



U. S. Steel Canada Inc.
A Subsidiary of United States Steel

U. S. STEEL CANADA INC.
CODE OF ETHICS
&
BUSINESS CONDUCT

**U. S. STEEL CANADA'S
CODE OF ETHICS AND BUSINESS CONDUCT**

TABLE OF CONTENTS

<u>SECTION</u>	<u>PAGE</u>
I. GENERAL	2
II. INTEGRITY OF RECORDS AND SOUND ACCOUNTING PRACTICES	2
III. MAINTENANCE OF ASSETS	3
IV. CONFIDENTIALITY	3
V. CONFLICT OF INTEREST.....	3
1. FINANCIAL INTERESTS	4
2. INVOLVEMENT WITH THIRD PARTIES.....	4
3. RELATIONSHIP WITH CUSTOMERS AND SUPPLIERS	4
4. MISAPPROPRIATION OF BUSINESS OPPORTUNITIES	5
VI. COMPANY ASSETS	5
VII. POLITICAL CONTRIBUTIONS.....	5
VIII. IMPROPER BUSINESS PAYMENTS	5
IX. LAWS, STATUTES AND REGULATIONS	5
1. HEALTH AND SAFETY LAWS	6
2. ENVIRONMENTAL LAWS.....	6
3. HUMAN RIGHTS LEGISLATION.....	6
4. COMPETITION ACT	6
5. SECURITIES LAWS	7
X. ADMINISTRATION OF THE CODE.....	7

U. S. STEEL CANADA'S CODE OF ETHICS AND BUSINESS CONDUCT

U. S. Steel Canada, as used throughout this Code of Ethics and Business Conduct (referred to herein as the "Code") means U. S. Steel Canada Inc. and its subsidiaries.

I. GENERAL

This policy statement applies to the directors, officers and employees (referred to herein as "employees") of U. S. Steel Canada. Employees are responsible for reading, understanding and complying with the Code.

The Code is not meant to be a complete listing of ethics and business conduct covering every eventuality. Consequently, should an employee be confronted with a situation where further guidance is required, the matter should be discussed with their immediate supervisor, department head, personnel department or senior management.

U. S. Steel Canada is committed to conducting its business affairs in compliance with all applicable laws, statutes and regulations and expects employees acting on its behalf to do likewise. In addition, business dealings among employees and by employees with shareholders, customers, suppliers, community organizations and governmental and regulatory authorities must be based on principles of honesty, integrity and the ethical standards outlined below.

To support and further promote this principal U. S. Steel Canada introduced a Reporting /Communications System to its stakeholders. Employees, customers, partners, suppliers and other stakeholders now have a secure, third party reporting system through EthicsPoint. U. S. Steel Canada has selected EthicsPoint, a well-respected independent firm, as its partner in this process. EthicsPoint provides all stakeholders with a method to communicate openly and safely regarding any integrity-related concerns using EthicsPoint's web site or Call Centre. Confidentiality and anonymity are guaranteed. If you have a concern, you can file a report in two ways:

1. Online at www.ethicspoint.com
2. Call EthicsPoint at 1-866-ETHICSP or 1-866-384-4277 (North America)

A failure to comply with the Code will result in disciplinary actions up to and including termination.

II. INTEGRITY OF RECORDS AND SOUND ACCOUNTING PRACTICES

U. S. Steel Canada takes very seriously the accuracy of its financial records and financial statements. Accuracy and reliability in the preparation of all business records is of critical importance to the decision making process and to the proper discharge of financial, legal and reporting obligations. All business records, expense accounts, invoices, bills, payroll and employee records and other reports are to be prepared with care and honesty. False or misleading entries are not permitted in the books of U. S. Steel Canada's various businesses. All Corporate, Subsidiary and Business Unit assets and liabilities are to be recorded in compliance with U. S. Steel Canada's accounting and internal control procedures and with generally accepted accounting policies.

III. MAINTENANCE OF ASSETS

All employees have a responsibility to protect U. S. Steel Canada's assets against loss, theft, abuse and unauthorized use or disposal. "U. S. Steel Canada's assets" refers to all property whether tangible, intangible or electronic in form, which includes the Corporation's products, equipment, vehicles, computers and software.

IV. CONFIDENTIALITY

During the normal course of business, employees will have access to business and information records of a confidential nature. Confidential information is any information, which has not been made public by the Company through its designated spokespersons or publicly disclosed documents. Confidential business information is not to be disclosed externally or used for any inappropriate purpose such as trading in shares of United States Steel Corporation or of other companies. These requirements apply both during and after termination of employment.

Confidential material could include information developed by other employees or information acquired from outside sources, sometimes under obligations of secrecy. Employees are expected to utilize such information exclusively for business purposes. The information must not be disclosed externally without the approval of their supervisor or used for any inappropriate purpose.

In cases where information or records are obtained under an agreement with a third party, such as software licenses or technology purchases, employees must ensure that the provisions of such agreements are strictly adhered to. Unauthorized disclosure or use of information or records associated with third party agreements could expose the employee involved and/or U. S. Steel Canada to serious consequences.

V. CONFLICT OF INTEREST

Employees should never engage in conduct, which is harmful to U. S. Steel Canada or its reputation.

All employees have an obligation to be entirely free of conflicting interests when they represent U. S. Steel Canada in business dealings or are making recommendations, which could influence U. S. Steel Canada's subsequent actions.

U. S. Steel Canada respects the right of employees to privacy in their personal activities and financial affairs. The prime purpose of this section of the Code is to provide guidance to employees so that they can avoid situations in their personal activities and financial affairs, which are, or may appear to be, in conflict with their responsibility to act in the best interests of U. S. Steel Canada. Keep in mind, the Code cannot specifically deal with every potential conflict situation. Use, therefore, common sense in approaching conflict situations.

In general terms, a conflict of interest will exist where an employee's personal activities, interests or financial affairs, may influence or threaten to influence their judgment in the performance of their duties to U. S. Steel Canada. Conflicting interests may be direct or indirect. For example, the interest may be that of the employee, a family member, a relative, or a business enterprise in which any of these individuals have an interest, financial or otherwise. Some examples of conflict are discussed below:

1. **FINANCIAL INTERESTS:** A conflict of interest will likely exist when an employee who is able to influence business with U. S. Steel Canada, owns, directly or indirectly, a beneficial interest in an entity which is a competitor of U. S. Steel Canada, or which has current or prospective business with U. S. Steel Canada as a supplier, customer, or contractor. A conflict is not likely to exist, however, where the interest in question consists only of shares, bonds or other securities of an entity, which is listed on a securities exchange and where the amount of this interest is less than one percent of the value of the class of securities involved.
2. **INVOLVEMENT WITH THIRD PARTIES:** A conflict of interest will likely exist when an employee, directly or indirectly, acts as a director, officer, employee, consultant, or agent of an entity that is a competitor of U. S. Steel Canada, or which has current or prospective business as a supplier, customer or contractor with U. S. Steel Canada. Similarly, a conflict of interest may exist when an employee undertakes to engage in an independent business venture or to perform work or services for another business, civic or charitable institution to the extent that the activity involved prevents such employee from devoting the time and effort to the conduct of U. S. Steel Canada's business, which their position requires.
3. **RELATIONSHIP WITH CUSTOMERS AND SUPPLIERS:** A conflict of interest will arise when an employee, either directly or indirectly, solicits and/or accepts any gift or favour from any person or organization which is a competitor of U. S. Steel Canada, or which has current or prospective business with U. S. Steel Canada as a customer, supplier or contractor. The acceptance or prospect of gifts or favours may tend to limit or give the appearance of limiting the employee-recipient from acting solely in the best interests of U. S. Steel Canada in dealings with these persons or organizations. It is important to avoid any gift or favour that may give the appearance of undue influence regardless of whether or not you think the gift or favour can or will affect your judgment.

A "gift" or "favour" includes any gratuitous service, loan, discount, money or article of value. It does not include loans from financial institutions on customary terms or articles of nominal value normally used for sales promotion purposes, ordinary business meals or reasonable entertainment consistent with local, social or business customs.

Employees should refer any question regarding what nominal benefits are permitted to their supervisor. If a nominal benefit becomes repetitive, the employee-recipient must have their supervisor rule on its continuing appropriateness.

4. **MISAPPROPRIATION OF BUSINESS OPPORTUNITIES:** A conflict of interest will likely exist when an employee, without the knowledge and consent of U. S. Steel Canada, appropriates for their own use, or that of another person or organization, the benefit of any business venture,

opportunity or potential about which he may have learned or may have developed during the course of his employment.

Employees are requested to bring any potential conflict of interest situation to the attention of their immediate supervisor for discussion, review and written approval. This helps avoid any misunderstanding between U. S. Steel Canada and the employee.

VI. COMPANY ASSETS

Company assets are meant for U. S. Steel Canada's use, not personal use. Company assets include computers and software. Employees can only access the Internet for personal use when it involves a nominal amount of the employee's work time.

VII. POLITICAL CONTRIBUTIONS

By way of supporting the democratic process, U. S. Steel Canada may make contributions to political parties as permitted by law. Any such contributions must be approved, in advance, by the Office of the Secretary of the Corporation. No contributions of any kind may be made to any political party, candidate or campaign on behalf of U. S. Steel Canada without this approval.

VIII. IMPROPER BUSINESS PAYMENTS

The following are deemed improper business payments and are therefore prohibited.

1. The offering or accepting of bribes, payoffs or kickbacks made directly or indirectly to obtain an advantage in a commercial transaction.
2. The offering of gifts, gratuities, entertainment or other similar payments, except to the extent customary and reasonable in amount and not in consideration for any improper action by the recipient.

IX. LAWS, STATUTES AND REGULATIONS

It is the policy of U. S. Steel Canada to comply, not merely with the letter, but also with the spirit of the law. Management at all the Business Units are required to maintain compliance with various acts, statutes and regulations governing activities in the jurisdictions in which they carry on business.

This Code does not seek to provide legal guidance for all laws, statutes and regulations that impact U. S. Steel Canada's activities. Specialized resources – legal, tax, environmental, government relations, personnel – are available within U. S. Steel Canada for that purpose. There are, however, several items of legislation that warrant specific mention. These are listed below along with some general guidelines for compliance.

1. **HEALTH AND SAFETY LAWS:** U. S. Steel Canada is committed to create and maintain healthy and safe workplaces for its people. Employees are expected to comply with all safety laws, regulations and business unit directives (which may not necessarily be a law or regulation).
2. **ENVIRONMENTAL LAWS:** U. S. Steel Canada is committed to preserve and enhance the environment in the communities where its various businesses operate through responsible and environmentally-

oriented operating practices. To this end, it works closely with government and other groups on programmes aimed at reducing emissions and the use of toxic substances in industrial processes. Employees are encouraged to participate in undertakings geared to improving the environment in both their workplace and their community.

3. **HUMAN RIGHTS LEGISLATION:** Every person has the right to equal treatment with respect to employment and without discrimination because of race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, sex, sexual orientation, age, record of offences, marital status, family status or handicap. U. S. Steel Canada has no tolerance for less than equitable treatment of any kind.
4. **COMPETITION ACT:** U. S. Steel Canada is required to make its own decisions on the basis of the best interests of the Corporation and must do so independent of agreements or understandings with competitors. The Competition Act prohibits certain arrangements or agreements with others regarding product prices, terms of sale, division of markets, allocation of customers or any other practice, which restrains competition. While the areas of highest risk are the marketing departments, U. S. Steel Canada can also be put at risk through the activities of employees within trade associations. It is important, therefore, to review the charter, by-laws and activities of these associations before becoming actively involved.
5. **SECURITIES LAWS:** Employees who possess material, non-public information may not buy or sell United States Steel Corporation securities while such information remains non-public. These trading prohibitions apply to employees at all levels – not just officers or managers. The prohibition on such trading is based on such information potentially providing an unfair advantage to the employee. You should consider information to be material if there is a reasonable prospect that an investor would consider the information to be important in arriving at a decision to buy, sell or hold United States Steel Corporation securities. Where you have any doubts, contact your supervisor.

X. ADMINISTRATION OF THE CODE

1. Responsibility for the periodic review and revision of this Code lies with the U. S. Steel Canada Board of Directors.
2. Questions concerning this Code should be referred to an employee's immediate supervisor, department head, personnel department, division vice president or subsidiary head. In the case of directors, questions should be directed to the Chairman of the Board.