

 <p>CHELSEA A UDEENNA Company</p>	<p>CHELSEA LOGISTICS AND INFRASTRUCTURE HOLDINGS CORP.</p>	<p>RELATED PARTY TRANSACTIONS COMMITTEE CHARTER</p>
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This Charter establishes the purpose, composition, responsibilities and operations of the Related Party Transactions Committee (the "Committee").

1. PURPOSE

The Committee shall review all material related party transactions (RPTs) of the Company and ensure that said transactions are conducted at arms' length.

2. COMPOSITION

The Committee shall be composed of at least three (3) non-executive directors, two (2) of whom, including the Chairperson, shall be Independent.

3. DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

- 3.1.** Evaluate on an on-going basis the existing relations between and among businesses and counterparties to ensure that all related parties are continuously identified, RPTs are monitored, and subsequent changes in relationships with counterparties (from non-related to related and vice versa) are captured. Related parties, RPTs and changes in relationships should be reflected in the relevant reports to the Board and regulators/supervisors;
- 3.2.** Evaluate all material RPTs to ensure that these are not undertaken on more favorable economic terms (e.g., price, commissions, interest rates, fees, tenor, collateral requirement) to such related parties than similar transactions with nonrelated parties under similar circumstances and that no corporate or business resources of the Company are misappropriated or misapplied, and to determine any potential reputational risk issues that may arise as a result of or in connection with the transactions. In evaluating RPTs, the Committee shall take into account, among others, the following:
 - i. The related party's relationship to the Company and interest in the transaction;
 - ii. The material facts of the proposed RPT, including the proposed aggregate value of such transaction;

- iii. The benefits to the Company of the proposed RPT;
- iv. The availability of other sources of comparable products or services; and
- v. An assessment of whether the proposed RPT is on terms and conditions that are comparable to the terms generally available to an unrelated party under similar circumstances. The Company should have an effective price discovery system in place and exercise due diligence in determining a fair price for RPTs.

3.3. Ensure that appropriate disclosure is made, and/or information is provided to regulating and supervising authorities relating to the Company's RPT exposures, and policies on conflicts of interest or potential conflicts of interest. The disclosure should include information on the approach to managing material conflicts of interest that are inconsistent with such policies, and conflicts that could arise as a result of the Company's affiliation or transactions with other related parties;

3.4. Report to the Board of Directors on a regular basis, the status and aggregate exposures to each related party, as well as the total amount of exposures to all related parties;

3.5. Ensure that transactions with related parties, including write-off of exposures are subject to a periodic independent review or audit process; and

3.6. Oversee the implementation of the system for identifying, monitoring, measuring, controlling, and reporting RPTs, including a periodic review of RPT policies and procedures.

4. OTHER RESPONSIBILITIES

4.1. Perform other activities related to this Charter as requested by the Board;

4.2. Review and assess the adequacy of the Committee Charter annually, requesting Board approval for any proposed changes, and ensure appropriate disclosure as may be required by law or regulation; and

4.3. Evaluate the Committee and individual member performance on a regular basis.

5. MEETINGS

The Committee shall meet when necessary but at least once a year. The Committee may invite members of Management and other employees to attend meetings and provide pertinent information, as necessary.

17 August 2018