



**HOPEGIVERS INTERNATIONAL, INC.
STATEMENT OF GUIDELINES WITH RESPECT TO
POTENTIAL CONFLICTS OF INTEREST AND STATEMENTS OF INDEPENDENCE**

Hopegivers International, Inc. (HGI), is a non-profit, charitable organization whose primary mission is to provide help for today and hope for eternity through initiatives by our Ministry Partners to rescue orphaned and abandoned children, assist the needy and oppressed, empower the work of the Gospel, and work toward fulfilling the Great Commission. Under applicable laws and its own by-laws, ultimate authority for managing HGI's affairs reside with its Board of Trustees, which is composed of volunteers.

In view of the purposes of HGI, and the nature of its activities, it appears unlikely that members of the Board of Trustees will often, if ever, find themselves in a situation where an outside business, investment or professional interest, conflicts with their fiduciary duty to HGI. In the hope of avoiding even theoretical or perceived conflicts of interest and to set an example for other organizations that may look to HGI, for guidance with respect to the conduct of their own affairs, HGI adopts the following guidelines with respect to participation by members of the Board of Trustees in matters coming before them in which they may have a duality or potential conflict of interest:

1. No member of the Board of Trustees shall knowingly take any action or make any statement intended to influence the conduct of Hopegivers International, Inc., in such a way as to confer any benefit on such member or family member, or on any corporation in which he or she has a significant interest as stockholder, director or officer.
2. In the event that a matter for consideration or decision comes before the Board of Trustees that raises a potential conflict of interest for any member of the Board, the member shall disclose the conflict of interest as soon as he or she becomes aware of it, and the disclosure shall be recorded in the minutes of the meeting. The member shall not be physically present during the Board's final discussion and vote on the issue.
3. Any member of the Board of Trustees who is aware of a potential conflict of interest with respect to any matter coming before the Board shall not vote in connection with the matter.
4. These guidelines shall not be construed as preventing or discouraging any member of the Board of Trustees from disclosing relevant information with respect to any matter as to which he or she has knowledge or from answering questions or stating his or her position with respect to any such matter.

These guidelines are to be adhered to in conjunction with the duties imposed on members of the Board of Trustees in the Hopegivers International, Inc., By-laws. The guidelines supplement, but do not replace, the by-law standards.