

**THE INTERNATIONAL RHINO FOUNDATION
CONFLICT OF INTEREST POLICY**

**ARTICLE ONE
APPLICATION**

The Conflict of Interest Policy (the “*Policy*”) of The International Rhino Foundation (“*IRF*”) shall apply to any transaction or arrangement with an interested person (as defined below).

**ARTICLE TWO
DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST**

If the Board of Directors (or any committee having board authority) is considering entering into any transaction or arrangement with an entity or individual in which an interested person has a financial interest, (a) the interested person must disclose the potential conflict of interest to the Board of Directors or the committee, as the case may be; (b) no interested person shall be present at any meeting where the matter is discussed; and (c) no interested person, if he has any voting rights, may vote on the matter in question.

**ARTICLE THREE
PROCEDURES FOR ADDRESSING ACTUAL CONFLICTS OF INTEREST**

If it is determined that a conflict of interest exists: (a) the interested person must leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest; (b) if appropriate, the Board of Directors or any committee having board authority, as the case may be, may appoint a noninterested person or committee to investigate alternatives to the proposed transaction or arrangement; (c) the Board of Directors or any committee having board authority, as the case may be, may determine, by a majority vote of the noninterested voting members, that (i) the transaction or arrangement is in the corporation’s best interest and for its own benefit and is fair and reasonable to the corporation and (ii) after exercising due diligence, the organization cannot obtain a more advantageous transaction or arrangement with reasonable efforts under the circumstances; and (d) the Board of Directors must take appropriate disciplinary action with respect to an interested person who violates the Policy to protect the corporation’s best interests.

**ARTICLE FOUR
RECORDKEEPING PROCEDURES**

The minutes of the meetings of the Board of Directors and all committees having board authority must include (a) the names of the persons who disclosed financial interests, the nature of the financial interests and whether the Board of Directors or the committee, as the case may be, determined that there was a conflict of interest and (b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of these discussions, including any alternatives to the proposed transaction or arrangement, and a record of the vote.

**ARTICLE FIVE
DISTRIBUTION OF CONFLICTS OF INTEREST POLICY**

Each year the Secretary of IRF shall distribute the Policy at the annual meeting of IRF to all directors, principal officers and members of committees having board authority. Each such person shall annually sign a statement that the person (a) received a copy of the Policy, (b) has read and understands the Policy, (c) agrees to comply with the Policy, (d) understands that the Policy applies to all committees

and subcommittees, if any, having board authority, (e) understands that IRF is a charitable organization and that in order to maintain its tax-exempt status, IRF must continuously engage primarily in activities that accomplish one or more of its tax-exempt purposes.

ARTICLE SIX COMPENSATION COMMITTEE

Any individual who receives, directly or indirectly, compensation from IRF for services as an employee or an independent contractor may not be a member of any compensation committee. A voting member of any compensation committee may not vote on matters pertaining to that member's compensation if that member has a conflict of interest in IRF from which the member receives compensation, directly or indirectly.

ARTICLE SEVEN DEFINITIONS

A. For purposes of this Policy, an “*interested person*” is a director, a principal officer or a member of a committee with board authority who has a direct or indirect financial interest (as defined below).

B. For purposes of this Policy, a person has a “*financial interest*” if the person has, directly or indirectly, through business, investment or family: (i) an ownership or investment interest in any entity with which IRF has a transaction or arrangement; or (ii) a compensation arrangement with IRF or with any entity or individual with which IRF has a transaction or arrangement; or (iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which IRF is negotiating a transaction or arrangement.

C. For purposes of this Policy, “*compensation*” includes direct and indirect remuneration and gifts or favors that are substantial in nature.

CONFLICTS OF INTEREST STATEMENT

I have received a copy of The International Rhino Foundation's ("IRF") Conflict of Interest Policy (the "Policy"); have read and understand the Policy; agree to comply with the Policy; understand that the Policy applies to all committees having board authority; and understand that IRF is a charitable organization and that in order to maintain its tax-exempt status, the IRF must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

By: _____

Printed Name: _____

Date: _____