

STAR DIAMOND CORPORATION
PROCEDURE FOR EMPLOYEE & THIRD PARTY CONCERNS OVER
ACCOUNTING AND AUDITING MATTERS
(“Whistleblower Policy”)

Any employee may submit a good faith complaint or concern (“concerns”) regarding accounting or auditing matters to the management of Star Diamond Corporation (the “Company”) without fear of dismissal or retaliation of any kind. The Company is committed to achieving compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. The Audit Committee will oversee treatment of employee concerns in this area.

In order to facilitate the reporting of employee concerns, the Audit Committee has established the following procedures for:

- (a) the receipt, retention and treatment of concerns regarding accounting, internal accounting controls or auditing matters, and
- (b) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

[(a) and (b) are collectively referred to as “accounting matters”]

These reporting procedures should also be followed for the receipt, retention and treatment of third party concerns received by the Company and its employees regarding accounting matters.

(1) Receipt of Employee and Third Party Concerns

- Employees with concerns regarding accounting matters may report their concerns directly to or, if they so wish, in a confidential or anonymous manner, to the Chairman – Audit Committee;
- All third party concerns regarding accounting matters received by employees must be reported in writing to the Chairman – Audit Committee.

(2) Scope of Matters Covered by These Reporting Procedures

These procedures relate to employee or third party concerns relating to accounting matters, including, without limitation, the following:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company or its subsidiary;
- Fraud or deliberate error in the recording and maintaining of financial records of the Company or its subsidiary;

- Deficiencies in or non-compliance with the Company's internal accounting controls, including those applicable to its subsidiary;
- Misrepresentations or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- Deviation from full and fair reporting of the Company's financial condition.

(3) Treatment of Employee and Third Party Concerns

- Upon receipt of an employee or third party concern, the Chairman – Audit Committee will (a) determine whether the concern actually pertains to accounting matters and (b) when possible, acknowledge receipt of the concern to the sender;
- Under Audit Committee direction and oversight, the Company's corporate counsel or such other persons will review concerns relating to accounting matters as the Audit Committee determines to be appropriate. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review;
- Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee;
- The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of concerns regarding accounting matters.

(4) Reporting and Retention of Concerns and Investigations

The Chairman – Audit Committee will maintain a log of all concerns, tracking their receipt, investigation and resolution and shall prepare a summary report thereof for the Audit Committee as determined necessary. At a minimum, the Chairman – Audit Committee will report annually (at the time of the review of this policy) any concerns received (if any) and their status.