

CONFLICTS OF INTEREST POLICY

of

CANCER101, INC.

A Corporation Organized Under Section 402 of the New York Not-for-Profit Corporation Law

1. Introduction. This Conflicts of Interest Policy (the “Policy”) was adopted by the Board of Directors of CANCER101, Inc. (the “Corporation”). This Policy supplements (but does not replace) the provisions contained in Articles VI, VIII and X.6 of the Corporation’s By-Laws.
2. Definition of Financial Interest. A person has a financial interest (a “Financial Interest”) if the person has, directly or indirectly: (a) an ownership or investment interest in any entity with which the Corporation has a contract or arrangement; (b) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a contract or arrangement; or (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual, with which the Corporation is negotiating a contract or arrangement (compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial).
3. Definition of Conflict of Interest. A conflict of interest (a “Conflict of Interest”) exists whenever a transaction, contract, arrangement or relationship presents, or may present, a conflict between a person’s obligations to the Corporation and his or her other interests, including, but not limited to, a Financial Interest. Such circumstances may involve business relationships, family relationships, professional activities or personal affiliations.
4. Definition of Interested Person. Any director, officer and key employee of the Corporation who has a Conflict of Interest is covered by this Policy and is hereinafter referred to as an “Interested Person”. The Board of Directors of the Corporation, in its discretion, may decide to extent the scope of this Policy to also cover: (a) members of any committees, task forces or panels of the Corporation, including the Board of Advisors and the Steering Committee or the Corporation, who are not directors, officers or key employees of the Corporation, (b) all employees and volunteers of the Corporation who are not directors, officers or key employees of the Corporation, and (c) any other persons connected with the Corporation.
5. Duty to Disclose. An Interested Person must disclose to the Board of Directors the existence of any actual or potential Conflict of Interest and all material facts relating thereto, both (i) through the annual disclosure process described below and (ii) whenever any such actual or potential Conflict of Interest occurs.
6. Process and Remedy. After disclosure and discussion, the Board of Directors shall determine whether or not a Conflict of Interest exists, and whether or not such Conflict of

Interest materially and adversely affects the interests of the Corporation. An Interested Person whose potential Conflict of Interest is under review may not debate, vote or otherwise participate in this determination (except insofar as to disclose to the Board of Directors any material facts and answer any questions which the Board of Directors may have for the Interested Person regarding the Conflict of Interest). If the Board of Directors determines that an actual or potential Conflict of Interest does exist, the Board of Directors shall also determine the appropriate remedy, which may include, for example: (a) waive the Conflict of Interest as unlikely to affect the Interested Person's ability to act in the best interests of the Corporation, (b) determine that the Interested Person should be recused from all deliberation, discussion, vote and decision-making related to the particular transaction, contract or arrangement that gives rise to the Conflict of Interest or (c) determine that the Interested Person must resign from his or her service to the Corporation.

7. Authorization of Interested Transactions. The Corporation may only engage in a transaction, contract or arrangement with an Interested Person (an "Interested Transaction") if: (a) the material facts regarding the Conflict of Interest are disclosed in good faith or known to the Board of Directors prior to commencement of the Interested Transaction; (b) the Board of Directors authorizes the Interested Transaction by a majority vote of the directors present at the meeting during which the Interested Transaction is authorized who do not have an Conflict of Interest with respect to the Interested Transaction; (c) the Interested Transaction is fair to the Corporation and complies with the laws and regulations of the applicable jurisdiction in which the Corporation is incorporated or registered; and (d) the Interested Transaction is consistent with the purposes of the Corporation and any benefit to the Interested Person is incidental to that purpose. After disclosure of the material facts regarding the Conflict of Interest, the Interested Person shall leave the meeting and shall not participate in any vote or debate with respect to the Interested Transaction. However, an Interested Person may be counted in determining the presence of a quorum at the meeting where the Board of Directors is called to authorize the Interested Transaction.

8. Loans to Directors, Officers and Key Employees. No loans shall be made by the Corporation to its directors, officers or key employees, or to any other corporation, firm, association or other entity in which one or more of its directors, officers or key employees (a) are directors, officers or key employees or (b) hold a Financial Interest. A loan made in violation of this section shall be a violation of the duty to the Corporation of the directors, officers or key employees authorizing it or participating in it, but the obligation of the borrower with respect to the loan shall not be affected thereby.

9. Compensation. No part of the net earnings of the Corporation is distributable to its directors, officers, employees, or other persons connected with the Corporation, or members of any advisory committee or panel, or any other private persons, *except* that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth in the Certificate of Incorporation. The Board of Directors, by the affirmative vote of a majority of the directors in office, shall fix the reasonable compensation, if any, of any director, officer and key employee (as defined in the relevant rules regulations adopted by the Internal Revenue Service) of the Corporation. In determining the level of compensation, the Board of Directors shall consider the compensation offered by

similarly-situated taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly-situated organizations. No compensation may be paid to any director, officer or key employee unless: (a) the compensation arrangement has been previously approved by the Board of Directors; and (b) the date, terms and conditions of the compensation arrangement approved by the Board of Directors are contemporaneously documented in writing. A director may not participate in the discussion or the vote with respect to his or her compensation. If an officer or a key employee is a member of the Board of Directors, he or she may not participate in the discussion or the vote with respect to his or her compensation. Notwithstanding the foregoing, directors and officers of the Corporation shall be entitled to reimbursement of their reasonable expenses incurred in the performance of service as directors or officers, including, but not limited to attendance at meetings of the Board of Directors.

10. Distribution Upon Dissolution. The directors, officers, employees, or other persons connected with the Corporation, or members of any advisory committee or panel, or any other private persons, shall not be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining in the hands of the Board of Directors shall be distributed according to the provisions stated in the Certificate of Incorporation: (a) for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or the corresponding section of any future tax code; (b) to the federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine.

11. Annual Disclosure. On an annual basis, each director, officer and key employee of the Corporation, and any other persons to whom this Policy applies, shall be provided with a copy of this Policy, and shall complete and sign the Acknowledgement and Disclosure Form attached to this Policy, as may be amended from time to time by the Board of Directors. The Executive Director (President) shall be responsible for collecting the Acknowledgement and Disclosure Forms from all directors, officers and key employees of the Corporation, for reviewing the forms, and for recommending to the Board of Directors any actions necessary in light of the disclosures contained in the forms. Additionally, the Executive Director (President) shall present to the Board of the Directors, during the annual meeting, a brief oral report regarding the compliance with, and application of this Policy and shall submit to the Board of Directors for review all Acknowledgement and Disclosure Forms.

CANCER101, INC.

ACKNOWLEDGEMENT AND DISCLOSURE FORM

I have read the Conflict of Interest Policy (the "Policy") of Cancer101, Inc. (the "Corporation") and agree to comply fully with its terms and conditions at all times during my service as a director, officer or key employee of the Corporation. All capitalized terms used herein have the meanings ascribed to such terms in the Policy.

If I become aware of any actual or potential Conflicts of Interest at any time following the submission of this form, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the Board of Directors of the Corporation or the Executive Director of the Corporation in writing.

- To the best of my knowledge and belief, neither I nor any other person or organization with whom I have a personal or business relationship (i) is engaged in any transaction or activity that may represent a Conflict of Interest or (ii) intends to engage in any transaction, to acquire any interest in any organization or entity, or to receive any substantial gift or favor that may represent a Conflict of Interest.
- To the best of my knowledge and belief, I do not expect to receive compensation from the Corporation, or to receive in excess of \$10,000 annually from the Corporation for services I provide to the Corporation as an independent contractor, other than reimbursement of reasonable expenses.
- To the best of my knowledge and belief, no member of my family expects to receive any compensation or material financial benefit from the Corporation.
- To be best of my knowledge and belief, I have no family or business relationship with any current or former director, officer or key employee of the Corporation.

Any exceptions to the statements made herein and any additional facts and circumstances are disclosed in full below.

- Without exception _____ (initial)
- With exception as described below _____ (initial)

Date: _____

Signature: _____

Name (print): _____