

Crowd Ventures Inc.



Code of Ethics

1. SCOPE

This Policy applies to all Crowd Ventures Inc. directors, officers, employees, consultants or representatives acting on behalf of CROWD (hereinafter called "CROWD").

2. POLICY

Corruption includes "bribes", "kickbacks", extortion, facilitation payments and any practice of influence peddling. The policy includes influence-peddling as regarded under criminal law as the unlawful proffering (active influence peddling) or the unlawful request or acceptance (passive influence peddling), directly or indirectly, of any offer, promise, donation, gift or advantage of any kind, in order to abuse one's real or supposed influence with a view to obtaining distinctions, employments, contracts or any other favorable decision.

CROWD has a zero-tolerance approach to bribery, kickbacks, or corrupt conduct in any form.

CROWD representatives are prohibited from offering, providing, paying, promising to pay or authorizing the transfer of anything of personal value to any Public Official, or Private Agent, whether directly or indirectly, to influence an official act or decision that will assist CROWD to obtain or retain business or otherwise secure an improper advantage, such as preferential treatment on a bid or evading taxes or penalties.

Before giving any gift or other things of personal value to any Public Official CROWD representatives must comply with the requirements of this policy.

Prohibition of Facilitating Payments

CROWD representatives are prohibited from making any payments to individual Public Officials, or Private Agents, for his or her personal benefit in order to secure or expedite routine actions or any related contract.

Private Hospitality

In the private sector, hospitality may never be provided if the purpose is to improperly influence a person in the performance of his or her duties, or to reward improper performance of his or her duties. Reasonable, proportionate hospitality made in good faith in interactions with private persons and entities is permitted for purposes of establishing and maintaining business relationships.

Meal and related entertainment expenses for private persons may be incurred without prior approval by the Chief Ethics and Compliance Officer only if all of the following conditions are met:

- a. the meal or entertainment occurs in connection with substantive discussions of the Company's services and is attended by appropriate Company representatives;
- b. the value of the meal or entertainment expenses are consistent with applicable entertainment or expense policy;
- c. the entertainment or meals are permitted under applicable laws, as well as any rules or regulations of the recipient's employer; and
- d. the expenses are properly recorded and approved in accordance with Company policies.

Business Partnerships, Joint Ventures and Co-Promotion Activities

From time to time, the Company may partner, joint venture or sub-contract with another entity

("Business Partner") for example for the purposes of submitting a proposal, bid, or tender application. Such combinations could present legal and reputational risks to the Company, if the conduct of the Business Partner is inconsistent with the Company's Policy or in violation of relevant anti-corruption laws. Accordingly, the Company should perform appropriate diligence of potential Business Partners in such circumstances. In addition, the Company should obtain written agreement that:

- the Business Partner will act in compliance with all relevant anti-corruption laws in connection with proposed business; and
- if a project is secured, the Business Partner will notify the Company of any breaches of relevant anti-corruption laws.

Charitable Contributions

Any charitable contributions made by or on behalf of CROWD must be based on legitimate philanthropic objectives. While it can be appropriate to make a donation to a community organization or a particular cause with the hope of generating generalized goodwill in the community, making a donation to a Public Official's favored charity in exchange for favorable action by that Official could be considered a bribe by both CROWD and enforcement authorities.

Political Contributions

Contributions to political parties and to candidates for public office are prohibited or heavily regulated in many countries, and, where not prohibited outright, can raise corruption concerns. Accordingly, CROWD representatives may not make a political or campaign contribution in the name of or on behalf of CROWD.

Hiring

CROWD hires all of its employees, interns and consultants based on merit and the needs of the business.

CROWD personnel may not offer employment or internship opportunities at CROWD in exchange for, as a reward for, or as an inducement to obtain a business opportunity, to influence a decision by a Public Official, or to otherwise obtain an improper advantage for CROWD.

Third Parties

Many Anti-Corruption Laws prohibit indirect payments and benefits provided to Public Officials and therefore apply to benefits provided by third parties. CROWD representatives cannot circumvent the law, or CROWD's policies and procedures, by using a third party to do what CROWD could not lawfully do itself, as the third parties with which CROWD does business could subject CROWD to liability in certain circumstances.

CROWD strives to conduct its business only with ethical and trustworthy business associates.

Penalties

If a CROWD representative fails to comply with this Policy and/or commits a violation to the applicable anti-corruption laws, the CROWD representative and CROWD itself may be subject to significant criminal or civil penalties. Further, employees who are found to have engaged in bribery or other forms of corrupt conduct will face serious disciplinary consequences, up to and including termination.