



CO₂ SOLUTIONS INC. STATEMENT OF GENERAL BUSINESS PRINCIPLES AND CODE OF ETHICS

Statement of General Business Principles

1. Overview

CO₂ Solutions Inc. (the "Corporation") understands that retaining the confidence of its employees, shareholders, customers and other stakeholders is very important to the success of its business.

The Statement of General Business Principles and Code of Ethics forms the foundation of how the Corporation conducts business and works together to achieve its goals. The Corporation is committed to achieving the highest level of ethical conduct and standards and believes this is extremely important to the success of the Corporation.

2. Objectives

The Corporation follows ethical and responsible business practices when conducting its operations. The Corporation has set a standard of high performance in its research and development activities and in the delivery of its technology to partners and collaborators to allow it to strive to achieve and maintain a competitive position in the marketplace.

BUSINESS INTEGRITY

The Corporation's core values are based on honesty and integrity in carrying out business activities. Employees must avoid conflicts of interest between their private financial affairs and their business conduct with the Corporation. All business activities must be accurately and fairly reflected in financial statements, in accordance with applicable accounting principles, and shall be subject to audit.

POLITICAL ACTIVITIES

The Corporation does not make contributions to political parties, organizations or their representatives or take part in party politics. However, it does have dealings with governments and is interested in keeping itself informed of political issues that have the potential to impact its business. In the course of pursuing its commercial interests, it may be necessary for the Corporation to attend various governmental events and some payment may be required to attend these events.

HEALTH, SAFETY, ENVIRONMENT AND COMMUNITY

The Corporation is committed to promoting and providing a safe working environment for all employees and to complying with all applicable environmental regulations. The Corporation takes a proactive approach to health, safety and environmental matters, including providing training to employees to minimize the risk of any such incidents.

COMMUNICATION

The Corporation recognizes that open communication and a team environment have a positive impact on the Corporation's operations. To this end, the Corporation provides information about its business operations to interested parties, to the extent that is allowable within the bounds of securities regulations, confidentiality requirements and business practicality.

Code of Ethics

1. Introduction

The Corporation's Business Principles are integrated into this Code of Ethics ("Code") to provide guidance on the type of conduct expected from employees, officers and directors to support the Corporation's fundamental business principles.

This Code applies to all directors, officers and employees of the Corporation and its affiliates. For simplicity, all such persons are referred to as “employees” in this Code.

2. Employee Responsibility

It is the responsibility of each employee to ask questions, seek guidance and express concerns regarding compliance with this Code. No employee will be subject to retaliation by the Corporation for reporting in good faith a violation of this Code.

The Code will be amended and updated from time-to-time as the situation warrants. Employees will be notified of changes and will be bound by them.

3. Board and Management Responsibility

The Chief Executive Officer and management at all levels of the Corporation are responsible for ensuring adherence to this Code. The Board of Directors has a general oversight function. Any significant deviation from the standards of conduct in this Code, whether actual or apparent, will be reported by management to the Board along with actual or proposed remedial actions.

Amendments to this Code will be reviewed and approved by the Board of Directors. Only the Board of Directors may grant a waiver of any provision of the Code. A request for such a waiver should be initially submitted in writing to the Corporate Governance and Human Resources Committee for consideration. Any amendment to or waiver of this Code will be publicly disclosed to the extent required by applicable laws and regulations.

4. Expectations of Conduct

The Corporation expects that all business should be conducted in accordance with this Code. All employees are expected, in good faith, to report any violations of this Code to their immediate supervisor and this will be met with the full support of the Corporation. Please refer to the Corporation’s Whistleblower Policy which is posted on the website at www.co2solutions.com.

Employees are required to observe the following general guidelines:

- (a) Act with honesty, integrity and openness in dealings with partners, collaborators, suppliers, shareholders and others with whom the Corporation does business;
- (b) Treat others with fairness, dignity and respect to create a trusting environment in which all employees can excel;
- (c) Strive for excellence in individual work and that of peers to support the achievement of corporate goals and objectives.

Employees

The Corporation is committed to:

- respecting the human rights of its employees
- treating employees with dignity and respect
- providing safe work conditions for its employees
- providing career development and advancement opportunities
- respecting the confidentiality of employee records.

Partners, Collaborators and Suppliers

The Corporation is committed to:

- dealing openly and honestly with its partners, collaborators and suppliers.

Shareholders

The Corporation is committed to:

- accurately and fairly reporting material information to shareholders on a timely basis so that shareholders can make informed decisions.

5. Business Integrity and Controls

The Corporation expects that all of its employees will work honestly and fairly when conducting their business affairs. The direct or indirect solicitation, offer, payment or acceptance of bribes is prohibited. All employees must avoid conflicts of interest between their private financial affairs and the activities of the Corporation. All business transactions must be accurately and fairly reflected in financial statements, in accordance with applicable accounting principles, and shall be subject to audit.

Employees must also ensure that business transactions are conducted within their level of authority and in accordance with prescribed policies and procedures. If one is not certain that they have the authority to conduct a transaction, or if they believe that the posted procedures or authorities to be inappropriate or outdated, they must discuss these issues with their supervisor prior to conducting a transaction.

6. Conflict of Interest

All employees must conduct his or her employment activities objectively. Anyone that finds himself or herself in a situation where he or she may be placing their own or others' interests ahead of the interests of the Corporation must seek advice from his or her direct supervisor. As well, employees must also avoid the appearance of a conflict of interest – that is, one where a reasonable individual may assume that there is a conflict of interest.

The examples below indicate only a few conflicts that commonly arise and that employees should be aware of. These examples are not exhaustive and employees must be aware that there are several other potential situations in which conflicts may arise.

Accepting gifts and invitations

In general, the Corporation allows the acceptance of token gifts, business meals and entertainment provided their value is appropriate to the business purpose served; and accepting is consistent with local business norms and practices.

Employees are not prohibited from accepting social invitations which are customary and proper under the circumstances and are in keeping with good business ethics, where there is no reciprocal obligation involved in such acceptance. In the case of a gift, it must be of sufficiently limited value (usually less than \$50) and in a form that cannot be construed as a bribe.

In some cases, an employee may feel that refusal of a gift would be construed as discourteous by the host. In these cases, employees must accept the gift on behalf of the Corporation (rather than personally) and must report it to their manager, who will consult with senior management to determine how best to treat it.

Employees must use their best judgment when deciding whether to accept a gift or invitation. When in doubt, an employee should consult his or her supervisor.

Choosing suppliers

Employees must undertake a selection process that is fair and ethical.

Employees should weigh facts impartially and objectively when choosing a supplier among competitors for any goods or service. Employees should choose a supplier who offers the best value for product or service in accordance with the Corporation's needs. Employees must not accept personal or inappropriate consideration such as gifts, personal favours, kickbacks and bribes.

Employees must disclose to their supervisor any personal relationships which could influence the selection of a supplier and in such circumstances they should abstain from the decision-making process.

Financial conflicts of interest

Employees must avoid any activity or arrangement that could compromise, or appear to compromise, their ability to objectively perform their employment duties. This ability is compromised if employees have personal interests or obligations that conflict or compete with the Corporation's business interests.

As an example, employees should avoid acquiring or holding a significant financial interest in companies where it may give rise to a conflict between the employee's financial interest and the Corporation's interests. A financial interest generally will be considered "significant" if it does or could be viewed as being important enough to influence how an employee carries out his or her employment duties. If an employee holds a significant interest in another company which does business or is negotiating to do business with the Corporation, the employee must disclose the potential conflict to his or her supervisor and refrain from all decision making related to and from all interaction with that other company during the course of his or her employment.

Another example relates to an employee having direct business dealings with a personal friend who is employed by a company that has or is attempting to close a business relationship with the Corporation. Again, the employee must disclose the potential conflict to his or her supervisor and refrain from all decision making related to and from all interaction with that company during the course of his or her employment.

7. Insider Trading

Insider trading legislation imposes obligations on all employees in possession of confidential material information. Penalties for breaching this legislation are severe.

Employees should refer to the Corporation's Disclosure, Confidentiality and Insider Trading Policy for further guidance on this subject.

8. Confidentiality

Confidentiality provisions are contained in employee confidentiality agreements and the Corporation's Disclosure, Confidentiality and Insider Trading Policy. Employees should refer to their confidentiality agreements and the Disclosure, Confidentiality and Insider Trading Policy for further guidance on this subject.

9. Protection and Use of Property

The Corporation has valuable property, both physical (e.g. computers, equipment, tools, etc.) and intangible (e.g. intellectual property, copyrights, trademarks, trade secrets and business information) and it is the responsibility of every employee to take reasonable steps to prevent the theft, misuse or damage to this property. Additionally, this property shall only be used for the Corporation's legitimate business interests. The purchase, sale, lease or borrowing of such property must be approved by senior management of the Corporation.

10. Health, Safety and Environment

The Corporation is committed to managing health, safety and environmental issues as critical business activities. To this end, employees and contractors are required to observe the Corporation's health, safety and environmental guidelines and report any material issues to senior management for further review and action. In addition, employees should continuously monitor their activities so that they can make improvements in the way in which they conduct themselves to minimize any health, safety and environmental issues.

11. Compliance with applicable laws and monitoring and enforcement procedures

The Corporation expects all of its employees to adhere to its policies and guidelines, as well as to all laws and regulations that apply to its activities.

If an employee violates a policy, law or regulation, the Corporation's senior management must be informed in a timely manner so that issues can be investigated. Employees should consult their supervisor and refer to the Corporation's Whistle Blowing Policy for further guidance.

12. Termination of Employment

At the end of employment with the Corporation, all employees must abide by certain obligations set out in their employment agreements or letters. Employees should refer to their employment agreements or letters for further guidance.

13. General Guidance

Individuals are responsible for using their best judgment when assessing whether a situation might contravene this Code.

To help individuals understand if their actions would contravene this Code, they should consider whether:

- the conduct is legal
- the conduct is a violation of the Corporation's policies and procedures
- the conduct would be authorized by their supervisor
- the conduct would harm fellow employees, partners, collaborators, suppliers, shareholders, other stakeholders or the community
- the disclosure of this conduct would be a concern to internal or external parties
- the conduct would be considered to be honest and ethical.

If, having considered the above, an employee still has questions regarding whether the conduct would be a violation of this Code, he/she is encouraged to seek the advice of their supervisor, the Corporation CFO or the Corporation CEO.

14. Reporting Violations

Any employee who has knowledge of a potential or suspected violation of this Code has an obligation to report relevant information to his/her supervisor, the CFO or the President and CEO.

Generally, a supervisor will be in the best position to resolve any issue quickly. However, any specific or general question or concern may be raised with any of the contacts listed above. Reports will be treated confidentially to the extent possible and consistent with the Corporation's responsibility to address the issue. No employee will be subject to retaliation by the Corporation for reporting in good faith a violation of this Code.