

Draft Conflict of Interest Policy

Subject to Board Approval

All directors, officers, and employees have a duty of loyalty, and to act in the Company's best interests at all times. Directors, officers and employees shall not use their position in the Company to acquire a benefit or advantage for their own interests, those related to them, those that benefit third parties, or that may compromise the Company.

Some conflict of interest, however, may arise in the normal course of conducting the business of the Company. These policy guidelines therefore provide a framework for conflict avoidance and management.

A conflict of interest shall arise in the following circumstances:

1. A contract or transaction between the Company and its director, officer or employee or their immediate family members (defined to refer to their spouse, parent, child, siblings and their spouses);
2. A contract or transaction between the Company and an entity in which a director, officer or employee or their immediate family member has a substantial material financial interest (defined as an ownership interest that is greater than 20%), or of which such person is an executive director, officer, partner, or agent;
3. An offer to a director, officer, or employee of gifts, favors, or loans from persons or firms (supplier and vendors) supplying or seeking to supply goods and services to the Company except for non-monetary gifts of small value that could not be refused without discourtesy and which will not give rise to the perception of favoritism or partiality towards such supplier.

The disclosed conflict shall be addressed in accordance with the procedures set forth below:

Procedure for Addressing Conflict of Interests

I. Duty to Disclose

To protect the interest of the Company, directors, officers and employees are required to disclose of all actual or potential conflict of interest situations as described above.

All employees, officers and directors shall complete a Conflict of Interest Disclosure Statement, which describes the nature of the possible conflict of interest situations as any such potential conflict arises.

II. Determining the existence of a conflict of interest and conflict of interest avoidance

The Compliance Officer will review the disclosure statements of employees, officers and directors.

If a conflict of interest is established, the employee concerned will not be allowed to participate in any discussion or negotiation for the transaction except to respond to information requests. If the person with a conflict of interest is with decision-making authority (i.e., an officer or a senior personnel) he or she shall refrain from voting or participating in the decision with respect to the conflict of interest transaction, and the next level approving authority shall consider and act on the proposed transaction. In case a Director that has an interest, he or she shall refrain from voting and participating in the Board deliberation and decision with respect to the conflict of interest transaction.

III. Review of Conflict of Interest and Record of Deliberations

It shall be the responsibility of the approving authority to determine the nature and gravity of the potential conflict situation and record the facts and supporting analysis used in determining whether no material conflict of interest exists and/or whether the proposed transaction is deemed fair and reasonable and not inimical to the interest of the Company. In case the conflict is material enough to be of practical significance, comparable market data shall be compiled to determine the fairness of the transaction and appropriateness of the transaction terms. Should the transaction be established as prejudicial to the interest of the Company, alternative transactions with no conflict shall be explored.

IV. Violations

In case of failure to disclose an actual or potential conflict of interest, such employee, officer or Board member may be subject to appropriate disciplinary and corrective action.