



Anti-Discrimination & Harassment Policy

ADOPTED BY THE BOARD OF DIRECTORS ON OCTOBER 31, 2012

It is the policy of DubLi, Inc. and its subsidiaries and affiliates (the "Company"), that all Company employees should be able to enjoy a work environment free of disruptive elements, discrimination and harassment.

This policy refers to, but is not limited to, discrimination or harassment based on the following personal characteristics: race, gender, age, color, national origin, religion, disability, marital status, sexual orientation, veteran status, pregnancy, position in the Company, gender identity or expression and ethnicity.

For purposes of this policy, discrimination or harassment is defined as any type of behavior of dubious intent which is based on the personal characteristics covered by this policy that is so severe or pervasive that it interferes with an individual's work performance or creates an intimidating, hostile or offensive working environment.

Discrimination or harassment, when directed at an individual because of his/her personal characteristics may include, but is not limited to: (i) unwanted physical contact; (ii) use of epithets, (iii) inappropriate jokes, comments or innuendos; (iv) obscene or harassing telephone calls, emails, letters, notes, (v) abuse of authority or power within the organization, or (vi) other forms of communication and conduct that may create a hostile working environment.

Discrimination against or harassment of employees occurring in the workplace or in other settings in which employees may find themselves in connection with their employment will not be tolerated by the Company. Furthermore, retaliation against an individual who has complained about discrimination or harassment or who has cooperated with an investigation of a complaint will not be tolerated. To achieve the Company's goal of providing a workplace free from discrimination or harassment, inappropriate conduct described in this policy will be dealt with using the established informal and formal procedures of the Company, including disciplinary action, where appropriate.

The Company takes allegations of discrimination or harassment seriously and will respond promptly to complaints. In fulfilling their obligation to maintain a positive and productive work environment, managers and supervisors are expected to immediately halt any behavior of dubious intent which comes to their attention and are expected to report such incidents to the General Counsel.

1. Definition of Sexual Harassment

Sexual harassment is an abuse of power. The United States Equal Employment Opportunity Commission (EEOC) definition of sexual harassment as: "Unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature constitute sexual harassment when:

- Submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment, or
- Submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual, or
- Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive work environment"

Subject to the provisions of any national laws which take precedent, the Company defines sexual harassment as: sexual advances, requests for sexual favors, and verbal or physical conduct of a sexual nature when:

- submission to or rejection of such advances, requests or conduct is made either explicitly or implicitly a term or condition of employment or as a basis for employment decisions including but not limited to continued employment, promotion, compensation, benefits, favors, time off, work assignments, and overtime; or
- such advances, requests or conduct have the purpose or effect of unreasonably interfering with an individual's work performance by creating an intimidating, hostile, humiliating or sexually offensive work environment.

Under these definitions, direct or implied requests by a supervisor, male or female, for sexual favors in exchange for actual or promised job benefits such as favorable reviews, salary increases, promotions, increased benefits, or continued employment constitute sexual harassment.

While it is not possible to list all of the circumstances that may constitute sexual harassment, the following are some examples

of conduct that, if unwelcome, may constitute sexual harassment depending upon the totality of the circumstances, including the severity of the conduct and its pervasiveness:

- Unwelcome sexual advances – whether or not they involve physical touching;
- Sexual epithets, jokes, written or oral references to sexual conduct; gossip regarding one's sex life; comments on an individual's body; comments about an individual's sexual activity, deficiencies or prowess;
- Displaying sexually suggestive objects, pictures, cartoons;
- Unwelcome leering, whistling, brushing against the body, sexual gestures, suggestive or insulting comments;
- Inquiries into one's sexual experiences;
- Discussion of one's sexual activities.

2. Complaint Procedure

Individuals who believe they have been subjected to discrimination or harassment should make it clear to the offender that such behavior is offensive to them and unwelcome, and should immediately bring the matter to the attention of the General Counsel. It is important for employees of the Company who feel that they have been harassed to report incidents to the General Counsel.

Anyone found to have engaged in discrimination or harassment will be subject to disciplinary action, up to and including termination.

3. Discrimination or Harassment Investigation

When the Company receives notice of conduct which appears to be discrimination or harassment, it will promptly investigate the allegation in a fair and expeditious manner. The investigation will be conducted in accordance with the Company's customary procedures and in such a way as to maintain confidentiality to the extent practicable under the circumstances and permissible by law. The investigation may, as appropriate, include private interviews with the person filing the complaint, with witnesses, and with the person alleged to have committed the offence.

When the investigation is completed, the person filing the complaint, the person alleged to have committed the offence, and any witnesses involved in the investigation will be informed of the results of the investigation.

4. Appropriate Response/Disciplinary Action

If it is determined that an employee has engaged in discrimination or harassment, action will be taken immediately against the offender and the Company will fulfill its obligations under applicable law and this policy to promote a workplace that is free of discrimination or harassment. Such action may include requiring the offender to participate in counseling as a condition of continuing employment, notifying the appropriate law enforcement authorities, termination of employment, and any other form of disciplinary action as is appropriate under applicable law and Company procedures.

If it is determined that an employee has intentionally made a false allegation of discrimination or harassment against another employee, action will be taken immediately by the Company against the offender. Such action may include termination of employment and any other form of disciplinary action as is appropriate under applicable law and Company procedures.

5. Retaliation Prohibited

All employees should take special note that, as stated above, retaliation against an individual who has filed a formal complaint about discrimination or harassment or who has cooperated with an investigation of a complaint will not be tolerated by the Company. Anyone so retaliating may be subject to disciplinary action up to and including discharge.