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1. PURPOSE

SpaceBridge Inc. (together with its subsidiaries, “SpaceBridge “ or the “Company”) are committed to conducting our business in accordance with all applicable laws, rules and regulations and the highest ethical standards, and this commitment is embodied in the Code of Conduct.

The purpose of this Anti-Bribery and Anti-Corruption Policy is to reiterate SpaceBridge ‘commitment to full compliance by the Company, its subsidiaries and affiliates, and its officers, directors, employees and agents with Canada’s Corruption of Foreign Public Officials Act (“CFPOA”), the U.S. Foreign Corrupt Practices Act (“FCPA”), the U.K. Bribery Act 2010 (“Bribery Act”), Brazil - Law No.12.846/2013 (“Brazilian Anti-Corruption Law”), Colombia - Law 1474 of 2011 (“Colombian Anti-Corruption Law”), and any local anti-bribery or anti-corruption laws of a country party to the OECD Anti-Bribery Convention. This Policy supplements the Code of and all applicable laws and provides guidelines for compliance with the CFPOA, FCPA, and Company policies applicable to SpaceBridge operations world-wide.

For the purposes of this Policy, a “contractor”, “supplier” or “third party” is defined as an entity or individual who provides, and receives payment for, services or goods related to any aspect of SpaceBridge operation, and includes consultants and subcontractors.

2. SCOPE

This Policy is applicable to every employee or independent consultant or representative of SpaceBridge, including senior executive and financial officers, and to members of the SpaceBridge Board of Directors. The reporting requirement of this Policy is also applicable to SpaceBridge’s contractors and suppliers. This Policy is intended to supplement all applicable laws, rules, and other corporate policies. It is not intended to supplant any local laws.

3. DEFINITION

“Corruption” is the misuse of public power for private profit, or the misuse of entrusted power for private gain. “Bribery” is the offer, promise, or payment of cash, gifts, or even excessive entertainment, or an inducement of any kind offered or given to a person in a position of trust to influence that person’s views or conduct or to obtain an improper advantage. Bribery and Corruption can take many forms, including the provision or acceptance of:

- Cash payments;
- Phony jobs or “consulting” relationships;
- Kickbacks;
- Political contributions;
- Charitable contributions;
- Social benefits; or
- Gifts, travel, hospitality, and reimbursement of expenses

4. POLICY REQUIREMENTS

SpaceBridge personnel and representatives are strictly prohibited from offering, paying, promising, or authorizing:

- any payment or other thing of value;
- to any person;
- directly or indirectly through or to a third party;
- for the purpose of (i.e., in exchange for);
 - causing the person to act or fail to act in violation of a legal duty;
 - causing the person to abuse or misuse their position; or
 - securing an improper advantage, contract or concession;
- for SpaceBridge or any other party.

(“Improper Payment Activity”)

To promote compliance with anti-corruption laws in Canada, the United States, the U.K, Brazil, Colombia and other applicable jurisdictions, no SpaceBridge personnel shall undertake any Improper Payment Activity in respect of a foreign official, a domestic official, or a person doing business in the private sector.

In addition, SpaceBridge’s books and records must correctly record both the amount and a written description of any transaction.

SpaceBridge personnel must ensure that there is a reasonable relationship between the substance of a transaction and how it is described in the Company’s books and records.

It is contemplated that SpaceBridge will institute detailed procedures and standards related to training, due diligence, the recording of transactions, and other areas, to implement the terms of this Policy.

In particular, SpaceBridge will institute standards and procedures for:

- Sponsoring travel of government or government officials;
- Direct and in-kind support for government or government officials;
- Security support for public law enforcement;
- Per diems for government officials;
- Retaining third parties, including those who may interact with the government on SpaceBridge ' behalf;
- Contracting with state-owned entities;
- Meals, gifts, and entertainment for government officials; and
- Donations and charitable contributions for government officials

5. AUDITS

Audits of SpaceBridge sites, operating units, and contractors may be conducted periodically to ensure that the requirements of this Policy and applicable procedures and guidelines are being met. Audits may be conducted internally by SpaceBridge , or externally by retained third parties. Audit documentation shall include performance improvement action plans.

6. INTERACTION WITH OTHER CORPORATE POLICIES

Other SpaceBridge policies impacted by, and which should be construed consistent with this Policy, include the Code of Conduct.

7. WAIVER

There is no permitted deviation or waiver from this Policy.

8. DISCIPLINE

Any employee who violates the terms of this Policy will be subject to disciplinary action.

Any employee who has direct knowledge of potential violations of this Policy but fails to report such potential violations to Company management will be subject to disciplinary action.

Any employee who misleads or hinders investigators inquiring into potential violations of this Policy will be subject to disciplinary action. In all cases, disciplinary action may include termination of employment.

Any third party agent who violates the terms of this Policy, who knows of and fails to report to SpaceBridge management potential violations of this Policy, or who misleads investigators making inquiries into potential violations of this Policy, may have their contracts re-evaluated or terminated.

9. REFERENCES

General information for all countries party to the OECD Anti-Bribery Convention:

<http://www.oecd.org/daf/anti-bribery/countryreportsonteimplementationoftheoecdanti-briberyconvention.htm>

The CFPOA can be found at:

<http://laws-lois.justice.gc.ca/eng/acts/c-45.2/index.html>

The FCPA can be found at:

<http://www.justice.gov/criminal/fraud/fcpa/>

The Bribery Act can be found at:

<http://www.legislation.gov.uk/ukpga/2010/23/contents>

The Brazilian Anti-Corruption Law can be found at:

http://www.planalto.gov.br/ccivil_03/_Ato2011-2014/2013/Lei/L12846.htm

The Colombian Anti-Corruption Law can be found at:

http://www.secretariasenado.gov.co/senado/basedoc/ley_1474_2011.html