

CIPHERLOC CORPORATION

ANTI-CORRUPTION POLICY

1. Introduction

(a) **Combating Corruption.** Cipherloc Corporation (the "**Company**") strives to conduct ourselves in accordance with the highest standards of ethical conduct avoiding even the appearance of impropriety. By working for the Company, you are acting as our representative to our customers and everyone else with whom you come into contact. You are expected to adopt and demonstrate the highest standards of professional and personal behavior in all of your actions, no matter what the circumstances.

This Anti-Corruption Policy (the "**Policy**"), is in furtherance of one of our guiding principles: to comply with anti-corruption laws including, but not limited to, the U.S. Foreign Corrupt Practices Act of 1977 (the "**FCPA**"). Under the FCPA, it is illegal for United States ("**U.S.**") persons, including U.S. companies or any companies traded on U.S. stock exchanges, and their subsidiaries, directors, officers, employees and agents, to bribe non-U.S. government officials. The FCPA directly affects everyday business interactions between the Company and non-U.S. governments and government-owned or government-controlled entities. Violations of the FCPA can result in violations of other U.S. laws, including anti-money laundering, mail and wire fraud and conspiracy laws. The penalties for violating the FCPA are severe. Individuals who violate the FCPA may be subject to imprisonment and fines in addition to being subject to the Company's disciplinary policies, including possible dismissal for cause.

The Company may also be subject to other non-U.S. anti-corruption laws in addition to the local laws of other countries in which the Company may conduct business. This Policy generally sets forth the expectations and requirements for compliance with all such laws.

In accordance with this Policy, the Company strictly prohibits all forms of corruption and bribery and will take all necessary steps to ensure that such actions do not occur in our business activities.

(b) **Applicability.** This Policy is applicable to all of the Company's operations worldwide. This Policy applies to all of the Company's directors, officers, employees, subsidiaries, agents, consultants, joint venture partners and any other third-party representatives (the "**Representatives**") that conduct business on behalf of the Company outside of the U.S. or interact with non-U.S. government officials or are likely to conduct business outside of the U.S. or interact with non-U.S. government officials.

2. **Prohibited Payments.** Representatives are prohibited from directly or indirectly making, promising, authorizing or offering anything of value to a non-U.S. government official on behalf

of the Company to secure an improper advantage , obtain or retain business, or direct business to any other person or entity. This prohibition includes payments to third-parties where the Representative knows, or has reason to know, that the third-party will use any part of the payment for bribes or other improper action.

(a) **Definitions.** The following define certain terms used in this Policy:

(i) **"Bribe":** Anything of value given in an attempt to affect a person's actions or decisions in order to gain or retain a business advantage.

(ii) **"Corruption":** The misuse of a public office or power for private gain or the misuse of private power in relation to business outside the realm of government.

(iii) **"Kickback":** The return of a sum already paid or due as a reward for awarding or furthering business.

(b) **Cash and Non-Cash Payments: "Anything of Value."** Payments that violate this Policy and anti-corruption laws may arise in a variety of settings and include a broad range of payments. This Policy prohibits giving anything of value to a non-U.S. government official for an improper purpose. "Anything of value" is defined very broadly and includes:

(i) Cash, bribes , gifts or kickbacks;

(ii) Travel, meals, lodging, entertainment, or gift cards;

(iii) Loans or non-arm's length transactions;

(iv) Charitable or political donations; or

(v) Business, employment, or investment opportunities.

(c) **Non-U.S. Government Official.** "Non-U.S. government official" is defined broadly to include:

(i) Officers or employees of a non-U.S. government or any department , agency or instrumentality thereof;

(ii) Officers or employees of a company or business owned in whole or in part by a non-U.S. government ("state owned or controlled enterprises");

(iii) Officers or employees of a public international organization (such as the United Nations, World Bank or the European Union);

(iv) Non-U.S. political parties or officials thereof;

(v) Candidates for non-U.S. political office; and

(vi) Anyone acting on behalf of any of those parties (including family members and business associates) included in (i) through (v) above.

(d) **Duty to Inform.** If a non-U.S. government official attempts to solicit or extort improper payments or anything of value from a Representative, such Representative must inform the non-U.S. government official that the Company does not engage in such conduct and immediately contact the Company's Compliance Officer.

(e) **Commercial Bribery.** Bribery involving commercial (non-governmental) parties is prohibited under this Policy. Representatives shall not offer, promise, authorize the payment of, or pay or provide anything of value to any director, officer, employee, agent or representative of another company or entity to induce or reward the improper performance of any function or any business-related activity. Representatives shall not request, agree to receive, or accept anything of value from any director, officer, employee, agent or representative of another company or entity as an inducement or reward for the improper performance of any function or business-related activity.

3. **Facilitation Payments.** While the FCPA allows for nominal facilitation payments, it is the Company's policy not to allow facilitation payments without the prior written approval of the Compliance Officer. "Facilitation payments" are small sums paid to non U.S. government officials to facilitate or expedite routine or other necessary action to which the payer already has legal or other entitlement. If you are unsure whether certain payments represent facilitation payments, please contact the Compliance Officer.

4. **Promotional Hospitality and Marketing Expenses, Including Pursuant to a Contract.** As a general rule, Representatives should not provide gifts or hospitality to, or receive them from, a non-U.S. government official, whether or not pursuant to a contract. You may give a modest gift to these parties when appropriate and allowed by local law, provided you discussed it with and received written approval in advance from the Compliance Officer.

5. **Political Contributions.** Contributions to candidates for non-U.S. political office are prohibited unless the Compliance Officer pre-approves them in writing.

6. **Record Keeping.** Expenses must never be hidden or purposefully misclassified. Many serious global bribery and corruption scenarios are found to involve inaccurate record-keeping. To prevent this, international anti-corruption laws generally require detailed and accurate accounting records for transactions, including cash and bank accounts. We must ensure we maintain accurate books, records and financial reporting including an effective system of internal control and monitoring of our transactions. It is the Company's policy to implement and maintain internal accounting controls based upon sound accounting principles. All accounting entries in the Company's books and records must be timely and accurately recorded and include reasonable detail and supporting documentation to fairly reflect transactions.

7. **Compliance.** Representatives must be familiar with and perform their duties according to the requirements set out in this Policy, the FCPA and applicable laws. Representatives who violate this Policy are subject to disciplinary action, up to and including dismissal for cause. Third-party representatives who violate this Policy may be subject to termination of all commercial relationships with the Company.

Any Representative who suspects that this Policy may have been violated must immediately notify the Company as specified in the section entitled "Reporting Policy Violations" below. When in doubt about the appropriateness of any conduct, the Company requires that you seek additional guidance before taking any action that may subject the Company to potential liability.

8. **Due Diligence, Selection of Representatives and Business Partners, and the Duty to Cooperate.** The Company is dedicated to the dynamic and profitable expansion of its operations worldwide. The Company will compete for all business opportunities vigorously, fairly, ethically and legally and will negotiate contracts in a fair and open manner. Regardless of any pressure exerted by foreign officials, the Company will conduct business using only legal and ethical means.

This practice of fairness and professionalism must extend to the activities of the Company's agents, consultants, business or joint venture partners and other representatives. The Company should be careful to avoid situations involving third parties that might lead to a violation of the FCPA. It is much better not to hire an agent or consultant, for example, than to conduct business through the use of a third party's questionable payments. Therefore, prior to entering into an agreement with any agent, consultant, business or joint venture partner or other representative who acts on behalf of the Company with regard to foreign governments on international business development or retention, the Company will perform proper and appropriate FCPA-related due diligence and obtain from the third party certain assurances of compliance.

As part of these reviews, the Company requires all Representatives cooperate with the Company, outside legal counsel, outside auditors, or other similar parties. The Company views failure to cooperate in an internal review as a breach of your obligations to the Company, and will deal with this failure in accordance with all applicable laws or regulations.

9. **Compliance Officer.** The Company has appointed its General Counsel as the Compliance Officer for this Policy. The duties of the Compliance Officer include, but are not limited to, the following:

- (i) Assisting with implementation and enforcement of this Policy; and
- (ii) Circulating this Policy to all employees and ensuring that this Policy is amended as necessary to remain up-to-date with applicable laws.

10. **Questions About the Policy.** If you have any questions relating to this Policy, please contact the Company's Compliance Officer.

11. **Reporting Policy Violations.** To report potential violations of this Policy, immediately notify the Company 's Compliance Officer.

12. **Acknowledgment and Certification.** All Representatives are required to sign the acknowledgement and certification attached to this Policy.

ACKNOWLEDGEMENT AND CERTIFICATION

The undersigned hereby acknowledges receipt of the Company's Anti-Corruption Policy. The undersigned has read and understands (or has had explained) such Policy and agrees to comply with such Policy at all times.

Date _____

Name

Signature