

Onfolio Holdings Inc.

Policy Guide on Director Qualifications

It is in Onfolio Holdings Inc.'s (the "**Company**") best interest to have a diverse group of directors that have skills applicable to the Company's businesses and objectives. This Policy Guide establishes the minimum qualifications that a Company director should have when new candidates for the Company's Board of Directors ("**Board**") are sought. Ideally:

1. Each candidate for nomination as director should be evaluated within the context of the needs and the composition of the Board as a whole.
2. Any and all appropriate and necessary inquiries into the backgrounds and qualifications of candidates must be conducted.
3. When evaluating candidates, individuals with diverse, yet complementary backgrounds should be given strong consideration.
4. Both the personal characteristics and experience of candidates, including each candidate's independence, diversity, age, skills, expertise, time availability and industry background in the context of the needs of the Board and the Company should be considered.
5. Candidates should exhibit proven leadership capabilities and experience at a high level of responsibility within their chosen fields, and have the experience and ability to analyze business issues facing our Company.
6. In addition to business expertise, candidates should have the highest personal and professional ethics, integrity and values and, above all, be committed to representing the long-term interests of our stockholders and other stakeholders.
7. Questions to be considered in the evaluation of candidates should include, but not be limited to:
 - a. Has the candidate worked for, or served on the board of, a company in the same industry as the Company?
 - b. Does the candidate understand general financial and accounting principles, which may have been gained from working in financial services, accounting or as a controller or CFO of a company?
 - c. Has the candidate worked for, or served on the board of, another public company?
 - d. Has the candidate been involved with setting compensation or risk management at another company?
 - e. Is the candidate highly regarded by his or her peers?
 - f. Does the candidate have any pre-existing relationship with the Company's management?

- g. If the candidate is nominated to be an independent director, is the candidate in any way beholden to, or afraid of contradicting, the Company's CEO?
- h. Does the candidate provide gender, age, racial or ethnic diversity to the board of directors?

March 31, 2022