

<b>TITLE:</b>	Conflict of Interest and Related Party Transactions
<b>POLICY OWNER:</b>	Chief Financial Officer
<b>ID / VERSION NUMBER:</b>	CO-0015 Version 5
<b>EFFECTIVE DATE:</b>	August 15, 2016

**PURPOSE:**

To remove any potential or perceived conflict of interest with employees of the Company.

**SCOPE:**

This policy applies to all employees of Calian Group Ltd and its subsidiaries.

Any individual who violates this policy may face disciplinary action up to and including termination of his or her employment with the Company without notice.

**POLICY:**

The Company will not under any circumstance enter into transactions with employees other than in the normal course of their employment.

Duties of Employees

It is the duty of every employee to perform their employment honestly, in good faith and with a view to the best interests of the company. An employee must not permit their personal interests to conflict with this duty or act in any manner that is detrimental to the Company's best interests.

Outside Interests

An employee and their immediate family should not have any direct or indirect interest in any person or entity that does business with the Company. An employee must avoid being or appearing to be in a position that might inhibit the performance of their duties or their obligations to serve the Company's best interests.

In the event a vendor related to a Calian employee is determined to provide better value to Calian than other non-related vendors, the purchase must be approved in advance by both the CFO and the CEO.

#### Reporting

Employees must report any known related parties to the CFO and CEO immediately upon being aware of such related party relationship

#### **POLICY APPROVAL**

This policy must be approved by the Board of Directors annually.