

Code of Ethics

PRIME EXCHANGE expects all Network Agents (NAs)) to uphold the principles of fairness, honesty and integrity in all their dealings and activities as NAs.

This Code of Ethics forms part of the PRIME EXCHANGE Policies & Procedures and all other regulations and agreements currently in place, which bind every NA. Any serious breach of the Code, Policies & Procedures, regulations and agreements in place will involve action(s) being taken by PRIME EXCHANGE in accordance with the PRIME EXCHANGE Policies & Procedures.

The Code of Ethics explains proper conduct of business for NAs to practice.

Additionally, PRIME EXCHANGE encourages all NAs to obtain and observe the Code of Ethics that has been provided by any DSA (Direct Selling Association) in their respective countries if and where applicable.

It is a mandatory requirement that NAs comply with the Code of Ethics at all times.

Part A - CONDUCT

1. DEALING WITH THE GENERAL PUBLIC

1.1 Contact & Communications

An NA:

- a) will at all times, when contacting anyone either from a telephone list or by other means, respect the privacy and wishes of the person contacted;
- b) will never engage in objectionable or abusive conduct, unfair or aggressive conduct when contacting or dealing with any other person in relation to PRIME EXCHANGE or opportunity it provides;
- c) will offer the opportunities of, and association with PRIME EXCHANGE, on its merits without exaggeration, concealment, curiosity or misrepresentation;
- d) will ensure they maintain their personal presentation in dress, language and documentation to the highest possible standard;
- e) Will observe the provisions of the law and good manners regarding times and days when making the call and appointments.

1.2 Presenting Business Opportunity

An NA presenting the Business Plan at any time, conducting a Training Event or Seminar or PRIME EXCHANGE NA Meeting will:

- a) not falsely represent to any person any details regarding the financial rewards available under the PRIME EXCHANGE Plan;
- b) not make any false or misleading representations about the features of PRIME EXCHANGE's products, services and programmes, including as to their standard, quality, value, characteristics, accessories, uses for a particular purpose, merchantability or benefits;
- c) not make any false or misleading representations about the price of PRIME EXCHANGE products or services;
- d) not engage in conduct that is liable to mislead anyone as to the nature, manufacturing process, characteristics, suitability for purpose or quality of any PRIME EXCHANGE products or services;
- e) not make any false or misleading representations concerning the need by anyone for goods or services;

- f) make it thoroughly clear to any person to whom the NA discusses the opportunity that financial rewards to NAs are based on an NA's individual performance;
- g) use official literature as approved by PRIME EXCHANGE including forms, scripts and other tools.

1.3 Conducting Business

An NA must not at any time:

- a) take advantage of another person's disabilities or weaknesses, such as illness, age, infirmity, lack of education or unfamiliarity with language;
- b) actively solicit or demand orders for PRIME EXCHANGE products by anything other than an offer to collate any order an NA wishes to make, including by the use of physical force, undue harassment or coercion;
- c) refuse to identify themselves when requested to do so.

1.4 Explaining the Business Plan

When presenting or discussing the PRIME EXCHANGE Business Plan and the Benefits which might be available, an NA must generally rely for reference on PRIME EXCHANGE literature and observe the following regarding the contents of the Business Plan:

- a) if predictions as to profitability are made, they should reflect what an average person carrying on the Business would achieve under normal circumstances;
- b) if any estimates of profits are made, the assumptions on which they are based should be clearly stated;
- c) where there is no previous experience on which to base expectations as to profitability, this should be stated when making the representation.

When presenting or discussing the PRIME EXCHANGE Business Plan, an NA must not make false representations concerning:

- a) any risks likely to be associated with carrying on the Business;
- b) the amount of time the average person would have to devote to carrying on the Business;
- c) the annual expenditure and the annual gross income which the average person carrying on the Business might expect and the method of calculating those figures.

Part B - OBLIGATIONS

2. GENERAL OBLIGATIONS

2.1 Authorisation Limit

Authorisation of an NA is limited. They shall refer any matter pertaining to PRIME EXCHANGE to the designated Company Representative. An NA shall not interfere in any decision making process without prior written approval from the Company Representative.

2.2 Poaching NETWORK AGENTS

PRIME EXCHANGE does not condone the intentional poaching of other competitors' NAs or NAs from another line of referral within the PRIME EXCHANGE Business.

3. USE OF PRIME EXCHANGE PROPERTY

As trademarks, logos and service marks are registered and owned by PRIME EXCHANGE and/or its affiliates, all written materials are the copyright of PRIME EXCHANGE. The use of trademarks, logos or service marks or the publication of copyright materials may only be undertaken with the written authorisation from PRIME EXCHANGE and not otherwise.

4. PRODUCT CLAIMS

PRIME EXCHANGE publishes detailed data about its products which is verifiable, accurate and complete. An NA must not make claims about any PRIME EXCHANGE products or services unless they are sourced from appropriate official PRIME EXCHANGE literature and accurately reflect the information contained in the appropriate literature.

5. OBLIGATIONS OF NETWORK AGENT

5.1 Promote Ethical Business Practice

An NA will:

- a) ensure the NAs in his/her group are aware of this Code and at all times carry out the NA Business relationships either within the group or with NAs of the public in a lawful manner, with courtesy and integrity, and in accordance with this Code;
- b) ensure they remain well informed regarding laws applicable to the Business and duties of an NA including other essential facts and public policies or regulations which may affect such Business and duties;
- c) keep confidential and not unethically use information that may be of detriment to another NA's Business.

5.2 PRIME EXCHANGE's Obligations

PRIME EXCHANGE will ensure that:

- a) its employees will at all times act in a manner which does not conflict with the best legitimate interests of an NA and carry out duties in accordance with professional courtesy and integrity;
- b) NAs are kept well informed regarding laws applicable to the Business and duties of NAs and other essential facts and public policies which affect such Business and duties and will comply with all the requirements thereof;
- c) full cooperation of its employees is given to NAs with respect to advising them about matters which affect them;
- d) it acts in the NAs' legitimate interest to the best of its abilities.

Part C - APPLICATIONS

6. APPLICATION OF THE CODE OF ETHICS

PRIME EXCHANGE and an NA will accept the Code of Ethics entirely and observe its provisions.

6.1 Compliance

PRIME EXCHANGE and an NA will ensure full compliance of the Code:

- a) in PRIME EXCHANGE's case by Directors, Executives and all other employees;
- b) in the NA's case by the NA and the NA Downlines.

6.2 Administration

PRIME EXCHANGE will administer its dealings with NAs in a manner that is conducive to compliance of the Code of Ethics.

7. ETHICAL CONTACT

NA(s) must not:

- a) tout for or conduct business on behalf of another REAL ESTATE MLM Company or REAL ESTATE Direct Selling Company;
- b) divulge confidential information to unauthorised persons or for unauthorised or unethical purposes;
- c) discuss financial aspects of other NAs' Businesses;
- d) encourage another NA to change line of referral;
- e) engage in Cross Lining or Poaching;
- f) encourage or induce any other person to engage in Cross Lining or Poaching;
- g) use PRIME EXCHANGE's sponsored Functions, Literatures or CDs to support Cross Lining or Poaching.

8. POTENTIAL NA ASSISTANCE

An NA, either with or without an Upline's assistance, must at all times complete all relevant parts of an Application in the presence of the Prospect.

8.1 Explanation to Prospect

A Sponsor or Upline must explain to the Prospect, and complete in the NA presence, the details of the Application Forms so that the Prospect comprehends that they are personally introduced by the Upline or Referrer.

8.2 Application Subject to Acceptance

The Application Form is subject to PRIME EXCHANGE's discretion in accepting it as a valid application and making the appointment of that person as an NA.

9. COMPLAINTS

If an NA becomes aware of a breach of this Code, and wishes to proceed to lodge a complaint, the complaint should be made in writing in accordance to PRIME EXCHANGE Policies & Procedures.