

	Global Ferronickel Holdings, Inc. Conflict of Interest Policy	ISSUE DATE:	April 29, 2015
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I. INTRODUCTION

In pursuit of Global Ferronickel Holdings, Inc. ("FNI" or the "Company") to its commitment to establish the highest ethical standard and uprightness eminent to all of its transactions and responsibilities, encourage a trustworthy decision-making and prudent behavior motivated by its stakeholder (i.e., directors, officers, and employees, stockholders, future investors, customers and business partners; the community it serves and the government and regulators), be pervaded in its multifarious offering, this Conflict of Interest policy is hereby issued.

II. PURPOSE

The purpose of this policy is to protect FNI's interest in situations that may lead to a conflict between Directors, Officers and Employee's obligations to the Company and arrangement that may benefit their personal interest.

Additionally, this is designed to assist the trustees, officers and others who have the ability to exercise significant influence over FNI in identifying conflicts of interest in handling them appropriately.

III. DEFINITIONS

The following terms are used in this Policy with the respective meaning ascribed to such terms below, unless the context otherwise requires:

(a.) Conflict of Interest –

A conflict of interest is a situation in which a covered person could gain (or be seen to gain) an unfair advantage through an association with an individual or organization. Associations include financial, personal, professional, family-related or community-related relationships.

Classifications:

- (i.) An actual conflict of interest is where there already is a conflict.
- (ii.) A potential conflict of interest is where the conflict is about to happen or could happen.
- (iii.) A perceived conflict of interest is where other people might reasonably think there is a conflict.

(b.) Affiliate –

Any person, entity or business directly or indirectly related/controlled, is controlled or under common control with, another person, entity or business. These include, among others:

- i. Relatives – person related up to the third degree, by affinity, consanguinity or legal adoption, which includes spouse, parents and grandparents, children (and their spouses) and grandchildren (and their spouses), brothers and sisters, nieces and nephews (bound only to children of siblings), mother in law and father in law, brothers in law and sisters in law, daughters in law and sons in law; domestic partner and his relatives as to second degree; adopted, half, and step members of the immediate family.

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- ii. Associates – third parties with close personal or business relationship (include friends, partner, fellow workers) with Director, Management, Employee or Consultant. May execute activities that include disclosure of protected information on behalf of, or provide services with, FNI and its affiliated companies.
- iii. Employee – an individual working part-time or full-time, under a contract of employment, for wages and/or benefits given in a regular interval in exchange of services rendered personally for Company's business and who does not provide such services as part of an independent business. This encompasses FNI's officers, managers, supervisors, rank-and-file or staff and employee working under affiliate companies of FNI.
- iv. Consultants – any individual, partnerships, counsels or professional entities that render professional expertise or services. This provides FNI and its management consulting advises to broaden perspective in maximizing capabilities of achieving its goals.

Trustees, officers and employees shall be asked to sign annually an acknowledgment that they have read and agreed to abide by FNI's conflict of interest policy.

(c.) Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment of family:

- i. An ownership or investment interest in any entity with which the Company has a transaction or arrangement;
- ii. A compensation arrangement with FNI or with any entity or individual with which the Company has a transaction or arrangement;
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Company is negotiating a transaction or arrangement;

Compensation includes direct and indirect remuneration as well as gift or favors that are substantial in nature.

iv. Direct financial interest¹ –

Is a financial interest:

- (a.) Owned directly by an individual or entity, including those managed on a discretionary basis by others; or

¹As defined by the American Institute Of Certified Public Accountants (AICPA)

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(b.) Under the control of an individual or entity, including those managed on a discretionary basis by others; or

(c.) Beneficially owned through an investment vehicle, estate, trust, or other intermediary when the beneficiary:

- Controls the intermediary; or
- Has the authority to supervise or participate in the intermediary's investment decisions.

v. Indirect financial interest² –

A financial interest beneficially owned through an investment vehicle, estate, trust, or other intermediary when the beneficiary neither controls the intermediary nor has the authority to supervise or participate in the intermediary's investment decisions.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or committee decides that a conflict of interest exists.

IV. GUIDELINES

1. Duty to Disclose

In connection with any actual, potential or perceived conflicts of interest, a covered person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the trustees and Executive Committee considering the transaction or arrangement. Any individual who is uncertain about a conflict of interest in any matter shall also disclose such possible conflict (Refer to Annex I).

2. Evaluation of Actual, Potential or Perceived Conflict of Interest

- After disclosure of the financial interest and all material facts, and after any discussion with the covered person, a conflicted member of the Board shall desist himself from the Board or Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon by the remaining members of the Board or Executive Committee.
- The Board may ask a conflicted member, to resign from the Board or Executive Committee, until such time as the matter resulting in the conflict of interest has been resolved. When, in the opinion of the Chairman of the Board, the matter has been sufficiently resolved, the conflicted person may be invited to rejoin the Board or committee.
- The Chairman of the Board or Executive committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

² As defined by the American Institute Of Certified Public Accountants (AICPA)

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3. Resolution of Actual, Potential or Perceived Conflict of Interest

If a more advantageous transaction or arrangement, after exercising due diligence, is not reasonably attainable under circumstances that will not give rise to a conflict of interest, the Board or Executive Committee shall decide whether to enter into the transaction or arrangement. This shall be for the best interest of, fair and reasonable to the Company.

V. AREAS IN WHICH CONFLICTS OF INTEREST MAY ARISE

The areas of conflicting interest listed and the relations in those areas which may give rise to conflict of interest are not exhaustive and/or exclusive. Areas not discussed herein shall be evaluated on a case to case basis within the standards set forth in this Policy.

(a.) Dealings with and as Suppliers, Potential Suppliers, Contractors, Business Partners, Consultants and/or Third Parties

Decisions regarding Suppliers, Customers, Contractors, Business Partners, Consultants, Third Parties and Other Persons with respect of the selection and/or ongoing dealings related to conducting or seeking to do business with FNI.

Directors, Officers, Employees and/or Consultant shall avoid conditions that could reasonably be perceived as violating his duty of office. In addition, Directors, Officers, Employees and/or Consultant shall avert impairment in the performance of their duties and responsibilities to FNI and its affiliates.

(b.) Dealings with Directors, Officers, Employee, Consultants and Potential Employees and/or Consultants

Prohibition of the Directors, Officers, Employees and/or Consultant from using the Company's positions to influence outside organizations or individuals for direct financial, personal or professional benefit of themselves, their affiliates, across a wide range of activities with the Company. Directors, Officers, Employees and/or Consultant shall prohibit action or inaction that shows unequal treatment or that discriminates any other Directors, Officers, Employees, Consultant, Potential Employees and/or Consultants

(c.) Directorship, Executive Positions and Employment in Other Companies or Organizations

Directors/Executive should not be a director of another company which subsequently becomes a competitor of, or a supplier to, the company.

Conducting business on behalf of FNI or in the position or role with the Company, with an affiliate or anyone with whom you otherwise have a close personal relationship, having a financial interest in any outside businesses that might create or be perceived as conflict of interest.

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(d.) Use of Property, Services and Other Resources

Directors, Officers, Employees and/or Consultant are expected to use the properties (executive cars, landline phones/ cellular phones), services of FNI solely to the benefit the Company as a whole.

Directors, Officers, Employees and/or Consultant shall act according to the rules and regulation mandated by the Company's policies and procedures. Unbiased authorization and avoidance of insignificant use of the Company's resources must be observed.

VI. VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY

1. If the Board or Executive Committee has reasonable cause to believe that a covered person has failed to disclose actual or possible conflicts of interest, it shall inform the covered person of the basis for such belief and afford him an opportunity to explain the alleged failure to disclose.
2. If, after hearing the covered person's response and after further investigation as warranted by the circumstances, the Board or Executive Committee determines the covered person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action. A deliberate failure to disclose potential conflict of interest could result in disaffiliation or termination of employment.

VII. REVIEW

To guarantee that FNI operates congruent to its purposes and that it does not engage in activities that could jeopardize and expose the Company to possible risk, review of the Conflict of Interest Policy shall be conducted annually.

VIII. EFFECTIVITY

This policy shall take effect upon by the Board of Director. All existing policies, guidelines, regulations, systems, practices and related implementing guidelines concerning the same matters covered herein are deemed suspended by this policy. In the event of any inconsistency between the policy contained herein and the terms of other existing policies, guidelines, systems practices and related implementing guidelines, this policy shall prevail. This policy and the Code of Business Conduct and Ethics have supplemental application to each other.

The HRD shall develop implementing guidelines to ensure that Employees and Consultants are required to periodically disclose their Affiliate and other relationships that may affect the effective and objective performance of their duties. On the other hand, the * shall ensure that suppliers, contractors, business partners, consultants and other third parties doing or seeking to do business with FNI shall periodically declare their relationships and/or affiliations, with any FNI Director, Employee or Consultant as a pre-condition to the commencement or maintenance of the business relationship with FNI and/or its relevant subsidiaries.

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[ANNEX I]

CONFLICT OF INTEREST DISCLOSURE STATEMENT

In order to be more comprehensive, this statement of disclosure/questionnaire also requires you to provide information with respect to certain parties that are related to you. These persons are termed “affiliated persons” and include the following:

- A. Your spouse, domestic partner, child, mother, father, brother or sister;
- B. Any corporation or organization of which you are a board member, an officer, a partner, participate in management or are employed by, or are, directly or indirectly, a debt holder or the beneficial owner of any class of equity securities; and
- C. Any trust or other estate in which you have a substantial beneficial interest or as to which you serve as a trustee or in a similar capacity.

1. Name of employee or board member: _____

2. Position: _____ board of directors
 _____ executive committee
 _____ officer
 _____ committee member
 _____ staff (position): _____

3. In the past year, have you or any of your affiliated persons provided services/property?

_____ YES _____ NO

If yes, please describe the nature of the services or property and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

4. In the past year, have you or any of your affiliated persons provided services/property?

_____ YES _____ NO

If yes, please describe the purchased services or property and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

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5. Have you participated, directly or indirectly, any employment agreement, compensation relationship, or any other arrangement/investment opportunity with a third-party vendor doing business with the FNI that has resulted or could result in personal benefit to you?

____ YES ____ NO

If yes, please define:

6. Have you participated, directly or indirectly, any salary payments, loans, or gifts of any kind or any free service, discounts, or other fees from any person/organization engaged in any transaction with FNI?

____ YES ____ NO

If yes, please define:

6. Have you participated, directly or indirectly, any salary payments, loans, or gifts of any kind or any free service, discounts, or other fees from any person/organization engaged in any transaction with FNI?

____ YES ____ NO

If yes, please define:

I hereby confirm that I have read and understand FNI Conflict of Interest Policy.

Signature over printed name and position

Date

Global Ferronickel Holdings, Inc.