



CSA Ocean Sciences Inc.

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FOREIGN COUNTERPARTY ANTI CORRUPTION POLICY & COMPLIANCE PROCEDURES

Continental Shelf Associates, Inc. and its subsidiaries and affiliates (collectively, "CSA") are required under the United States' Foreign Corrupt Practices Act ("US FCPA") to comply with all applicable anti-corruption regulations and maintain an ongoing compliance program. Under this program, CSA must take proactive steps, and document such steps, to ensure that it is not involved in any way, directly or indirectly, in bribery or other unethical behavior. Specifically, CSA must ensure when working with any government official, that no improper activity, or even the appearance of any such activity, occurs.

Therefore, CSA has adopted the following procedures effective as of the date of the adoption of this policy, to be followed when entering into contractual relationships with new foreign (non-US) contract counter parties (and their principals).

Background Screening

The name of each such foreign individual or corporate counterparty shall be run through OFAC, Lexis-Nexis Compliance database screens as may be determined appropriate from time to time by the Compliance Officer.

Requests for the required screening shall be directed to Compliance Administrator who will request the screening from an identified law firm contact

Screened names will be run through a search of internet and other database resources that are available to CSA by CSA's Librarian.

The Compliance Administrator will collect all such information and provide it to the Compliance Officer for review. If the Compliance Officer determines that additional background investigation is warranted, then he may direct that CSA engage the US Commercial Service/US Department of Commerce or other investigative resources to conduct further investigation. Upon completion of any such review, the Compliance Officer will either approve or reject proceeding with entry into the contract and notify the CEO of the determination by email.

Recordkeeping and Process Timeframe

Records of the review process shall be kept evidencing the completion of such review process and the dates thereof on a form intended to reflect the review. The records of this process shall be maintained consistent with CSA's record retention policy in either hard copy or searchable electronic form.

In the case of a JV or investment transaction where CSA or a subsidiary makes an investment, this process should be completed prior to the execution of definitive documents and funding of any such investment. In the case of any other contractual relationship, this process should be completed prior to funding of any payments under the contract.

The Compliance Officer may waive or extend the time to complete the investigation by the US Commercial Service in specific, limited circumstances where he determines that there is a low risk of a counter party based upon his satisfactory review of the other information and the overall facts and circumstances surrounding the counter party. In this circumstance, the Compliance Officer shall give specific indication of the reasons supporting the waiver or extension of time in the review form.

Notice of Policy and Questionnaire to Counterparties

Prior to the signing of any contract to which this policy applies, CSA shall provide notice to of this policy to all foreign contract counterparties and require them to complete the firm's US FCPA policy questionnaire.

Training Program

From time-to-time, the Compliance Officer will determine training requirements for employees as relates to compliance with the FCPA and other applicable anti-corruption laws. The company may provide such training or contract with an appropriate outside party for such training.

ANTI-CORRUPTION POLICY FOR THIRD PARTY CERTIFICATION

CSA Ocean Sciences requires full compliance with the United States' Foreign Corrupt Practices Act (hereinafter "FCPA") and all other anti-bribery laws by all of its employees, subsidiaries, consultants, agents, lessees and other business partners (hereinafter "Parties") worldwide.

All **CSA Ocean Sciences'** Officers, Directors, and employees are responsible for ensuring that **CSA Ocean Sciences** complies with the FCPA and other anti-bribery laws and will proactively contact **CSA Ocean Sciences** Compliance Officer with any questions or concerns. All Parties will monitor compliance with the FCPA continually. Any action in violation of the FCPA or other anti-bribery law is prohibited and will be reported to company management. Any person who becomes aware of an FCPA violation, a possible FCPA violation or any planned action likely to result in an FCPA violation will contact **CSA Ocean Sciences'** Compliance Officer immediately.

Violators of the FCPA are subject to severe criminal and civil penalties, including fines and prison time. The basic requirements with which Parties must comply are:

FCPA Anti-bribery Provisions

The FCPA's anti-bribery and corrupt payment provisions make illegal any offer, payment, promise to pay or authorization to pay any money, gift or thing of value to any Foreign Official, political party, or candidate for office for the purpose of:

- Influencing any act or failure to act by the recipient, in his or her official capacity, in order to obtain or retain business for anyone or direct business to anyone; or
- Inducing the recipient to use influence to affect a decision of a foreign government or agency in order to obtain or retain business for anyone or direct business to anyone.

"Foreign Official" means **any** officer or employee of a non-U.S. government, a public international organization or any department or agency thereof or any person acting in an official capacity for such an entity. Foreign Officials include employees of state-owned enterprises, such as postal services, state-owned telephone and electric companies, state-owned medical facilities, national airlines and other national, state, provincial or local government-owned companies. Foreign Officials also include officials who represent provinces, states, territories, cities and regions. The FCPA applies to payments to any Foreign Official, regardless of rank or position. Payments to or offers, promises or authorizations to pay any other person, American or foreign, are likewise prohibited if any portion of the contemplated payment is subsequently given or promised to a Foreign Official, political party, or candidate for any of the illegal purposes outlined above. FOR EXAMPLE: A payment to a company (whether or not owned by a Foreign Official) or to a partner who will provide some or all of the payment to a Foreign Official could fall within the FCPA.

Accounting Requirements

Failing to report a transaction, mischaracterizing a transaction (for example, in order to disguise the payment of a bribe or other improper payment), or creating any false, inaccurate, misleading, or intentionally incomplete documentation, even if it has no impact on **CSA Ocean Sciences'** revenues or obligations (for example, creation of a false invoice to accommodate a foreign customer's request), is strictly prohibited. Also, any use of corporate funds or access to corporate assets without proper authorization is strictly prohibited.

Through the U.S. Security and Exchange Commission's ("SEC's") accounting requirements, false or incomplete documentation concealing corrupt behavior can lead to severe fines and penalties, and in many cases even exceeding that attributed to the actual bribery.

Relationships with Third Parties

CSA Ocean Sciences may be held accountable for the acts of third parties, including marketing agents, consultants, investment bankers, lawyers, business partners, and possibly even customers. When selecting agents, partners, professionals, customers, and contractors to do business with, **CSA Ocean Sciences'** employees follow carefully designed due diligence procedures, which include investigating all known sources of information regarding business performance and ethics record. Due diligence procedures always include verifying the qualifications of third parties, including potential partners and their officers and personnel legitimate ability to complete the work contemplated. Employees who have any questions about what due diligence procedures should be followed in a particular case or are suspicious about the intentions of any company or individual with whom **CSA Ocean Sciences** has or is contemplating a relationship will contact **CSA Ocean Sciences'** management immediately.

All third party business contacts with whom **CSA Ocean Sciences** does business are required to read and agree abide by the above anti-corruption policy in all business dealings in any way associated with **CSA Ocean Sciences**.

Third Party Certification

In contemplating a business relationship with **CSA Ocean Sciences**, I **[Insert Full Name]** have read the above Anti-Corruption Policy, and I agree to comply with this Policy and the FCPA at all times.

Signature

Position

Date