

Code of Conduct

Overview

Pure Technologies Ltd. and its subsidiaries (the Company) have created this Code of Conduct (the Code) to govern the conduct of all employees and officers (collectively referred to as staff) and all directors of the Company.

The Company officers and directors will be responsible for monitoring compliance with this Code and will review this Code periodically and implement the required revisions.

Honest and Ethical Conduct

All staff and directors shall:

- Act honestly and ethically.
- Demand professional integrity in the Company.
- Pursue the elimination of barriers to responsible behavior, such as coercion, fear of reprisal, or alienation.
- Consistently demonstrate their support for honest and ethical conduct (often referred to as the tone from the top).

Conflict of Interest

A conflict of interest exists for staff or a director if his or her personal interests interfere or may be perceived to interfere with the Company's interests. All such conflicts must be immediately declared and the President and Chief Financial Officer as well as General Counsel are available to assist any staff member or director with assessing any such circumstances. In any event, all staff and directors shall:

- Avoid conflicts of interest in relation to their duties and responsibilities with the Company.
- Promptly disclose any conflict of interest to the President and or Chief Financial Officer.
- When requested by the President or Chief Financial Officer, promptly terminate any relationship or position which gives rise to either an actual or a perceived conflict of interest.

Protection and Company use of Company Assets

The Company's information, data, office equipment, tools, vehicles, supplies, facilities, services, and other assets must be used for only authorized business purposes and used, maintained, accounted for and disposed of properly and with

care. Unauthorized removal or destruction of the Company's assets is strictly prohibited.

Confidentiality of Corporate Information

Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. Confidential information must not be disclosed unless specific authorization is given to do so or such disclosure is legally mandated. Knowledge of confidential information about another company gained in the course of work duties at the Company must be protected in the same manner as confidential information about the Company.

Staff and directors must not speak on behalf of the Company unless authorized to do so by the President or Chief Executive Officer.

Taking advantage of, or benefiting from, information obtained at work that is not available to the public is not permitted. Friends, relatives, or associates must not benefit from such information. Acquiring or disposing of any business interest, including publicly traded securities, whether directly or through another person, where insider information is known and not yet publicly disclosed is not permitted.

If staff or directors are not sure whether information has been publicly disclosed, they should consult with the Chief Financial Officer for guidance before engaging in any transaction in any securities of the Company. All securities transactions are subject to the Company insider trading policy.

Fair Dealing

All staff and directors must endeavor to deal fairly with the Company's security holders, customers, suppliers, contractors, consultants, and employees, and must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

Entertainment, Gives, Favours and or/Gratuities

A conflict of interest may exist when a Company staff member (or member of his/her immediate family) accepts or provides any compensation, commissions, payments, fees, gifts, services, privileges, trips, entertainment, accommodation, favours or promises of future credit, goods, loans, advances or guarantees (collectively called "gifts") from or to any company, organization, or individual doing business or seeking to do business with the Company that could be construed as attempting to secure preferential treatment.

Offering or receiving any gift that might be perceived to unfairly influence a business relationship should be avoided. The requirements in this policy apply at all times, and do not change during traditional gift-giving seasons.

The value of gifts should be reasonable with respect to frequency and amount. Gifts that are repetitive (no matter how small) may be perceived as an attempt to create an obligation to the giver and are therefore inappropriate. Likewise business entertainment should be moderately scaled and intended only for legitimate business goals. Use good judgment; because “everyone does it”, is not sufficient justification.

When determining if a specific gift lies within the bounds of acceptable business practice, staff are encouraged to discuss the issue with a supervisor or senior management and should consider the following guiding questions:

- Is it legal?
- Is it clearly business related?
- Is it moderate, reasonable, and in good taste?
- Would public disclosure embarrass the Company?
- Is there any pressure to reciprocate or grant special favours?

Strict rules apply when doing business with governmental agencies and officials, regardless of country. Due to the sensitive nature of these relationships, staff must consult with senior management and where appropriate, General Counsel, before offering or making any gifts to governmental employees.

Compliance with applicable laws, rules, and regulations

All staff and directors shall:

Comply and advocate compliance with all applicable laws, rules, and regulations. Take reasonable actions to monitor the compliance by the Company with applicable laws, rules, and regulations.

Observance of the Code

All staff and directors are personally accountable for learning, endorsing, and promoting this Code and applying it to their own conduct and field of work. All staff and directors will be asked to review this Code and confirm on a regular basis, through written or electronic declaration, that they understand their individual responsibilities and will conform to the requirements of the Code.

Employees with questions about this Code or specific situations are encouraged to refer the matter to the Chief Financial Officer. Directors and officers with

questions about this Code or specific situations are encouraged to refer the matter to the President or Chief Financial Officer.

Reporting any illegal or unethical behaviours

All staff and directors shall report violations of this Code to the President or Chief Financial Officer. All reports will be reviewed and, if appropriate, investigated in a discreet, confidential, professional, unbiased, and timely manner.

Further, the Company Whistleblower policy, allows for reporting of wrongdoing or suspected wrongdoing regarding questionable ethical, moral, accounting, internal accounting controls, and/or auditing matters by confidentially and anonymously directing any such communication to the attention of the audit committee.

Accountability for adherence to the code

Any violation of this Code may result in disciplinary action, up to and including termination of employment.

Amendment and Waivers

This Code and any amendments to it will be publicly disclosed to the extent required by any applicable law or securities regulation.

Waivers of this Code for employees may be granted by only the President. Any waiver of this Code for officers or directors may be made by only by the Chairman of the Board of Directors.

I certify that:

1. I have carefully read Pure Technologies' Code of Conduct and I understand its provisions and its importance for the Company. I understand that if I have any questions concerning the Code of Conduct or similar subjects, I can communicate with the Chief Financial Officer to obtain explanations;
2. I understand that if I violate the Code of Conduct, I expose myself to disciplinary action that can lead to dismissal, civil or penal sanctions. I also understand that I should divulge any real, apparent or potential infraction of the Code of Conduct;
3. I herein acknowledge that I have respected the said provisions of the Code of Conduct, either when it became effective or when I became of an employee, officer, or director of the Company, according to the most recent date.
4. I agree to obey the rules of the Code of Conduct, and its modifications, as long as they apply to me.

Signature: _____

Date: _____

Name: _____

Please return the present form duly signed and filled out to the Chief Financial Officer.