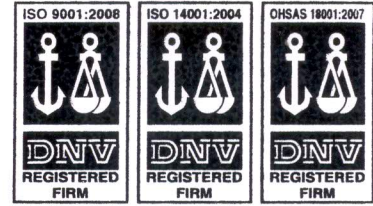


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MODISON METALS LTD

RELATED PARTY TRANSACTION POLICY

PREAMBLE

The Board of Directors of the company has adopted the following Policy and procedure with regard to Related Party Transactions. The policy envisages the procedure governing Related Party Transactions required to be followed by company to ensure compliance with the Law and Regulation. The Audit Committee will review the same from time to time and propose the amendment required in the policy to the board of directors.

PURPOSE

Security Exchange Board of India (SEBI), Circular Dated 17th April 2014, has amended the clause 49 of listing agreement entered into by the company with the Stock Exchanges. The Amended clause 49 requires all listed companies to formulate a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions. This policy has been framed for complying with above requirement.

DEFINITIONS

“**Audit Committee or Committee**” means Committee of Board of Directors of the Company constituted for audit related purpose.

“**Board**” means Board of Directors of the Company.

“**Related Party Transaction**” A related party transaction is a transfer of resources, services or obligations between a company and a related party, regardless of whether a price is charged.

