

Telescope Innovations Corp.

CFPOA/FCPA and Anti-Corruption Compliance Policy

Purpose	2
Objectives	2
Telescope’s anti-corruption policy	3
Third parties	4
Payments to Third Parties	5
Training and education	6
Reporting of potential violations	6
Auditing	7
Attachment A: Third-Party questionnaire	8
Attachment B: CFPOA/FCPA “Red Flags	10
Attachment C: Acknowledgement letter of Telescope’s Anti-Corruption Compliance Policy	11
Attachment D: CFPOA/FCPA Certification of compliance	13
Attachment E: Payment approval for commissions	14
Attachment F: Payment approval for local supplies	15

Purpose

Telescope Innovations Corp. (“**Telescope**”, or “**the Company**”) believes in and supports fair competition in the global marketplace. The Company is dedicated to operate with honesty and integrity in every global social and business interaction. Telescope is therefore committed to embracing anti-corruption as a strategic corporate social responsibility in all of its global markets. This commitment extends from senior management to all employees, distributors or agents involved in the sales and marketing of Telescope’s products and services. To this end, Telescope has established the Anti-Corruption Compliance Policy (“**ACCP**”) which sets forth the Company’s policies and procedures associated with the sales and marketing of its products globally.

The ACCP has been designed to aid Telescope’s employees, consultants, distributors and agents in ensuring compliance worldwide and is not intended to be a substitute for Canadian, US, or foreign laws or regulations. These include the Canadian Corruption of Foreign Public Officials Act (“**CFPOA**”) and the U.S. Federal Corrupt Practices Act (“**FCPA**”). The policies outlined in the ACCP are supported and approved by all levels of management. The ACCP should be followed by all employees, distributors and agents. Noncompliance with this policy and all laws and regulations could expose Telescope to fines and penalties and result in possible employee dismissal.

Objectives

The objectives of Telescope’s ACCP are as follows:

1. Convey a clear commitment of compliance with CFPOA, FCPA and other anti-bribery and corruption laws and regulations.
2. Ensure adequate employee and consultant awareness of corruption schemes.
3. Educate Company personnel on anti-bribery efforts as the matter relates to their specific function/responsibility within the Company.

Telescope's anti-corruption policy

Canadian and U.S. law, and certain laws of other jurisdictions where Telescope operates, govern Telescope's business activities. All transactions on behalf of Telescope, whether direct by company employees or indirect through company agents, distributors or other business partners, shall be carried out in full compliance with those laws, including the Canadian Corruption of Foreign Public Officials Act ("**CFPOA**") and the U.S. Federal Corrupt Practices Act ("**FCPA**").

The CFPOA, FCPA and Telescope policy prohibit company employees (and others acting on behalf of the company) from offering, paying, promising to pay, or authorizing payment of money, gifts, or anything of value to any person OR foreign official to influence any act or decision by the person or official, to induce the person or official to use his/her influence to affect any act or decision, or to seek any improper advantage in order to assist Telescope in obtaining or retaining business. As referenced above, the CFPOA, FCPA and Telescope policy also prohibit those acting on the company's behalf, such as agents, distributors or other business partners, from engaging in the same activity. The CFPOA also extends to possession of funds or laundering of funds obtained through illegal inducement.

Under the FCPA, "anything of value" is interpreted broadly and can include, without limitation, payment of money, gifts, and entertainment (such as drinks, meals, tickets, concerts, golf outings, etc.). The term "foreign official" is also broadly construed by government enforcement agencies to include not only traditional government officials or individuals employed by the government, a government agency, or a government ministry, but also employees of apparent commercial enterprises that may be owned or controlled by a foreign government. Likewise, under the FCPA, "obtain or retain business" may be broadly applied to include action or conduct that not only leads to specific government business, but also action or conduct that assists Telescope in conducting business in the general sense in a foreign country, such as obtaining government issued licenses or permits.

Facilitation payments, though permitted under the FCPA, are not permitted by Telescope or on behalf of Telescope by anyone representing the Company. A facilitation payment is also known as a "grease" payment. This is a payment to a person to perform a function they would normally carry out as part of their job.

Examples of facilitation payments are: granting a permit, license or other official document that qualifies a person to do business; processing government papers such as a visa or work permit; or providing police protection or mail collection or delivery. Published, standard expediting fees, paid to an organization, for services are not considered facilitation payments.

The policy outlined above is not designed to make employees, or those representing the company, experts on the requirements of the FCPA or other anti-corruption laws, but rather is designed to assist you in recognizing situations that might raise issues under the FCPA or other anti-corruption laws. It is therefore expected and required that you shall seek guidance from the Global Regulatory Affairs Manager when any potential uncertainty arises with respect to a particular business matter or proposed course of conduct.

Third parties

It is the policy of Telescope to use our direct sales office, subsidiaries and authorized distributors as our primary means of sales and distribution. Telescope discourages the use of other Third-Parties, but acknowledges the need in certain business negotiations. This policy is applicable any time the Company engages a foreign representative, agent, distributor or other business partner (collectively "**Third Party**"). This policy is intended to minimize the CFPOA, FCPA and corruption risks of engaging and maintaining a relationship with a Third Party and includes pre-engagement, engagement and post engagement policies and procedures.

Responsible party

It is the responsibility of the Compliance Officer to ensure due diligence is completed on all potential Third-Parties.

Process

Pre-Engagement

Prior to engaging a Third-Party, the Company will have the Third-Party complete a questionnaire, execute a CFPOA or FCPA acknowledgement letter, and will assemble a due diligence file.

Questionnaire

Prior to entering into a written agreement with a Third-Party, the Company will require the prospective Third-Party to complete a questionnaire (Attachment A) which will provide the Company with a better understanding of the prospective Third-Party and its business structure. The purpose of this questionnaire is to uncover any potential FCPA/corruption "red flags" that may need further investigation prior to entering into a formal, written relationship with the Third-Party. A list of Third-Party "red flags" is shown in Attachment B. Upon receipt of the completed questionnaire, the Company will follow-up with business, banking and credit references as well as other information, if needed, for further clarification.

Acknowledgement Letter

In conjunction with sending the questionnaire to the prospective Third-Party, the Company shall evaluate the prospective Third-Party and its willingness to abide by the Company's CFPOA/FCPA Anti-Corruption policies and additional procedures as set forth in the Code of Ethics and Business Conduct. The Company will send each prospective Third-Party an acknowledgement letter (Attachment C) which explains the FCPA and the Company's commitment to FCPA compliance.

Due Diligence File

The Company shall prepare a written due diligence report for each Third-Party engaged and maintain such a report in the Company's files. The due diligence file will summarize: the Company's due diligence efforts; the resolution of any "red flags" raised during the due diligence process; a list of Company personnel who performed due diligence activities and what activities each individual performed. The due diligence file will include the: need for the Third-Party; experience; background; financial stability; ownership structure; quantity of work

to be performed; location; references; cooperation; public records search; compliance verification; and any resolution of red flags.

Engagement

When reviewing the qualifications for a new Third-Party, the Company will require the potential new Third-Party to agree to the provisions stated in the Distributor Agreement, which includes the Company's requirements for any Third-Party to be compliant with the Company's CFPOA/FCPA Anti-Corruption Policy.

For all other Third-Parties, the completion of the questionnaire, acknowledgement letter, Board of Directors approval and due diligence file will be sufficient.

Post-Engagement

The Company requires that all Third-Parties execute an annual CFPOA/FCPA certification form (Attachment D) which will serve as affirmation of the Third-Parties' continued commitment to the Company's CFPOA/FCPA Anti-Corruption Policy. It is the responsibility of the Compliance Officer to ensure that all approved Third-Parties receive and return the signed annual certification.

Documentation

All questionnaires, acknowledgement letters and annual certifications will be maintained and all due diligence efforts will be documented and kept on file by the Compliance Officer.

Payments to Third Parties

It is the policy of Telescope to prevent unauthorized payments to Third-Parties from Telescope's headquarters in Vancouver, BC, or from any subsidiary office by requiring personnel to seek prior approval from the CFO and Compliance Officer before the transfer of any funds.

Responsible party

It is the responsibility of the corporate and subsidiary accounting departments, and the CFO and Compliance Officer to ensure that unauthorized payments to Third-Parties will not be made by a subsidiary office without obtaining the necessary prior approval and documentation.

Procedure

At the time a payment needs to be made to a Third-Party, the subsidiary office must first request approval from the Compliance Officer and the CFO. The Compliance Officer will validate that all required Third-Party certification documents are on file and current. If all documents are found in order, the Compliance Officer will produce an appropriate approval form (Attachment E and F) and sign. The approval form will then be presented to the CFO for the final approval signature. The signed form will be returned to the appropriate subsidiary office to allow the transfer of money to the approved Third-Party.

Documentation

All approval forms will be kept on file by the Compliance Officer.

Training and education

Telescope understands that FCPA/Anti-Corruption regulations and potential consequences of non compliance may be unknown to most employees. It is the policy of Telescope to train and educate its personnel as a best line of defense to prevent corruption and bribery from occurring.

Responsible party

It is the responsibility of the Compliance Officer to ensure all necessary employees and representatives are trained and educated on anti-bribery laws and the Company's policies, procedures and requirements related thereto.

Process

Training of all personnel and representatives responsible for the Company's sales, marketing and procurement efforts will be conducted by the Chief Operating Officer on an annual basis. The annual training will focus on the importance of FCPA/Anti-Corruption compliance to the company's culture, reputation and ethical standards.

Documentation

All training sessions will be documented, include a list of attendees, training dates, topics covered and will be kept on file by the Compliance Officer.

Reporting of potential violations

Telescope expects its employees, consultants, and representatives to display honesty and integrity at all times. Telescope understands that its reputation is formed by the actions of the people who represent the Company in the marketplace. It is the policy of the Company to provide its employees, consultants, and representatives a method of reporting a potential CFPOA/FCPA Anti-Corruption violation.

Responsible party

It is the responsibility of the Board of Directors to maintain an avenue for reporting potential CFPOA/FCPA Anti-Corruption violations without any threat of retaliation for doing so.

Process

All employees and representatives have the option of reporting a potential violation by contacting the Compliance Officer (Deborah Cotter: deborah@telescopeinn.com).

The Board of Directors will fully investigate all reported potential violations. Once all the facts are gathered and fully examined, the Board of Directors will document the findings and take any appropriate action to seek resolution.

The Compliance Officer will report directly to the CEO and the Board of Directors with any findings and proposed actions. The Board of Directors will seek legal counsel as needed for resolution and/or reporting.

Documentation

All information regarding reported potential violations and the resolution will be documented and maintained by the Compliance Officer.

Auditing

It is the policy of Micromeritics to conduct internal audits or reviews to determine the level of compliance with regulations and requirements.

Responsible party

It is the responsibility of the Compliance Officer to audit CFPOA/FCPA Anti-Corruption related policies and activities.

Internal Audit

Telescope will conduct an internal audit of its CFPOA/FCPA Anti-Corruption procedures annually. The audit will be conducted by internal audit. The results will be documented and discussed with the appropriate members of executive management. Upon review of the audit report, the Compliance Officer and the Board of Directors will develop any additional procedures to ensure compliance and correct any potential areas of weakness. A copy of the audit report will be maintained internally.

Attachment A: Third-Party questionnaire

1. Contact information

Company name	
Address	
Name of primary contact	
Email address of primary contact	
Telephone number	

2. Third-party representation

Country/Countries in which Third-Party will represent Telescope Innovations Corp. (" Telescope ")	
Percentage of time that will be devoted to Telescope	

3. Corporate details

Date of incorporation	
Place of incorporation	
Executive Officers (Name and Title)	
Members of the Board of Directors	
Principals (>10% Owners; Name and ownership interest)	
Other companies/businesses in which Executive Officers, Principals, or Directors are involved	
Corporate relationships (Parent company, subsidiary, or affiliate companies, joint-ownership companies, etc.)	
Please use this space to provide any additional information that may be relevant to a relationship between the Third-Party and Telescope	

4. Does any current or former government official, political party official, candidate for political office, or any employee of a government-owned or government-controlled enterprise have an ownership interest (whether direct or indirect) in the company?

Yes No

5. Is any current or former government official, political party official, candidate for political office, or is any employee of a government-owned or government-controlled

enterprise an employee, officer, or director of the company?

Yes No

6. If the answer to items 4 or 5 are Yes, please state:

The name and official position of the individual - both within the government or the government-owned or government-controlled enterprise and within the company (if applicable):	
The official duties and responsibilities of the individual - both within the government or the government-owned or government-controlled enterprise and within the company (if applicable):	
The type and extent of ownership interest of the individual in the company	

Witness Signature

Authorized Third-Party Signature

Witness Name

Name

Title

Company

Date

Attachment B: CFPOA/FCPA "Red Flags"

1. Does the country in which the third-party operate have a history and reputation for corruption and bribery?
2. Is the third-party related to or connected to "foreign officials" or maintain close social or business relationships with "foreign officials" or their family members?
3. Was the third-party recommended by a "foreign official"?
4. Does the third-party place heavy reliance on foreign political or government contacts versus knowledgeable staff and investment of time in selling your product?
5. Does the third-party have adequate facilities and qualified staff?
6. Has the third-party ever requested that you prepare a false invoice or other false documents?
7. Is the third-party requesting payment to an account not owned by the third-party or to an account not located in the third-party's home country?
8. Is the third-party unwilling or unable to assist you in developing or implementing a marketing plan?
9. Is the third-party unwilling to agree in writing to abide by the FCPA or other relevant anti-corruption laws?
10. Does the third-party want to keep the nature of his relationship with you secret?
11. Has the third-party ever had an unexplained or inadequately explained breakup with another company or other relationship problems with other companies?
12. Has the third-party ever been investigated, charged or convicted of previous corruption allegations in the country?
13. Has the third-party ever engaged in other suspicious conduct that would raise questions in the eyes of a rational, prudent person?

A 'yes' answer to any of these questions does not, in and of itself, suggest that a foreign third-party is corrupt or likely to make improper payments to a "foreign official" in violation of the CFPOA or FCPA. However, a 'yes' answer to any of these questions should trigger concern and a more thorough review.

Attachment C: Acknowledgement letter of Telescope's Anti-Corruption Compliance Policy

[DATE]

Dear [CONTACT]

Re: Acknowledgment of Telescope's Anti-Corruption Compliance Policy

The purpose of this letter is to introduce you to certain Telescope Innovations Corp. ("**Telescope**", or "**the Company**") policies and procedures that will govern our potential business relationship.

Canadian and U.S. law, and certain laws of other jurisdictions where Telescope operates, govern Telescope's business activities. All transactions on behalf of Telescope, whether direct by company employees or indirect through company agents, distributors or other business partners, shall be carried out in full compliance with those laws, including the Canadian Corruption of Foreign Public Officials Act ("**CFPOA**") and the U.S. Federal Corrupt Practices Act ("**FCPA**").

Briefly, these laws prohibit the Company and its officers, directors, employees, and anyone representing us (including your company and employees) to offer, pay, promise to pay, or authorize, the payment of money or anything of value to an officer or employee of a foreign government or any department, agency, or instrumentality thereof or any public international organization (collectively a "foreign official"), or a foreign political party or official or any candidate for foreign political office; or to any person for payment to any of the foregoing for the purpose of influencing any act or decision to obtain, retain, or direct business to the Company.

Please be advised that, for purposes of our relationship, you should assume that the term "foreign official" includes not only traditional government officials and those employed by government agencies, departments, or ministries, but also employees of companies that may be owned or controlled by a foreign government.

Beyond the requirements of the FCPA, Telescope's anti-corruption policy prohibits anyone acting on behalf of the Company from making any corrupt payment to anyone in order to obtain or retain business. We compete for business based on the superior quality of our products and services - we don't pay for business.

The Company's policies and procedures require, among other things, that Third Parties engaged by the Company: (i) acknowledge and agree to comply with the Company's anti corruption policies and procedures; (ii) complete the enclosed questionnaire to ensure that we understand your company and your business; and (iii) complete annual certifications confirming compliance with the FCPA and our anti-corruption policies.

Because the FCPA is a criminal statute and the penalties which may be imposed on the for non compliance are severe, Telescope takes its obligations under the FCPA seriously and the Company will expect that you and your employees will do so as well. In fact, should you not agree to comply with our anti-corruption policies and procedures, or should we have reasonable cause to believe that you are not adhering to the Company's policies and procedures should we form a business relationship, Telescope will not continue to do business with you.

For your benefit, I am enclosing a copy of [Telescope's anti-corruption policy](#). I have also enclosed



[guidance from the U.S. Government on the FCPA](#). Please familiarize yourself with the policy and with the FCPA and contact us if you have any questions or concerns.

Please return this letter acknowledging your receipt, understanding, and agreement.

Sincerely

Jason Hein

CEO and Director

ACKNOWLEDGED AND AGREED

Authorized Third-Party Signature

Name

Title

Company

Date

Attachment D: CFPOA/FCPA Certification of compliance

I hereby certify that:

1. I have read and understand, and am presently in compliance with, the Telescope Innovation Corp. (“**Telescope**”) anti-corruption compliance policies and procedures, including CFPOA and FCPA compliance;
2. Except as stated below, I confirm that I have no knowledge or information of any violations of the Telescope’s FCPA compliance policies and procedures;
3. I am, and will continue to be, responsible for assuring that the Telescope’s FCPA compliance policies and procedures are understood and followed by personnel whom I supervise; and
4. I will continue to comply with the Telescope’s FCPA compliance policies and procedures while carrying out my job duties and functions for the Company.

Comments:

Signature Date

Name (Print) Title/Position

Attachment E: Payment approval for commissions

Telescope Innovations Order:

Payment to:

Amount:

For:

Does Telescope Innovations Corp. have a signed letter of Acknowledgment of Telescope's Anti-Corruption Compliance Policy from _____ on file?

Yes No

Payment approved by:

[NAME], CFO

Date

[NAME], Compliance Officer

Date

Attachment F: Payment approval for local supplies

Telescope Innovations Order:

Payment to:

Amount:

For purchase of:

Does Telescope Innovations Corp. have a signed letter of Acknowledgment of Telescope's Anti-Corruption Compliance Policy from _____ on file?

Yes

No

Payment approved by:

[NAME], CFO

Date

[NAME], Compliance Officer

Date