

VERTUELAB, INC.

CONFLICT OF INTEREST POLICY

DEFINITIONS

A conflict of interest transaction or arrangement is a transaction or arrangement with VERTUELAB, Inc. ("VL") in which a director or officer has a direct or indirect interest.

1. A director or officer of VertueLab has a direct interest in any transaction or arrangement with VertueLab if the director or officer or a member of the director's or officer's family has a financial interest in the transaction or arrangement.
2. A director or officer of VertueLab has an indirect interest in any transaction or arrangement with VertueLab if the director or officer or a family member thereof:
 - a. has a financial interest or potential financial interest in any entity or individual involved in the transaction or arrangement;
 - b. has a compensation arrangement with any entity or individual with which VertueLab has a transaction or arrangement; or
 - c. is a director, officer or trustee of an entity involved in the transaction or arrangement and the transaction or arrangement is of such importance that it is or should be considered by the governing board of that other entity.

PROCEDURES

Any director or officer of VertueLab with knowledge of an actual or potential conflict of interest on the part of that director or officer or any other director or officer of VertueLab shall promptly inform VertueLab's entire Board of Directors (the "Board") of the conflict. The Board shall obtain disclosure of the financial or other interest and all material facts.

After any discussion with the interested person, the interested person shall leave the meeting while the Board determines whether a conflict of interest exists. If the Board determines that a conflict exists, the Board shall follow these procedures to address the conflict of interest:

- a. The interested person may make a presentation to the board but after the presentation shall leave the meeting during the discussion of and the vote on the conflict of interest transaction or arrangement.

b. The Board shall investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Board shall determine whether the transaction or arrangement is fair to VertueLab.

c. Any conflict of interest transaction or arrangement must be approved by a majority of VertueLab's directors who have no direct or indirect interest in the transaction or arrangement. If a majority of VertueLab's directors vote to approve the transaction or arrangement, a quorum is present for the purpose of taking action, except that such transaction or arrangement cannot be approved by a single director.

d. Anything in this policy to the contrary notwithstanding, VertueLab shall not enter into any contract with any company or organization that employs (as an employee or under contract) a director or with which a director or a member of his/her immediate family is affiliated if that agreement is funded in whole or in part from the proceeds of the agreement, dated October 28, 2009, between VertueLab and the Oregon Business Development Department. This restriction shall not apply to a director in the performance of his/her duties on the Board as a representative of the State of Oregon, Oregon University System ("OUS"), Oregon Health & Science University ("OHSU") or Pacific Northwest National University ("PNNL"); however, if this restriction would have otherwise applied to such a director but for the fact that he/she is a member of the Board as a representative of, or a member of his/her immediate family is affiliated with, the State of Oregon, OUS, OHSU or PNNL, he/she shall, at the outset of any discussions about a contract or potential contract with the State of Oregon, OUS, OHSU or PNNL, as the case may be, disclose such employment or affiliation, may not participate in any discussions regarding such contract, and may not cast a vote in any decision regarding such contract unless such director's vote is required to meet a requirement of a minimum number of votes to take official action.

RECORDS OF THE PROCEEDINGS

The minutes of the Board meeting shall contain the names of the persons who had a conflict of interest, the nature of the financial or other interest, a summary of the discussion to determine whether a conflict was present and the vote as to whether a conflict of interest existed, the names of the directors and officers present for the discussion and vote related to the transaction or arrangement, a summary of the discussion relating to VertueLab's response to any conflict of interest transaction or arrangement, and a record of the vote taken.

ADOPTED as of December 6, 2007; amended November 6, 2009