

39 ALPHA RESEARCH CONFLICT OF INTEREST POLICY

The following Conflict of Interest Policy (this “Policy”) constitutes the conflict of interest procedures of 39 Alpha Research (the “Corporation”).

CONFLICT OF INTEREST

A member of the Board of Directors (the “Board”), member of any Board committee, officer, key employee, highest compensated employee or other person with substantial influence over the affairs of 39 Alpha Research (“Interested Person”) has a conflict of interest if they, their Family Member, or a Business Interest (both as defined below) are closely linked to a transaction involving the Corporation and the interest is of such significance to the Interested Person that the interest would reasonably be expected to exert an influence on the Interested Person’s judgment if the Interested Person were called on to vote on the transaction.

FAMILY MEMBER

As used in this Policy, the term “Family Member” means an Interested Person’s spouse, ancestors, siblings, and descendants and the spouses of siblings and descendants.

BUSINESS INTERESTS

As used in this Policy, the term “Business Interest” means a business entity, trust, or estate in which an Interested Person and their Family Members hold, directly or indirectly, 35% or more of the interests.

DISCLOSURE

Any Interested Person with a potential or actual conflict of interest between the Corporation’s interests and the Interested Person’s personal interests, Family Members’ interests, or Business Interests, shall disclose this conflict of interest to the Board on a timely basis.

ABSTENTION

If an Interested Person has a conflict of interest relating to any matter under consideration for a decision by the Board, he or she shall abstain from any vote, discussion (except as the remaining Board deems necessary for informational purposes), or any attempt to influence the decision of the Board on that matter. The Board may also require the Interested Person to be excused from a meeting while the matter is being deliberated and voted on.

INVESTIGATION

The disinterested members of the Board or relevant Board committee, as the case may be, shall review the conflicted transaction and determine whether the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement may not be obtained under circumstances that would not give rise to a conflict of interest, the disinterested members of the

Board or Board committee, as the case may be, shall determine whether the conflicted transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation, and the disinterested members of the Board or relevant Board committee shall decide whether to enter into the transaction or arrangement in conformity with such determination.

RECORDING

The fact of an Interested Person's disclosure and abstention shall be noted in the minutes of any meeting during which they occur.

DIRECTOR INDEPENDENCE

The directors shall make decisions in the Corporation's best interests only, without regard to the personal, Family Interests, financial, or Business Interests of any individual director.

COMPENSATION

The Board may hire and compensate individuals for necessary services rendered to the Corporation so long as such compensation is reasonable. The Board shall determine reasonable compensation amounts based upon compensation paid by similarly situated nonprofits for like services. The Board may rely upon salary studies, as well as data regarding compensation paid by at least three specific peer organizations of similar size to determine reasonable compensation. The terms of such compensation, information relied upon to determine the terms of any compensation, and its source shall be recorded in writing.

An individual who is a voting member of the Board or a committee with Board delegated powers and who receives compensation, directly or indirectly, from the Corporation for services is precluded from participating in discussions or votes pertaining to their own compensation.

ANNUAL STATEMENTS

Each Interested Person shall annually sign a Conflict of Interest disclosure statement which affirms that such person:

- 1) has received a copy of the Corporation's Conflict of Interest Policy,
- 2) has read and understands the Corporation's Conflict of Interest Policy,
- 3) has agreed to comply with the Corporation's Conflict of Interest Policy, and
- 4) understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

CHANGES TO THE POLICY

This Conflict of Interest Policy has been reviewed and accepted by the Board. The Board must approve any changes to or deviations from this Policy.

CERTIFICATE OF ADOPTION

The foregoing Conflict of Interest Policy was duly adopted by the Board of Directors effective as of the ____ day of _____, 2020.

39 ALPHA RESEARCH

Douglas Moore, Secretary