selective disclosure or even the perception or appearance of selective disclosure, the Company will observe quiet periods prior to quarterly earnings announcements or when material changes are pending. Regular quiet periods will commence on the first day following the end of a quarter and end with the issuance of a news release disclosing results for the quarter just ended.

During a quiet period, the Company will not generally initiate any meetings or telephone contacts with analysts and investors, but will respond to unsolicited inquiries concerning factual matters. If the Company is invited to participate, during a quiet period, in investment meetings or conferences organized by others, extreme caution will be exercised to avoid selective disclosure of any material, non-public information.

News Releases

Once the Committee determines that a development is material, it will authorize the issuance of a news release unless the Committee determines that such development is permitted to, and should, remain confidential for the time being. If developments are to remain confidential, appropriate confidential filings must be made and controls implemented to restrict circulation of the inside information. Should a material statement inadvertently be made in a selective forum, the Company will immediately issue a news release or other appropriate announcement to fully disclose that information. TSX Market Surveillance and the NYSE should be contacted if the inadvertent disclosure occurs during normal market hours, and the Company's legal counsel should be consulted on the appropriate course of action.

News releases containing financial results will be reviewed by the audit committee or the board of directors, and external auditors, prior to issuance. Financial results will be publicly released as soon as reasonably practicable following audit committee or board approval of the related annual or quarterly report.

News releases will be disseminated through an approved newswire service that provides simultaneous distribution in Canada and the U.S. and such other distribution channels as may be required to ensure broad dissemination to the public, including major business wires, financial media, the local media, and all appropriate stock exchanges and regulatory bodies, in accordance with applicable laws, rules and regulations.

News releases will be posted on the Company's Investor Relations website immediately after confirmation of dissemination over the newswire. The website will include a notice that advises the reader that the information posted was accurate at the time of posting, but may be superseded by subsequent disclosures.

News Release Approvals

Each of the Chief Financial Officer, Chief Legal Officer and VP Investor Relations will perform a final review of all news releases containing material information. At least one of the Chief Financial Officer, Chief Legal Officer or VP Investor Relations will review and approve news releases relating to the marketing and promotion of specific events.

Stock Exchange Notification

Whenever practicable, the Company will try to issue material news when stock markets are closed. In order to abide by market regulations and market hours in both the United States and Canada, the Company will consider 5:00pm Eastern Standard Time as the earliest time a news release can be distributed after market close, and 7:00am Eastern Standard Time as the latest a news release can be issued prior to market open. When news is issued between 5:00pm EST and 7:00am EST, outside of market hours, TSX Market Surveillance and the NYSE, as applicable, will be provided with notification of the release prior to issuance of the news, as required for regulatory purposes.

For news that must be released just prior to or during market hours (ie. between the hours of 7:00am and 5:00pm EST), a copy of the news release must be provided to TSX Market Surveillance *in advance* for its review and to enable a trading halt if deemed necessary by the stock exchange. As well, a copy of the news release must be provided at least 10 minutes in advance to the NYSE Market Watch group prior to issuance.

Conference Calls

Conference calls will be held for quarterly earnings and major corporate developments, accessible simultaneously to all interested parties, some as participants via telephone and others via webcast over the Internet. The call will be preceded by a media advisory containing relevant material information, and all quarterly earnings calls will be preceded by the filing of the related annual or quarterly report. Appropriate cautionary language regarding any forward-looking information, together with direction to publicly available documents containing assumptions and a full discussion of the risks and uncertainties applicable to forward-looking information, must be provided at the beginning of all calls containing such information.

The Company will provide advance notice of the conference call and webcast by issuing a news release announcing the date and time and providing information on how interested parties may access the call and webcast. These details will be provided on the Company's website. In addition, the Company may send invitations to analysts, institutional investors, the media and others.

An archived audio webcast of the conference call will be made available on the Company's website for a minimum of 30 days. If members of the Committee determine after the conference call that selective disclosure of previously undisclosed material information or misleading disclosure has occurred, the Company will immediately disclose or correct the information broadly via news release. TSX Market Surveillance and the NYSE should be contacted if the inadvertent disclosure occurs during normal market hours.

Rumors

The Company does not comment, affirmatively or negatively, on market rumors. This also applies to rumors on the internet. The Company's spokespersons will respond consistently to market rumors in the following manner: "It is our policy not to comment on market rumors or speculation." Notwithstanding the foregoing, if the Company is required under applicable exchange listing rules to comment on a rumor, the Committee will consider the matter and determine an appropriate announcement. If the rumor turns out to be true in whole or in part, the Company may issue a news release disclosing the relevant material information.

Contacts with Analysts, Investors and the Media

Disclosure in individual or group meetings does not constitute adequate disclosure of information that is considered material non-public information. If the Company intends to discuss material non-public information at an analyst or shareholder meeting, a press conference or conference call, the discussion must be preceded by a news release of the material information.

The Company recognizes that meetings with analysts and significant shareholders are an important element of its investor relations program. The Company will meet with analysts and shareholders individually or in small groups as needed, and will initiate contacts or respond to analyst and investor calls in a timely, consistent and accurate fashion in accordance with this disclosure policy. All analysts will receive fair treatment regardless of whether they are recommending buying or selling the Company's securities.

The Company will provide only non-material information through individual and group meetings, in addition to previously publicly disclosed information, recognizing that an analyst or investor may construct this information into a mosaic that could result in material information. The Company cannot alter the materiality of information by breaking down the information into smaller, non-material components.

The Company will provide the same sort of detailed non-material information to individual investors or reporters that it has provided to analysts and institutional investors, and may post this information on its website.

Wherever practicable, at least two company spokespersons will be in attendance at all investor meetings, to attest that no material non-public information was shared. Spokespersons should keep notes of telephone conversations with analysts and investors. If selective disclosure of previously undisclosed material information has occurred, the Company will immediately disclose the information broadly via news release.

Members of the media should not receive material information on an exclusive, embargoed or selective basis. They will receive material information at the same time as everyone else: when a full public announcement is made. Company spokespersons should keep notes of telephone conversations with reporters and should follow up with reporters when there is an inaccuracy in an article, in order to set the record straight, and ensure that the same error does not recur in future articles.

Reviewing Analyst Reports and Financial Models

When responding to financial models or drafts of an analyst's research report, it is the Company's policy to review such materials purely for factual accuracy based on publicly disclosed information and give guidance to authors when assumptions have been made on the basis of incorrect data that render unrealistic conclusions. The Company will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with the analyst's financial model and earnings estimates. The Chief Financial Officer and VP Investor Relations should control this process.

Limits on Distributing Analyst Reports

Analyst reports are proprietary products of the analyst's firm. Distributing or referring to analyst reports, or providing links to them, may be viewed as an endorsement by the Company of the reports. For these reasons, the Company will not provide analyst reports through any means to persons outside the Company, including posting such reports on its website. The Company will however, distribute analyst reports to its directors and senior officers to monitor the communications of the Company and to assist them in understanding how the marketplace values the Company and how corporate developments affect the analysis. The Company may post on its website a complete listing of all the investment firms and analysts who provide research coverage on the Company (regardless of the recommendation), but will not include links to the analysts' websites or any other third party websites or publications.

Forward-Looking Statements

Forward-looking statements are generally:

- statements containing a projection of revenues, income (including income loss), earnings (including earnings loss) per share, capital expenditures, dividends, capital structure, or other financial or operational performance;
- statements of the plans and objectives of management for future operations, including plans or objectives relating to the Company's services;
- statements of future expectations; and
- statements of the assumptions underlying or relating to any statement described above.

The Company does generally not provide earnings guidance in writing in news releases or disclosure documents. However, it is recognized that from time to time it may be appropriate to comment on future plans and expectations in general terms. Should the Company elect to make forward-looking statements in continuous disclosure documents, presentations, conference calls, etc., the following guidelines must be observed and are necessary in order to qualify for safe harbor protection under the applicable securities laws and regulations:

- All material forward-looking statements will be broadly disseminated via news release or conference call, unless included in a previously filed continuous disclosure document;
- The information will be published only if there is a reasonable basis for drawing the conclusions or making the forecast and projections set out in the forward-looking information;
- The document or public oral statement containing the forward-looking statement must have, proximate to that statement:
    - reasonable cautionary language identifying the forward-looking statement as such, and identifying material factors that could cause actual results to differ materially from a conclusion, forecast or projection in the forward-looking statement; and
    - a statement of the material factors or assumptions that were applied in drawing a conclusion or making a forecast or projection set out in the forward-looking statement.
- Additionally, the information may be accompanied by supplementary information such as a range of reasonably possible outcomes or a sensitivity analysis to indicate the extent to

which different business conditions may affect the actual outcome;

- Public oral statements also require a cautionary statement that actual results could differ materially and a reference to material factors and assumptions that could cause actual results to differ materially and to one or more readily available documents that outline such factors or assumptions.

The information should be accompanied by a statement that the information is stated as of the current date, is subject to change after that date and the Company does not undertake to update any forward-looking statement that is contained in that particular disclosure document or other communications other than as required by law.

Once disclosed, the Company's practice for updating forward-looking statements will be to regularly assess whether previous statements of forward-looking information should be replaced by new financial outlooks, and ensure that past disclosure of forward-looking statements is accurately reflected in current annual or quarterly reports.

Any forecasts or projections of the Company will comply with Item 10 of Regulation S-K under the Exchange Act, including any required update to such forecasts or projections.

Disclosure Record

The Company will maintain a five-year record of all public information about the Company, including continuous disclosure documents, news releases, analysts' reports, transcripts or tape recordings of conference calls.

Trading Restrictions and Blackout Periods

It is illegal for anyone with knowledge of material non-public information affecting the Company to purchase or sell securities of the Company. It is also illegal for such person to inform any other person of such material non-public information. Therefore, insiders and employees with knowledge of confidential material information about the Company or counter-parties in negotiations of potentially material transactions are prohibited from trading securities of the Company or any counter-party until the information has been fully disclosed and a reasonable period has passed for the information to be widely disseminated (generally four days after the information has been publicly disclosed).

Details concerning trading restrictions, pre-clearance requirements and blackout periods are set out in the Company's Policy Regarding Securities Trades by Company Personnel. The policy is included in the Company's Procedures Manual. Copies can also be obtained from the Chief Legal Officer.

Insiders are personally responsible for ensuring the accurate and timely filing of reports required under Section 16 of the Exchange Act and any insider trading reports required by Canadian law. Insiders are required to provide a copy of all such reports to the Corporate Secretary or other designated person concurrent with their filing to regulatory authorities.

Blackout periods may be prescribed from time to time by the Committee as a result of special circumstances relating to the Company when insiders would be precluded from trading in its securities. All parties with knowledge of such special circumstances should be covered by the blackout. These parties may include external advisors such as legal counsel, investment bankers and other professional advisors, and counter-parties in negotiations of material potential transactions.

Responsibility for Electronic Communications

This disclosure policy also applies to electronic communications. Accordingly, the Chief Financial Officer and VP Investor Relations will be responsible for overseeing the updating of the investor relations section of the Company’s website.

Disclosure on the Company’s website alone does not constitute adequate disclosure of information that is considered material non-public information. Any disclosures of material information on the website should be preceded by the issuance of a news release.

All continuous disclosure documents will be provided in the Investor Relations section of the Company’s website. All information posted, including text and audiovisual material, will show the date the material was issued. Any material changes in information must be updated immediately, following issuance of a news release. The website will include a notice that advises the reader that the information was accurate at the time of posting, but may be superseded by subsequent disclosures. Documents filed with securities regulators will be maintained on the website for a minimum of two years.

The Corporate Secretary will ensure that all links from the Company website to third party websites are approved. The website will include a notice that advises readers they are leaving the Company’s website and that the Company is not responsible for the contents of the other site.

The Chief Financial Officer and VP Investor Relations, as appropriate, will ensure that responses are provided to electronic inquiries from analysts, investors and other interested parties through the investor relations section of the Company’s website. Only public information or information that could otherwise be disclosed in accordance with this disclosure policy shall be used to respond to electronic inquiries.

The Company maintains a social media policy (the “Social Media Policy”) which is applicable to all employees. In accordance with this disclosure policy, the Social Media Policy prohibits employees (including designated spokespersons) from participating in internet chat rooms or newsgroup discussions on matters pertaining to material non-public information about the Company, including results of operations, securities or any other material activities. All employees are prohibited from posting any financial or operating information or responding to comments about the Company’s business, results of operations or securities on internet bulletin boards, blogs or social networking sites. No forward-looking statements are ever to be made in any form of social media. Designated marketing employees may participate in internet bulletin boards, chat rooms, blogs or social networking sites for marketing and/or promotional purposes only, in accordance with the Company's Social Media Policy.

Communication, Education and Enforcement

This disclosure policy extends to all employees of the Company (including its various operating subsidiaries), its board of directors, those authorized to speak on its behalf and all other insiders. New directors and officers will be provided with a copy of this disclosure policy and educated by the Corporate Secretary about its importance. It will be posted on the Company’s internal website and included in the Company’s Procedures Manual, which all new employees are required to review. Changes to the policy will be communicated to all employees by posting updated versions to the Company’s website. Employees should bring new material information to the attention of the Corporate Secretary as soon as they become aware of it, and the results of any quarterly disclosure questionnaires will be communicated to the CEO and CFO on a timely basis after completion.

Any employee violating this disclosure policy may face disciplinary action up to and including termination of employment with the Company. The violation of this disclosure policy may also violate certain securities laws, which could expose directors, officers or employees to personal liability. If it appears that an employee may have violated such securities laws, the Company may refer the matter to the appropriate regulatory authorities, which could lead to fines or other penalties.