I. PURPOSE & SCOPE

The Board, management and staff of Think Now Incorporated (the “Company”) are expected to view honesty and integrity as essential to the success and sustainability of the organization. This viewpoint is fundamental to the day-to-day business of research and innovation, the way products are developed, the fair and equitable administration of employees, and how the important work of service to the greater community gets done. As representatives of the Company and as individual contributors they are asked to respect the right of all stakeholders to participate in an open and transparent environment where conduct is ethical, accountability is always the right choice, scrutiny of strategies is welcomed and even the appearance of impropriety crosses a red line.

Think Now Incorporated participates in Public Health Service (PHS) funded research, primarily through NIH-sponsored SBIR grants, and is required to develop a FCOI Policy or revise an existing policy that will be maintained, enforced, and equal to or exceeds the regulatory requirements. This Policy implements the 2011 Revised Financial Conflict of Interest (FCOI) Regulation, Promoting Objectivity in Research (42 CFR Part 50 Subpart F), and is the process framework which enables certification, in each application for funding, of the following:

- Adherence to an active and Informed written and enforced administrative process to identify and manage FCOI.
- Promotion and enforcement of Investigator compliance with the regulation.
- On-going management of FCOI reporting.
- Prompt access to FCOI and SFI information, including related Institutional reviews and Determinations, by NIH, as required.
- Full compliance with the regulation’s requirements.

Compliance with the 2011 revised regulation is required for each Institution that submits an application for or receives NIH funding for research through grants or cooperative agreements and, by policy implementation, for each Investigator planning to participate in, or participating in, such research.

II. DEFINITIONS

For the purposes of this policy, the following terms shall apply:

**Financial Conflict(s) of Interest (FCOI):** A Significant Financial Interest that could directly and significantly affect the design, conduct or reporting of PHS Research Activity.

**Institution:** Any domestic or foreign, public or private, entity or organization (excluding a federal agency) that is applying for, or that receives PHS funding.

**Investigator:** The PI/PD and any other person regardless of title or position responsible for the design, conduct or reporting of research proposed for funding or funded by NIH, including subgrantees, contractors, consortium participants, collaborators or consultants.

**Principal Investigator (PI):** An Investigator who has primary responsibility for the scientific and technical conduct, reporting, and fiscal and programmatic administration of a sponsored project.
**Key Personnel:** The Principal Investigator or project director and any other personnel considered essential to work performance and identified as Key Personnel in the contract or grant proposal.

**PHS Research Activity:** Any award for which research funding is available from NIH, including research grants, career development awards, center grants, individual fellowship awards, infrastructure awards, institutional training grants, program projects or research resources awards and conference grants. **Phase I** Small Business Innovative Research (SBIR) and Small Business Technology Transfer Research (STTR) awards programs are excluded.

**Institutional Responsibilities:** Research and all duties and responsibilities, on behalf of the Company, which are in the course and scope of the Investigator’s employment.

**Designated Official(s):** Think Now official(s) designated to solicit and conduct review of disclosures of Significant Financial Interests from each Investigator to determine whether an Investigator’s Significant Financial Interest is related to the Investigator’s PHS Research Activity and if related, whether the Significant Financial Interest constitutes a Financial Conflict of Interest.

**Think Now Review Committee (TNRC):** The committee charged with determining if Significant Financial Interests that are related to the proposed research constitute Financial Conflicts of Interest and developing plans to eliminate, reduce or manage Financial Conflicts of Interest. The TNRC acts as Designated Official under PHS regulations. Members of the Committee are appointed by and report to the Board of Directors.

**Disclosure:** The Investigator’s disclosure of Significant Financial Interests (SFIs) to their Institution.

**Report:** The Institution’s report of identified FCOIs to the NIH.

**Significant Financial Interest (SFI):** Anything of monetary value that:

- Meets the PHS thresholds (see Section IV) for reporting received by the Investigator and, except for travel, received by the Investigator’s spouse or registered domestic partner and dependent children for the following categories.

- Reasonably appears to be related to or is in the same field of expertise as the Investigator’s Institutional Responsibilities.

Examples of SFIs include:

- Income or honoraria received for activities such as providing expert testimony or consulting services; serving on a board of directors, scientific advisory board, committee, panel or commission sponsored by a for-profit or non-profit organization, including professional or scholarly societies; acting in an editorial capacity for a professional journal, reviewing journal manuscripts, book manuscripts, or grant or contract proposals for a for-profit or non-profit organization, or salary received outside of the Company.

- Any equity interest in a company that is developing, manufacturing or selling products or providing services used in an Investigator’s research or administrative responsibilities.

- Receipt of income from any organization other than the Company for use or sale of patented or copyrighted intellectual property, such as software, textbooks, or other scholarly works for which royalties or licensing fees are received, including income from previous employers.
• The occurrence of travel by the Investigator which is reimbursed or sponsored by a for-profit or non-profit entity, excluding a federal, state, or local government, a U.S. institution of higher education or an affiliated medical center/hospital or research institute.

III. TRAINING

Investigators must complete a training/education program:

1. Before engaging in PHS Research Activities and at least every four years thereafter while receiving PHS research funding.
2. Whenever an Investigator is not in compliance with this Policy or has failed to comply with the Company’s management plan put in place to manage or mitigate a Financial Conflict of Interest.

IV. DISCLOSURE

Investigators are required to disclose SFIs at the following times:

1. Initial disclosures must be made by all Investigators planning to participate on a proposed PHS Research Activity before the application for funding is submitted.
2. Company Investigators who are engaged in PHS Research Activities have an ongoing responsibility to update their disclosures throughout the period of PHS support:
   • Within 30 days of acquiring or discovering any new SFI.
   • At least annually.
   • New Investigators must complete an initial disclosure of SFIs before joining an ongoing PHS Research Activity.
3. Investigators will disclose SFIs that meet the following thresholds:
   • For a publicly traded entity: Income or other payment for services including salary, and any payment for services not otherwise identified as salary, including but not limited to, consulting payments, honoraria, paid authorship, or any other payments or consideration of value, including payments made to a health sciences compensation plan, received during the prior 12 months and the value of any equity interest (including stock, stock options or other ownership interests, as determined by public prices or other reasonable measure of fair market value) in the entity as of the date of disclosure, which when aggregated, exceeds $5,000 (excluding mutual funds or other investment vehicles such as retirement funds as long as the Investigator does not directly control the investment decisions made for these investment vehicles).
   • For a non-publicly traded entity: Income or other payment for services including salary, and any payment for services not otherwise identified as salary, including but not limited to, consulting payments, honoraria, paid authorship, any other payments or consideration of value, including payments made to a health sciences compensation plan, received during the prior 12 months that exceeds $5,000, or equity interest of any amount, including, but not limited to stock, stock options, or ownership interest in the entity.
   • Intellectual property rights and interests: Income received during the previous 12 months that exceeds $5,000 for such rights and interests.
• **Travel:** The occurrence of any sponsored or reimbursed travel must be disclosed whether payment is made to the Investigator directly or expenses are paid on behalf of the Investigator by a for-profit or non-profit organization (1) in advance by listing all travel that the Investigator anticipates will be sponsored or reimbursed during the next 12 months, or (2) within 30 days of the occurrence if the trip wasn’t previously reported.

V. SUBRECIPIENT REQUIREMENTS

Collaborators who share responsibility for the design, conduct or reporting of research results, and who will be conducting research under a subaward from the Company are expected to comply with the policies and procedures of the Institution at which they are employed. Pre-award monitoring conducted by the Company will include certifications that the subrecipient organization is responsible for reviewing SFI disclosures and, if FCOI are identified, for sending notification of their ability to manage the identified conflicts, in accordance with PHS reporting requirements. Subawards issued by the Company will state the subrecipient will comply with all terms and conditions of the sponsor’s prime award, which stipulate adherence to the FCOI regulations.

Collaborators who share responsibility for the design, conduct, and reporting of research results, and who will participate in research under a subcontract or an independent consulting agreement issued by the Company should be identified as Investigators by the Company’s PI and must complete the Company’s disclosure forms. If the review by the Designated Official determines that an SFI could directly and significantly affect the design, conduct, or reporting of the research to be performed under the agreement, these collaborators will be required to adhere to the mitigation plans put in place to manage the identified conflicts of interest.

VI. REVIEWS AND REPORTING

Disclosed SFIs will be reviewed prior to acceptance of new and renewal awards, and before submission of progress reports, proposals for supplemental funding, or requests for no-cost time extensions. Investigators may be asked to provide additional information about the SFIs that they previously disclosed. This information will be used by the Company to conduct a preliminary review in order to reasonably determine whether any of an Investigator’s SFIs:

• Could be affected by the PHS Research Activity.

• Are in an entity whose financial interest could be affected by the research.

If it is determined that an SFI is related to the proposed PHS Research Activity, a second review will be conducted by the TNRC or a Designated Official to determine whether the SFI(s) reasonably appears to directly and in a significant way affect the design, conduct or reporting of the PHS Research Activity and constitute an FCOI that may need to be managed.

In accordance with the PHS regulations, plans put into place to manage identified FCOI will be monitored for compliance until the completion of the PHS Research Activity. Each management plan will specify the way in which the monitoring will be accomplished.

Initial reports of FCOI must be made to NIH prior to the Company’s expenditure of any funds provided under a PHS Research Activity. The Company is not required to submit a report to NIH if conflicts of interest are eliminated before research funds are expended.

Additional FCOI reports must be submitted to NIH when:

• Throughout the lifetime of an award when progress reports are submitted, or when an award is extended (either through extension notification or an NIH prior approval request). When during the course of an ongoing PHS Research Activity an FCOI ceases to exist, updated information about the status of that FCOI should be provided with the subsequent progress report.
• Within 60 days of determining that an FCOI exists based on disclosure of a newly acquired SFI by an Investigator during the course of an ongoing PHS Research Activity.

• Within 60 days of determining that an FCOI exists for an Investigator who joins an ongoing PHS Research Activity.

When during the course of an ongoing PHS Research Activity, the Company identifies an SFI that was not disclosed in a timely manner by an Investigator, or which was not previously reviewed, the Designated Official will review the SFI within 60 days to determine whether it is related to PHS Research Activities and whether an FCOI exists. If an FCOI is identified after such a review, a management plan must be implemented, at least on an interim basis.

Whenever an FCOI is not identified or managed in a timely manner, because the Investigator did not disclose an SFI that was later determined to be an FCOI, or the Company did not review or manage the FCOI, or because the Investigator failed to comply with a previously implemented management plan, the Company must, within 120 days of the determination of non-compliance, complete a retrospective review of the Investigator’s activities and the PHS Research Activities. The purpose of this retrospective review is to determine if the ongoing PHS Research Activity was biased in its design, conduct or reporting.

• Based on the results of the retrospective review, the previously submitted FCOI report must be updated to specify the actions that the Company will take to manage the identified FCOI.

• If bias was found during the retrospective review, the Company will promptly notify NIH and will draft a mitigation report that at a minimum documents the key elements of the retrospective review, describes the impact of the bias on the research, and outlines the Company’s plans to eliminate or mitigate the effect of the bias.

VII. RECORDS ACCESS AND RETENTION

PHS regulations require that the company respond within 5 business days to any request for information about SFIs held by Key Personnel when the Company has determined that the disclosed SFIs are related to PHS Research Activities and constitute FCOIs.

Records of financial disclosures, Designated Official’s determinations, TNRC recommendations, and Company actions regarding management of an FCOI will be retained for at least 3 years beyond the date of submission of the award’s final expenditure report, or until the resolution of any actions by NIH involving the records, whichever is longer. Records relating to unfunded projects are not required but may be retained for a period determined by the TNRC.

VIII. SANCTIONS

Failure by an individual to file a complete and truthful financial disclosure for pending proposals, or when a new interest is obtained, or failure to comply with any conditions or restrictions directed or imposed, including failure to cooperate with appointed project monitoring Officials and the TRNC Committee, will be grounds for removal from project and up to termination for cause.

Agreements with consultants who either fail to file a complete disclosure or fail to comply with any conditions or restrictions imposed may be terminated for cause. Similarly, an agreement with a subrecipient organization may be terminated for cause if that Institution fails to comply with its obligations under the PHS regulations. In addition, federal regulations may require reports to the federal sponsor of any violations of federal regulations and Company’s policy.

IX. PUBLIC ASSESSABILITY
The FCOI Policy will be assessable to the public on the Company’s website located at https://think-now.com/.

X. REFERENCES & RELATED POLICIES

1. Think Now Incorporated Procurement, Suspension and Debarment Policy
3. NIH Grants Policy Statement 15.2.1
4. NIH GPS 4.1.10

Issuing Officer

/s/ Brett DeSchepper
CEO