CONFLICT OF INTEREST POLICY

VERSION: 1.0

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CONFLICT OF INTEREST POLICY

1. Purpose

The purpose of this policy is to protect **I-Naira Integrated Resources Ltd.**'s integrity and tax-exempt status when it contemplates entering into a transaction or arrangement that might benefit the private interest of an officer, director, or employee. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest.

2. Scope

This policy applies to all board members, officers, committee members, and employees of **I-Naira Integrated Resources Ltd.**

3. Defining a Conflict of Interest

A conflict of interest arises when a person in a position of authority or influence within the organization has a financial or personal interest that may compromise, or appear to compromise, their loyalty or objectivity. This includes interests held by family members or businesses with which the individual is associated.

4. Duty to Disclose

Any covered individual who has a potential conflict of interest regarding a proposed transaction, contract, or decision must disclose all material facts. This disclosure must be made in writing to the **[Board President / Executive Director / Compliance Officer]** immediately upon becoming aware of the situation.

5. Procedures for Managing Conflicts

- **Recusal:** The individual with the conflict must excuse themselves from all discussions, deliberations, and voting regarding the matter.
- **Evaluation:** The remaining disinterested board or committee members will review the transaction to determine if it is fair, reasonable, and in the best interest of the organization.
- **Alternative Options:** Where appropriate, the organization will investigate alternative arrangements that do not give rise to a conflict.
- **Voting:** A transaction involving a conflict of interest is approved only if a majority of the disinterested board members vote in favor of it.

6. Record of Proceedings

The minutes of the board or committee meeting shall reflect:

- The name of the person who disclosed a potential conflict.
- The nature of the potential conflict.
- The board's decision as to whether a conflict actually existed.
- The names of the persons present for discussions and votes, and a record of the final vote.

7. Annual Statement
Each director, officer, and key employee shall annually sign a statement which affirms that they have received a copy of this policy, have read and understood it, and agree to comply with its terms.

Acknowledgment & Signature
By signing below, I certify that I have read, understand, and agree to abide by this Conflict-of-Interest Policy.

Printed Name: ___________________________

Signature: ______________________________ Date: _______________
