

**CODE OF BUSINESS CONDUCT & ETHICS**

1) Discuss briefly the company's policies on the following business conduct or ethics affecting directors, senior management and employees: The Company is a holding company which does not have any employees. The senior management and employees of Solaire Resort and Casino (Solaire) are employed by the Company's operating subsidiaries Sureste Properties, Inc. (SPI) and Bloomberry Resorts and Hotels Inc. (BRHI) and are covered by the Team Member Code of Good Behaviour.

<b>Business Conduct &amp; Ethics</b>	<b>Directors</b>	<b>Senior Management</b>	<b>Employees</b>
(a) Conflict of Interest	To be avoided	Please see note below <sup>1</sup>	Same as Senior Management
(b) Conduct of Business and Fair Dealings	To be encouraged	Solaire believes in conducting business with integrity, fairness and honor.	Same as Senior Management

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<sup>1</sup> The following are prohibited:

- a) Moonlighting or holding a second job or being employed on part-time or full-time basis during the prescribed working hours of the company, especially if such second job affects the efficiency of the employee.
- b) Contracting personal loans or other property from persons with whom the office of the Team Member concerned has business relations.
- c) Contracting personal loans or engaging in commercial lending activities with co-team member or their immediate family; granting or guaranteeing a loan from, or through the assistance of any individual or organization having business dealings with the Company.
- d) Soliciting or accepting any advantage in connection with his/ her work without authorization. The term "advantage" includes gift, loan , fee, lucky money, reward, employment, contract, service and favor etc.
- e) Working for, becoming partners with, or investing in an actual competitor, supplier or customer of the company.
- f) Voluntary taking a position adverse to the company in a lawsuit (unless summoned by a judicial court and subpoena is duly served), except where the complainant is the Team Member himself.
- g) Failure to disclose to the company, any financial interest or position of responsibility that the Team Member or any member of his/her immediate family or his/her outside business partners have with a third party doing business or competing with the company, as well as any adverse interest they may have in a legal proceeding involving the company.
- h) Disclosing or revealing company confidential information, which may include but not limited to, marketing and operation plans, marketing programs, market studies, profitability statistics, preferential purchase and service contracts, corporate strategies, customer's and Team Member's information.

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(c) Receipt of gifts from third parties	Prohibited if job related	Soliciting or accepting any advantage in connection with ones work is prohibited. The Term "advantage" includes gift, loan, fee, lucky money, reward, employment, contract, service and favor, etc.	Same as Senior Management
(d) Compliance with Laws & Regulations	A must	A must	Same as Senior Management
(e) Respect for Trade Secrets/Use of Nonpublic Information	A must	The following are prohibited: (a) unauthorized use of company name, products, logo, or symbols; (b) unauthorized access, disclosure, reproduction, handling, or destruction of restricted or confidential documents or information; (c) disclosing or revealing company confidential information, which may include but not limited to, marketing and operation plans, marketing programs, market studies, profitability statistics, preferential purchase and service contracts, corporate strategies, customer's and Team Member's information	Same as Senior Management

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(f)	Use of Company Funds, Assets and Information	Prudent use	In addition to items (a) to (c) in paragraph (e) above, any wilfull act that causes serious damage to company property resulting to the disruption or stoppage of work and/or injury to persons is also prohibited.	Same as Senior Management
(g)	Employment & Labor Laws & Policies	To be complied with	Must be complied with	Same as Senior Management
(h)	Disciplinary action	Justly applied	The Company requires everyone to adhere to the Team Member Code of Good Behaviour to ensure proper decorum and set the norm of conduct for all its Team Members. In cases of deviation from the same, corrective measures, as appropriate, may be administered.	Same as Senior Management
(i)	Whistle Blower	None	None	None
(j)	Conflict Resolution	To be avoided	The Company encourages all Team Members to discuss or bring their grievances or complaints to their immediate supervisors. Likewise, supervisors are required to give the said grievances/complaints utmost priority and attention for the immediate resolution of the issue.	Same as Senior Management

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2) Has the code of ethics or conduct been disseminated to all directors, senior management and employees? Yes

3) Discuss how the company implements and monitors compliance with the code of ethics or conduct.

The Company requires everyone to adhere to the Team Member Code of Good Behaviour to ensure proper decorum and set the norm of conduct for all its Team Members. In cases of deviation from the same, corrective measures, as appropriate, may be administered. In the application of corrective action, the Company shall observe the requirements of due process. Thus, every Team Member shall be afforded the protection of his rights under the applicable laws.

4) Related Party Transactions

(a) Policies and Procedures

Describe the company's policies and procedures for the review, approval or ratification, monitoring and recording of related party transactions between and among the company and its parent, joint ventures, subsidiaries, associates, affiliates, substantial stockholders, officers and directors, including their spouses, children and dependent siblings and parents and of interlocking director relationships of members of the Board.

<b>Related Party Transactions</b>	<b>Policies and Procedures</b>
(1) Parent Company	Arm's length principles, anyone involved in a Related Party Transaction should not be the approving authority for such transaction
(2) Joint Ventures	Arm's length principles, anyone involved in a Related Party Transaction should not be the approving authority for such transaction
(3) Subsidiaries	Arm's length principles, anyone involved in a Related Party Transaction should not be the approving authority for such transaction
(4) Entities Under Common Control	Arm's length principles, anyone involved in a Related Party Transaction should not be the approving authority for such transaction
(5) Substantial Stockholders	Arm's length principles, anyone involved in a Related Party Transaction should not be the approving authority for such transaction
(6) Officers including spouse/children/siblings/parents	Arm's length principles, anyone involved in a Related Party Transaction should not be the approving authority for such transaction
(7) Directors including spouse/children/siblings/parents	Arm's length principles, anyone involved in a Related Party Transaction should not be the approving authority for such transaction. The presence of a director involved in a related party transaction should not be counted in the determination of quorum.
(8) Interlocking director relationship of Board of Directors	Arm's length principles, anyone involved in a Related Party Transaction should not be the approving authority for such transaction. The presence of a director involved in a related party transaction should not be counted in the determination of a quorum.

(b) Conflict of Interest

(i) Directors/Officers and 5% or more Shareholders

Identify any actual or probable conflict of interest to which directors/officers/5% or more shareholders may be involved.

	<b>Details of Conflict of interest (Actual or Probable)</b>
Name of Director/s	None
Name of Officer/s	Noninterest-bearing and unsecured cash advances; Short-term employee Benefits; Post-employment benefits
Name of Significant Shareholders	None

(ii) Mechanism

Describe the mechanism laid down to detect, determine and resolve any possible conflict of interest between the company and/or its group and their directors, officers and significant shareholders.

	<b>Directors/officers/Significant Shareholders</b>
Company	The officers and managers concerned are expected to know the parties/transactions which would trigger a conflict of interest situation.
Group	same

5) Family, Commercial and Contractual Relations

- (a) Indicate, if applicable, any relation of a family,<sup>2</sup> commercial, contractual or business nature that exists between the holders of significant equity (5% or more), to the extent that they are known to the company:

<b>Names of Related Significant Shareholders</b>	<b>Type of Relationship</b>	<b>Brief Description of the Relationship</b>
None		

- (b) Indicate, if applicable, any relation of a commercial, contractual or business nature that exists between the holders of significant equity (5% or more) and the company:

<b>Names of Related Significant Shareholders</b>	<b>Type of Relationship</b>	<b>Brief Description</b>
Prime Metroline Holdings, Inc.	Commercial	Controlling shareholder of BLOOM

<sup>2</sup> Family relationship up to the fourth civil degree either by consanguinity or affinity.

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(c) Indicate any shareholder agreements that may impact on the control, ownership and strategic direction of the company: None

Name of Shareholders	% of Capital Stock affected (Parties)	Brief Description of the Transaction

6) Alternative Dispute Resolution

Describe the alternative dispute resolution system adopted by the company for the last three (3) years in amicably settling conflicts or differences between the corporation and its stockholders, and the corporation and third parties, including regulatory authorities. None. The company has not been in a situation which would require this alternative dispute resolution in the last 3 years.

	<b>Alternative Dispute Resolution System</b>
Corporation & Stockholders	N.A.
Name of Officer/s	N.A.
Name of Significant Shareholders	N.A.