

**ANNEX 3
CONFLICT OF INTEREST**

I. Objective

TKC Metals Corporation (the "Company")'s Conflict of Interest Policy shall establish a procedure to determine any possible conflict of interest between the Company and its directors, officers, employees and/or their immediate family.

II. Definition of Terms

- A. Conflict of Interest – a situation in which a director, officer or employee has a direct or indirect personal interest in any transaction involving the Company, which may influence or appear to have influenced him/her from acting in the best interests of the Company.
- B. Significant shareholders- a shareholder who owns or controls at least 5% of the Company's outstanding capital stock.

III. Covered Persons

This policy covers and is made applicable to all directors, officers, employees and significant shareholders. This likewise covers any and all family, business and/or personal affiliations of those aforementioned who stand to be directly or indirectly benefitted.

IV. Policy

Everyone is duty bound to disclose fully their existing business interests, shareholdings, personal activities or relationships that may directly or indirectly conflict with the performance of their intended duties and responsibilities. All business decisions of the Board of Directors and of Management must be for the best interest of the Company and not motivated by personal gain and/or influenced by personal relationships.

V. Rules and Procedure

- A. The Board of Directors determines whether each person's business interests, shareholdings, personal activities or relationships result in conflict with the duties and responsibilities in the Company. The Board and Management shall ensure that all the business transactions of the Company are compliant with all applicable laws.
- B. To avoid potential conflict of interest or an appearance thereof, all directors, officers and employees are required to disclose in writing to Management any personal interest or possible gain in a transaction involving the Company.
- C. Directors shall not participate in the deliberation and/or approval of any transaction where they may be conflicted. The Company is also prohibited from extending loans to its directors without prior Board approval to ensure that the terms and conditions of the said loan is at arms-length basis.
- D. All employees shall conduct fair business transactions with the Company and ensure that his personal interests do not conflict with the interests of the Company.