



CODE OF BUSINESS CONDUCT & ETHICS

MARCH 2011

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CODE OF BUSINESS CONDUCT & ETHICS

BioExx Specialty Proteins Ltd. (the “Company” or “BioExx”)

The Company has adopted the following corporate code of conduct, which each employee, officer, and director is required to review, agree to, abide by, and acknowledge compliance with on their appointment, and annually thereafter.

INTRODUCTION

At BioExx and its subsidiaries, we expect all directors, officers, and employees whether full-time or part-time, contractors, agents, and consultants (each an “Employee”, and collectively the “Employees”), to act and to comply with all applicable laws and regulations at all times.

PURPOSE

This Code of Business Conduct and Ethics (“the Code”) reflects our commitment to a culture of honesty, integrity, and accountability, and outlines the basic principles and policies that every Employee is expected to comply with. It is the Company’s intent that we maintain the highest standards of behaviour while conducting the Company’s business.

APPLICATION

The Code applies to every Employee of the Company or any subsidiary company who act on behalf of the Company in any business dealings. It is our duty to ensure that everyone complies with the Code and, if there is a breach, ensures that it is immediately corrected. Joint ventures and joint venture partners are expected to have their own policies, similar in scope to the Code, as well as procedures governing compliance with such policies that are satisfactory to the Company.

All Employees are expected to be familiar with the Code and other Company policies, which are either in effect or will be published from time to time, and adhere to the values, objectives and commitments expressed herein. Every Employee is required to certify that they have read, understand and agree to comply with the Code.

Although the various matters dealt with in the Code do not cover the full spectrum of employee activities, they are indicative of the Company’s commitment to the maintenance of high standards of conduct and are to be considered descriptive of the type of behaviour expected from Employees in all circumstances.

Every Employee is responsible for ensuring the Code is followed at all times and is obligated to report any concerns or suspected breaches to their manager, or to the

Whistleblower Hotline in appropriate circumstances, pursuant to the Whistleblower Policy.

Managers are responsible for ensuring that the Code is understood and followed by all Employees for whom they are directly or indirectly responsible.

BIOEXX'S GENERAL RESPONSIBILITIES TO ITS STAKEHOLDERS

BioExx's stakeholders include our shareholders, employees, partners, customers, suppliers, governments, local communities and the environment in which BioExx operates ("Stakeholders"). All Employees are required to conduct themselves honestly, in good faith and with BioExx's best interests in mind.

SHAREHOLDERS

Our primary obligation to shareholders is to preserve and enhance the value of their investment in BioExx, in other words, to maximize shareholder value. BioExx recognizes that effectively managing Stakeholder relationships significantly contributes to enhancing shareholder value. However, this commitment to enhancing shareholder value does not mean that illegal, unsafe or unethical acts will ever be condoned or justified on the grounds of the pursuit of profit; nor does it mean that other Stakeholders will have their legitimate interests harmed.

EMPLOYEES

BioExx and its Employees respect the individuality, dignity and worth of every Employee and seek to foster a work environment that encourages, recognizes, and rewards each individual's creativity and productivity. BioExx undertakes to: (i) provide a safe and healthy workplace; (ii) create and maintain a work and business environment that is free from discrimination and harassment; (iii) communicate in a forthright and timely manner information material to its Employees; and (iv) respect Employee privacy, including the right to have personal information treated as confidential.

CUSTOMERS

Employees are personally committed to satisfying BioExx customers by supplying products that meet or exceed our customers' expectations in terms of product quality, value, utility and safety. It is our objective to perform all our business activities with a dedication to quality and safety, including the quality of the products we offer and the quality of our services to our customers.

PARTNERS AND SUPPLIERS

BioExx will treat its partners and suppliers with respect and integrity. When contracting with a partner or supplier, Employees will act objectively and fairly and will seek to avoid the appearance of impropriety or conflicts of interest. Of course, we will always seek to obtain the best value for BioExx on the basis of price, quality and service. In any situation where there may be the appearance of impropriety, it is the duty of each and every Employee to bring the matter to the attention of his or her immediate supervisor or a senior

officer as soon as reasonably possible and where appropriate to report pursuant to the Company's Whistle-blower Policy.

GOVERNMENTS

BioExx and all Employees are committed to dealing openly and honestly with each governmental agency that has responsibility or interest in BioExx's business and other affairs.

SPECIFICS OF THE CODE

HONESTY AND ETHICAL CONDUCT

Employees are expected to conduct business in an honest and ethical manner, including the ethical handling of actual or apparent conflicts of interest in personal and professional relationships.

FAIR DEALING

All Employees are to treat fairly and with respect those with whom BioExx has dealings; including all suppliers, customers, Stakeholders, and members of the communities in which the Company carries on operations.

COMMUNITY AND THE ENVIRONMENT

As a responsible corporate citizen, the Company encourages everyone to contribute positively to the community and to minimize the environmental impact of our operations and/or products. Employees are expected to help identify or report those activities that may adversely affect the environment.

EMPLOYMENT POLICIES

BioExx is committed to the principles of equality and to rewarding demonstrated ability and potential. The Company is committed to maintaining high levels of employee motivation and a reputation as a great employer. The Company's work environment is based on all Employees demonstrating mutual trust, respect and concern for the safety and well being of all.

COMPLIANCE WITH LAWS, RULES AND REGULATIONS, DOMESTIC AND FOREIGN

All Employees are committed to compliance with all applicable laws, rules, and regulations in each jurisdiction in which we do business. If there appears to be a jurisdictional conflict in such laws, rules or regulations, or if an Employee is otherwise in doubt about the application of any legal requirements, the matter should be referred to senior management. Ignorance of the law is not an excuse. Employees must diligently seek to avoid conduct which might be interpreted as being in violation of laws governing the

affairs of the Company in any jurisdiction where we carry on business.

GIFTS

NO GIVING OR RECEIVING OF BRIBES

Accepting money, gifts or other benefits from customers, suppliers and others to influence decision making is not acceptable, and Employees must immediately report incidents of offers of money, gifts or other benefits to the CEO or CFO. Some gifts or benefits or tokens of nominal value are acceptable with the normal exchange of hospitality between persons doing business together or exchanged as part of protocol, provided that there is no suggestion that this benefit could affect your judgment or the proper performance of duties. Employees should consider the circumstances, timing, and nature of the gift when deciding whether it is appropriate to accept it. Employees may accept unsolicited, non-monetary, infrequent business courtesies from a business, firm, or individual doing or seeking to do business with BioExx with a value of less than \$150.00 CDN (nominal value for the purposes of the Code) or considered ordinary course for business entertainment. When in doubt, seek the opinion of your supervisor or an impartial manager.

BioExx does NOT allow the giving of gifts, favours, personal advantages, loans or benefits of any kind to current or potential suppliers, customers, partners or government agencies (or their employees), other than gifts of nominal value as part of the normal exchange of hospitality between persons doing business together or as part of protocol. Any gift in this situation from BioExx requires pre-approval from your manager.

OFFERS TO BRIBE

A mere offer or promise to pay a bribe is prohibited and will be treated under this Code with equal severity as an actual bribe.

THIRD PARTY PAYMENTS

It is prohibited to use the services of a third party (e.g., an agent or representative) to bribe a public official, customer, supplier or partner indirectly, or to pay, offer or promise to pay, anything of value to a third party to accomplish the same purpose.

KICKBACKS

The Company and Employees shall not kickback any part of any payment under a contract to an employee, agent or representative of another contracting party, including a ministry, department or other agency of a government, or to any person related to or designated by an employee, agent or representative of another contracting party.

EXCESSIVE HOSPITALITY AND ENTERTAINMENT

The Company and Employees shall not provide excessive or otherwise unreasonable

hospitality or entertainment for a public official, customer, supplier or partner that could influence such persons to provide any improper advantage to the Company.

Appropriate hospitality and entertainment may be offered or provided to public officials, customers and partners provided that they are made in accordance with the guidelines described below. All such hospitality and entertainment must:

- (i) be reasonable and customary under the circumstances;
- (ii) not be motivated by a desire to influence inappropriately;
- (iii) be tasteful and consistent with generally accepted standards for professional courtesy;
- (iv) be provided openly and transparently;
- (v) be given in good faith and without expectation of reciprocity;
- (vi) in the case of gifts, be provided in connection with an event or occasion where a gift would be customary;
- (vii) in the case of hospitality and travel, be provided in connection with a legitimate business purpose; not be provided with such regularity or frequency as to create an appearance of impropriety or undermine the purpose of this Code; and comply with the applicable law of the host country.

Product models or items bearing the company logo or other items of small dollar value are permitted.

Wherever appropriate, gifts should be made to the organization, and not to an individual.

WILFUL BLINDNESS

Employees shall not deliberately ignore (or “turn a blind eye”) to an actual or suspected improper payment. Any indication that a payment or a proposed payment may be contrary to this Code must be promptly reported to the CEO or CFO.

KNOWLEDGE OR SUSPICION OF IMPROPRIETY

Employees are required to report to the CEO or CFO any information that comes to their attention in relation to any actual or suspected improper payments made, offered or promised by anyone on behalf of the Company. With respect to suspected improper payments, there may be circumstances in which Employees become aware of facts that do not in themselves disclose a potential improper payment, but that may nevertheless raise a concern or suspicion regarding the propriety of a payment or the actions of any person in relation to the Company’s business. It is impossible to describe exhaustively the circumstances that could give rise to a concern over potential improper payments. The following examples can serve to illustrate the kinds of circumstances that Employees should be mindful of when considering the conduct of employees, agents, contractors or other third parties with whom the Company carries on business:

- (i) information comes to light regarding a bribe, bribe solicitation or other misconduct by a public official, customer, supplier or partner with whom an Employee has regular contact or a known relationship;
- (ii) inconsistent or misleading statements are made by an Employee with regard to their relationships or dealings with public officials, customers, suppliers or partners;
- (iii) an Employee, agent, contractor or other third party undertakes to do something to or on behalf of the Company but claims that no one needs to know “specifics” or “details” of how that objective will be attained;
- (iv) information comes to light that an Employee has business or family ties with a public official, customer, supplier or partner who has dealings with the Company;
- (v) an Employee or other person involved in Company business makes reference to ensuring that an undisclosed person, or “a friend”, must be “satisfied” or “kept happy”, or words to that effect; or
- (vi) an agent, contractor or other person with whom the Company does business makes veiled or cryptic references to an undisclosed “principal” or “partner”.

These examples are merely illustrative. Employees must be continually vigilant for information or conduct that may raise a concern with regard to possible improper payments and promptly report such information or conduct as required by this Code.

DEALINGS WITH PUBLIC OFFICIALS

Beyond the guidelines set out above, in many of the jurisdictions where the Company does business there are laws relating to the prevention of corruption of public officials, which mandate additional steps to follow when dealing with public officials, these are exemplified in the following paragraphs.

HOSPITALITY AND GIFTS TO PUBLIC OFFICIALS

Gifts may be given to public officials as permitted above under the heading “Gifts”. However, unless approved by an Officer of the Company, gifts to public officials should not exceed the lower of US\$100 or a predetermined limit set by an Officer of the Company for the country where the gift is to be given. Pre-approval is also required for recurring expenses, unusual hospitality expenses and expenditures incurred for the benefit of spouses, children or other relatives of a public official, or other persons referred by public officials.

All hospitality expenses, no matter how small, must be fully and accurately reported in writing to the CFO, indicating the names of any public official(s) and other persons who were the beneficiaries of the hospitality and must be supported by receipts and accurately recorded in the Company’s financial records.

PROMOTIONAL, DEMONSTRATION AND CONTRACT EXECUTION EXPENSES

Certain expenditures incurred on behalf of a public official, which are directly related to the promotion, demonstration, or explanation of products or services, or the execution or performance of a contract with a government entity, are permissible under this Policy,

subject to prior approval by an Officer of the Company. Such payments might include travel and accommodation, training expenses, course materials and incidental items and services as may be appropriate in the circumstances.

All expenses incurred for promotional, demonstration or contract execution purposes must be reasonable. Refreshments, meals or mementos of reasonable value that are appropriate to the activity in question, and otherwise in accordance with this Code, may be furnished in connection with the activity.

Payment or reimbursement of expenses incurred directly by a public official in connection with an activity must never be made directly to the official but rather to the government entity involved.

RETENTION OF AGENTS AND REPRESENTATIVES

The Company may retain an agent or representative to assist in providing services related to obtaining, retaining or facilitating business or business opportunities. Employees shall undertake appropriate due diligence and take reasonable precautions to ensure that the Company forms business relationships only with reputable and qualified agents and representatives. An agent or representative may only be retained with the approval of an Officer of the Company.

Employees shall take special care in the due diligence and qualification process for retaining an agent or representative whenever information or circumstances come to their attention that may raise a concern (referred to herein as “Red Flags”) and therefore require further inquiry. The following list illustrates some examples of information or circumstances that require further inquiry and explanation. These and similar indications of potential concern must be fully documented and explained in a manner adequate to alleviate the concern before an agent or representative is retained. The “Red Flags” that can arise in the selection process include the proposed agent or representative:

- (i) having a poor reputation;
- (ii) being recommended by a public official or customer, requesting unreasonable compensation;
- (iii) refusing to comply with this Code;
- (iv) asking to remain anonymous;
- (v) refusing to submit itemized invoices;
- (vi) having close ties with a government official;
- (vii) requesting payment in a country different from their home country or the country where the services were provided; and,
- (viii) asking for payment made out to “cash” or “bearer”.

Every agent or representative retained by the Company shall contractually undertake to comply with this Code, and to act in accordance with all applicable laws. An agent or representative must not be a public official. As a general rule, the Company’s relationship with an agent or representative should be disclosed to the government ministry, department, agency or other entity with which the Company is seeking to do business.

Where required, the agent or representative may need to register as a Lobbyist. Payments to an agent or representative shall only be made upon presentation of a written invoice in accordance with the agent's or representative's agreement with the Company.

POLITICAL AND CHARITABLE CONTRIBUTIONS

Political contributions are prohibited in all circumstances. BioExx does not as a matter of policy make charitable donations. In exceptional cases, the Company's management may determine that a charitable contribution may be made with the prior written approval of an authorized Officer of the Company following a determination that the contribution is being made in good faith, with a charitable purpose that is in alignment with BioExx's business, and will not be diverted to any improper purpose.

INTEGRITY OF BOOKS AND RECORDS

The Company shall maintain books, records, and accounts with respect to all expenditures made in the course of its business activities, in reasonable detail to ensure that they accurately and fairly reflect the transactions in question. Falsification, inaccurate recording, or manipulation of books and records to mask transactions will result in disciplinary action against any Employee who is found to engage in such conduct.

No asset, liability or transaction is ever to be concealed from management, internal or external auditors or other persons, including governmental, regulatory and tax authorities. Any deception or other improper circumvention of generally accepted accounting standards is also prohibited. Employees are encouraged to question and required to report any transactions that appear to be contrary to these established policies.

PROTECTION AND PROPER USE OF COMPANY ASSETS

All Employees have an obligation to protect the Company's assets and resources, including both physical and non-physical assets. Physical assets include, but are not limited to: electronic email, computer systems, vehicles, facilities and their infrastructure, equipment, materials, and corporate credit cards. Non-physical assets including knowledge of opportunities, BioExx's name, confidential information, unpublished technical reports, customer lists and other original compilations of information, business strategies and other management and business information, as well as intellectual property.

Theft, carelessness and waste have a direct impact on the Company's profitability. All of the Company's assets must be used only for legitimate business purposes and not for personal use. Any use of these assets for purposes other than the discharge of BioExx business or for pre-approved incidental purposes is prohibited.

COMPETITIVE BUSINESS PRACTICES

Employees are to refrain from disparaging competitors or their products and should not

improperly seek competitor's confidential information nor take improper or unlawful advantage of others in business dealings. Employees may not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice. Employees will conduct themselves to comply in all respects with competition laws, for example, in matters relating to:

- (i) anticompetitive agreements and conspiracies such as price fixing, bid
- (ii) pricing practices such as price maintenance, price discrimination or predatory pricing;
- (iii) restrictive trade practices, such as abuse of dominance, exclusive dealing, tied selling and market restrictions;
- (iv) mergers; and
- (v) false or misleading representations and deceptive marketing practices.

COMMUNICATION WITH MEDIA AND OTHER OUTSIDERS

Only authorized personnel are allowed to speak on the Company's behalf to the media or to outside agencies such as governments or the investment community. All Employees are required to read and understand BioExx's Disclosure Policy (attached hereto as Appendix A). All inquiries for information from such organizations should be referred to the CEO or CFO.

INTERNAL CONTROLS AND THE AUTHORITY TO MAKE BIOEXX COMMITMENTS

Commitments to enter into any business arrangement, including contracts to provide services or to spend funds, must be approved by a company Officer, unless the approval authority has been specifically delegated in writing. Engaging in unauthorized business activities is strictly prohibited. All business commitments must be visible to BioExx's Finance department to ensure the accuracy of our financial books and records.

FINANCIAL MANAGEMENT

Ethical conduct in the practice of financial management and all activities that impact on the financial results of BioExx is most important in corporate governance and financial reporting. Employees in financial management roles are uniquely positioned and empowered to ensure that BioExx's and its stockholders' interests are appropriately balanced, protected and preserved. Such personnel will provide full, fair, accurate, complete, objective, and timely financial disclosures in documents filed or submitted to the securities regulatory authorities, any other government agency or self-regulatory organization, or used in public communications.

CONFLICT OF INTEREST

All Employees must act in the best interests of the Company at all times. A conflict of interest exists where the interests or benefits of an Employee conflict with such person's

ability to act in the best interests of the Company. Employees must not engage in, or give the appearance of engaging in, an activity involving a conflict, or a reasonably foreseeable conflict, between personal interests and those of the Company, unless they have been approved or waived in writing by the Company.

Certain situations of conflict of interest are clear and unambiguous. It is impossible to list all of the ways in which conflicts may arise and to identify the best way of handling each one until the matter has arisen. Any Employee who is aware of a material transaction or relationship that could reasonably be expected to give rise to a conflict of interest should discuss the matter promptly with a member of senior management, an Officer or a member of the Audit Committee.

USE OF POSITION

Employees must never use or attempt to use his or her position at the Company to obtain any improper personal benefits or financial gain for himself or herself, for family members business associates or friends, through the use of corporate information, resources, property, or misrepresentation of his or her position or the Company.

MANAGEMENT INFLUENCE OR OVERRIDE

No Employee who exercises supervision or has influence over another Employee shall direct, request or encourage that other person to do anything or omit to do anything; that is contrary to the Code, override any internal control or other policy and procedure of BioExx or any applicable law. Employees are required to immediately report to the CFO and/or the Whistleblower Hotline any situation wherein any person attempts to direct, request or encourage an Employee to violate the Code, or any other policy, procedure of BioExx or any applicable law, unless the subject of such report is the CFO, in which case it should be submitted to the CEO and/or the Whistleblower Hotline.

CONFIDENTIALITY OF COMPANY INFORMATION

Employees have access to Company information, which is sensitive, confidential and extremely valuable. This information includes customer information, company strategies, financial and competitive information, and other forms of confidential or non-public information, including intellectual property such as technical know-how and processes and other trade secrets. The unauthorized release of this type of information is potentially very harmful to the Company and its Stakeholders. In some cases disclosure is illegal. Employees must therefore use extreme care when dealing with confidential or sensitive information. Unless otherwise authorized by a senior officer of the Company, such information shall not be released to anyone outside of the Company who is not authorized or legally entitled to receive it. Employees must take all practical measures required to preserve the confidentiality of such information. **For further information on these matters, please review the Company's Disclosure Policy.**

INSIDER TRADING AND OTHER SECURITIES ISSUES

Employees must not personally exploit any financial opportunity on the basis of any confidential information derived by reason of being an Employee of BioExx. This includes trading in BioExx securities. Employees are required to read and understand BioExx's Insider Trading Policy, attached hereto as Appendix B.

By law, no person or entity is permitted to trade securities of BioExx or of any other company when they have undisclosed material information about that company that could, if disclosed, have an effect on the market price of those securities.

Employees **must not disclose any such information to any outsider, including members of their family and friends**. Such actions are very serious offences and anyone who becomes aware of any leak of confidential information must report this immediately to the Company's CFO. Securities and other legislation in Canada and the United States, including the Canadian Criminal Code, provide for imprisonment and significant fines in cases of a breach of these rules. **For further information on these matters, please review the Company's Insider Trading Policy.**

WAIVER OF THE CODE

Any amendment, modification and waiver of this Code for the benefit of directors or executive officers must be approved by BioExx's board of directors and must be disclosed in the appropriate filings with the applicable securities regulatory authorities.

ENFORCEMENT OF THE CODE

Contravention of the Code may result in disciplinary action that could include dismissal termination of the contractual relationship. More serious breaches may result in civil action on behalf of BioExx, and possible criminal prosecution by the appropriate authorities.

REPORTING OF A VIOLATION OF THE CODE

The Company is committed to building and maintaining a good reputation in the market through the ethical behaviour of our personnel and the proper and effective functioning of our accounting and internal control systems.

Employees can report concerns, breaches and suspected breaches of the Code to the CFO, CEO, or Audit or Corporate Governance Committee in one of the following ways:

1. Anonymously via the Whistleblower Hotline, as per the Whistleblower Policy (see Appendix C):
 - By Telephone or Fax:
 - Whistleblower Hotline:
 - By Internet:
 - (i) Go to www.canaglobecompliance.com

- (ii) Select the Whistleblowing option in the upper right hand corner
- (iii) Enter the Login ID:
- (iv) Enter the Password:

By Mail or Courier:

BioExx Audit & Corporate Governance Committee Chairs
c/o CanaGlobe Compliance Solutions Inc.
#303, 6707 Elbow Drive SW
Calgary, Alberta T2V 0E5

The envelope(s) should be clearly labeled:
Submitted in accordance with the Company's Whistleblower Policy.

2. By Mail:
BioExx Specialty Proteins Ltd.
Attn: Chief Financial Officer/Chief Executive Officer
33 Fraser Avenue
Suite G11
Toronto, ON M6K 3J9
3. By Telephone:
Toll Free: 1-877-588-4442
Tel: (416) 588-4442
4. By Fax
(416) 588-1999
5. By Email:
CSchnarr@bioexx.com
GFuryk@bioexx.com

WHISTLEBLOWER POLICY

The Whistleblower Policy, attached hereto as Appendix C, is in place to accommodate anyone who would like to report in a confidential and/or anonymous manner any violations or potential violation of the Code or other serious issues as set out in that Policy. Reports will be delivered to the Chair of the Audit Committee, and the Corporate Governance Committee through an independent third party. The Whistleblower Policy can be found on the Company's website under Corporate Governance and it is also available in employee orientation packages, the Corporate Governance Manual, or from your manager.

Reports to the Whistleblower Hotline can be made in one of many ways as detailed above, or in Appendix C:

AMENDMENTS

Revisions, amendments or alterations to this Code can only be implemented following consideration and approval by the Board of Directors.

This Policy was approved and adopted by the Board of Directors on March 7, 2011

I acknowledge that I have read and understand this Policy

(Name of Employee)

(Signature of Employee)

Date