IGCT Ltd. Conflict of Interest Policy

1. Purpose and scope

This policy protects IGCT Ltd. (the “Corporation”) when it considers a transaction or arrangement that might benefit a director, officer, or key employee personally. It carries out Article VII of the Bylaws and is meant to support the Corporation’s tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and Colorado law.

It applies to every director, officer, and key employee, and to any member of a committee with Board-delegated powers (each an “Interested Person” when a conflict arises).

2. Definitions

- **Financial interest.** A person has a financial interest if, directly or through family or a business or investment, the person has (a) an ownership or investment interest in an entity with which the Corporation has a transaction or arrangement; (b) a compensation arrangement with the Corporation, or with an entity or individual with which the Corporation has a transaction or arrangement; or (c) a potential ownership interest in, or compensation arrangement with, any such entity or individual. Compensation includes direct and indirect pay, gifts, and favors that are not insubstantial.
- **Family member.** A spouse or domestic partner; an ancestor, sibling, child, grandchild, or great-grandchild; and the spouse or domestic partner of any of them.
- **Conflict of interest.** A financial interest is not always a conflict. A conflict exists only when the Board decides, under Section 4, that one does.
- **Independent reviewer.** A certified public accountant, attorney, or nonprofit advisor who is not a director, officer, employee, or family member of any of them, and who has no financial interest in the matter being reviewed.

3. Duty to disclose

An Interested Person must disclose the existence of a possible conflict, and all material facts, as soon as the person becomes aware of it and before the Board or any committee considers the matter.

Disclosure is made in writing to the Board, or orally at a meeting and recorded in the minutes. A person who is unsure whether an interest must be disclosed should disclose it. Any other director, officer, or employee who believes another person has an undisclosed conflict must raise it with the Board or, under the Whistleblower Policy, with the Independent Contact.

4. Procedure for addressing a conflict

A. Board of three or more directors (Bylaws Sections 7.2 and 7.3).

1. The Interested Person may answer questions, then leaves the meeting during the discussion of, and vote on, the matter.
2. The disinterested directors decide whether a conflict exists.
3. The Board considers alternatives and, where practicable, obtains comparability data.
4. The Board approves the matter only if a majority of the disinterested directors, who must also be at least a quorum, determine in good faith that it is fair, reasonable, and in the Corporation's best interest.
5. The minutes record the disclosure, the people present, the alternatives considered, and the vote.

B. Interim procedure while the Board has fewer than three directors, or no disinterested director (Bylaws Section 7.7).

The Corporation does not enter into any conflict transaction, related-party transaction, or compensation arrangement for an officer, director, or key employee unless all of these happen first:

1. The Interested Person discloses the interest and all material facts in writing.
2. An independent reviewer reviews the matter, considers comparability data where practicable, and confirms in writing that it is fair and reasonable to the Corporation.
3. The Interested Person takes no part in the reviewer's analysis other than providing information.
4. The disclosure, the reviewer's written findings, and the basis for approval are recorded in the minutes or in a written consent under Bylaws Section 5.7, and kept with the corporate records.

No amount may be paid or committed above what the reviewer found to be reasonable. This interim procedure ends, and Part A applies in full, once the Board has seated at least two additional directors who are not family members of, and are not compensated by, the

Corporation. The Board seeks to do so by the end of fiscal year 2027.

5. Compensation, records, and enforcement

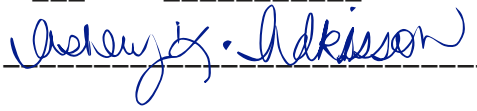
- **Compensation (Bylaws Section 7.4).** No one votes on, or approves, their own compensation or a family member's. Compensation is approved in advance, based on comparability data, and the basis is documented at the time of the decision. Under Part B of Section 4, the independent reviewer's written finding stands in for disinterested-director approval.
- **Minutes and records.** The Secretary keeps the disclosures, reviewer findings, minutes, and written consents with the corporate records.
- **Annual statements (Bylaws Section 7.5).** Each director, officer, and key employee signs the statement in Section 6 each year and when first elected or hired.
- **Loans (Bylaws Section 7.6).** The Corporation makes no loan to a director or officer.
- **Annual review.** Each year the Board reviews this policy and any compensation or related-party arrangements to confirm they were reasonable and served the Corporation's charitable purposes.
- **Violations.** If the Board has reasonable cause to believe a person failed to disclose a conflict, it tells the person, gives the person a chance to explain, and then decides whether corrective action is needed, up to removal from office under Bylaws Section 4.6. Where no disinterested director exists, the independent reviewer makes the recommendation and the matter is recorded in the corporate records.

6. Annual conflict of interest statement

I, __Ashley K. Adkisson_, affirm that:

1. I have received a copy of the Conflict of Interest Policy of IGCT Ltd.
2. I have read and understand it, and I agree to comply with it.
3. I understand the Corporation is charitable and, to keep its tax-exempt status, must engage primarily in activities that accomplish its tax-exempt purposes.
4. I have disclosed every financial interest and possible conflict known to me, as listed below (write "None" if there are none):

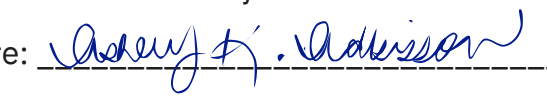
Disclosures: ___None_____

Signature:  Date: __11/07/2026_____

Name and title: __Ashley Adkisson, President_____

Adoption

This policy was adopted by the Board of Directors of IGCT Ltd. on _November 7th__, 2026, under Article VII of the Bylaws.

Signature:  Date: __11/07/2026_____

Ashley K. Adkisson, Secretary