

CHEMOCARS, INC.
CONFLICT OF INTEREST POLICY
Dated June 14, 2017

Article I – Purpose and Policy

It is the policy of ChemoCars, Inc. (“*ChemoCars*”) that members of its Board of Directors (“*board*”) shall avoid conflicts of interest and any conduct, which may suggest the appearance of impropriety when exercising their responsibilities as directors. The purpose of this conflict of interest policy is to protect ChemoCar’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of ChemoCars or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II - Definitions

1. *Interested Person*

Any director, principal officer, or member of a committee with board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. *Financial Interest*

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

- (a) an ownership or investment interest in any entity with which ChemoCars has a transaction or arrangement,
- (b) a compensation arrangement with ChemoCars or with any entity or individual with which ChemoCars has a transaction or arrangement, or
- (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which ChemoCars is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, 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.

Article III - Procedures

1. *Duty to Disclose*

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and all material facts to the directors and members of committees with board-delegated powers considering the proposed transaction or arrangement.

2. *Determining Whether a Conflict of Interest Exists*

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board meeting or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. *Procedures for Addressing the Conflict of Interest*

- (a) An interested person may make a presentation at the board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- (b) The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (c) After exercising due diligence, the board or committee shall determine whether ChemoCars can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in ChemoCars's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. *Violations of the Conflicts of Interest Policy*

- (a) If the board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- (b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV - Records of Proceedings

The minutes of the board and all committees with board-delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V – Compensation and Reimbursement

- (a) A voting member of the board who receives compensation, directly or indirectly, from ChemoCars for services is precluded from voting on matters pertaining to that member's compensation.
- (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ChemoCars for services is precluded from voting on matters pertaining to that member's compensation.
- (c) No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ChemoCars, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- (d) Members of the board shall be entitled to receive reimbursement for travel, subsistence, and other expenses necessarily incurred in connection with their duties as director of ChemoCars, at appropriate rates prescribed from time to time by the board. No board member may receive compensation from ChemoCars, except as provided above.

Article VI - Annual Statements

Each director, principal officer and member of a committee with board-delegated powers shall annually sign a statement which affirms such person:

- (a) has received a copy of the conflict of interest policy of ChemoCars,
- (b) has read and understands that policy,
- (c) has agreed to comply with that policy, and
- (c) understands that ChemoCars is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII - Periodic Reviews

To ensure ChemoCars operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to ChemoCars's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII - Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, ChemoCars may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring periodic reviews are conducted.

**WRITTEN CONSENT OF DIRECTORS OF
CHEMOCARS, INC.
TO
ACTION WITHOUT MEETING**

We, the undersigned, being all the directors of ChemoCars, Inc., do hereby adopt the following resolutions by signing our written consent thereto:

Resolution Regarding Conflict of Interest Policy

The undersigned, being members of the Board of Directors of ChemoCars Corporation adopt the Conflict of Interest Policy attached hereto as Exhibit A.

General

RESOLVED, that this consent may be executed in multiple counterparts, all of which shall be considered one and the same consent and shall become effective when signed by all members of the Board.

RESOLVED FURTHER, that this consent may be executed by facsimile, telecopy or other electronic means, and such execution shall be considered valid, binding and effective for all purposes.

[Signatures follow]

Zachary Bolster, Director

Zachary Bolster
Zachary Bolster (Jul 24, 2017)

Brandon Edgerton, Director

BE
Brandon Edgerton (Jul 25, 2017)

Rod Razavi, Director

R Razavi
Rod Razavi (Jul 24, 2017)

Patricia Wu, Director

Patricia Wu
Patricia Wu (Jul 24, 2017)

Tracy Penna, Director

Tracy Penna
Tracy Penna (Aug 9, 2017)

EXHIBIT A

CHEMOCARS CONFLICTS OF INTEREST POLICY
[see attached]