

Code of Business Conduct and Ethics

Introduction

The purpose of this Corporate Code of Business Conduct and Ethics (this "Code") of Bri-Chem Corp. (including its subsidiaries, the "Corporation" or "Bri-Chem") is to set forth governing principles regarding the Corporation's expectations as to the legal and ethical nature of conduct of the Board of Directors of the Corporation (the "Board") and the Corporation's officers and employees. While this Code covers a wide range of business practices and procedures, it does not cover every issue that may arise, and it does not cover all of the Corporation's principles, policies or rules.

Every director, officer and employee of Bri-Chem has the responsibility to obey the law and act ethically. To that end, this Code is a guide intended to sensitize such individuals to significant legal and ethical issues that arise frequently, and to identify mechanisms available to report illegal or unethical conduct. This Code affirms the commitment of Bri-Chem to uphold ethical standards and specifies the basic principles of acceptable conduct for an employee. There may be occasions where you are confronted by circumstances not covered by policy or procedure and where you must make a judgment as to the appropriate course of action. In such cases, you should contact your supervisor or a member of senior management for guidance on proper conduct.

General Policy

Each employee is responsible for knowing and understanding the principles contained in this Code and any rules or policies developed pursuant to this Code. Furthermore, it is the personal responsibility of each employee of the Corporation to adhere to the standards and restrictions, whether imposed by law or this Code, applicable to the employee's assigned duties and responsibilities, and to conduct himself or herself accordingly. An employee who violates the standards in this Code will be subject to disciplinary action, which may include termination of employment.

Compliance With Law

The Corporation is subject to a number of laws, rules and regulations with respect to the conduct of its business. Employees are expected to maintain compliance with the letter and spirit of all laws governing the jurisdictions in which they perform their duties. This Code does not purport to address all areas of law that employees might encounter in the day-to-day business of the Corporation. The following areas, however, should be specifically noted:

1. **Human Rights Laws:** *The Corporation values the diversity of its employees, customers and suppliers and is committed to providing equal treatment in all aspects of the business. Abusive, harassing or offensive conduct is unacceptable, whether verbal, physical, visual, or otherwise. The Corporation will not tolerate any conduct that is discriminatory or harassing, or otherwise compromises an individual's human rights.*
2. **Privacy Laws:** *The Corporation is committed to maintaining the accuracy, confidentiality, security and privacy of the personal information of its customers, suppliers and employees. Employees who have access to personal information are expected to support the efforts of the Corporation to develop, implement and maintain procedures and policies designed to manage personal information.*
3. **Health and Safety Laws:** *The Corporation strives to comply with all applicable health and safety laws and regulations as part of its commitment to providing employees with a safe and healthy work environment. Employees have a responsibility to maintain this work environment. In this regard, employees are expected to work in a safe manner with due regard for their personal safety, as well as that of their co-workers, and to report accidents, injuries, hazardous equipment and unsafe practices. Employees are prohibited from engaging in the business of the Corporation while under the influence of alcohol or illegal drugs.*
4. **Environmental Laws:** *Cognizant of its responsibility to the environment, the Corporation strives to comply with all applicable environmental laws and regulations. Employees are expected to support the efforts of the Corporation to develop, implement and maintain procedures and programs designed to protect and preserve the environment.*
5. **Securities Laws:** *The Corporation is committed to protecting security holder investments and expects all employees to comply with the applicable reporting obligations and trading restrictions imposed by the Corporation, any securities commission or stock exchange. Employees who are in possession of material information about the Corporation must not trade in securities of the Corporation until such information is generally publicly available. Providing inside information to others who then trade on such information is also strictly prohibited. Employees should make themselves familiar with the trading policy and disclosure policy of the Corporation.*
6. **Competition Laws:** *Competition laws are enacted to limit practices that are seen to impair the function of a free and open marketplace. A complete description of these laws is beyond the scope of this Code, however, they include price fixing, bid rigging, price discrimination, allocation of markets and boycotting of certain suppliers or customers. Employees having regular dealings with customers and suppliers should become familiar with the laws applying to these practices as non-compliance can result in severe penalties being imposed on both the Corporation and the individuals involved.*

Insider Trading

Directors, officers and employees are expected to fully comply with Canadian securities laws with respect to the disclosure of "material" corporate information and with respect to "insider" trading in the Corporation's securities. These laws provide for substantial civil and criminal penalties for individuals who fail to comply. Information that reasonably can be expected to affect the market value of a Corporation's shares, or to influence an investor's decisions regarding securities transactions, are considered "material". Such information may include financial and key business data, merger, acquisition litigation, and/or gain or loss of a significant customer or supplier.

Insiders are prohibited from transacting in the Corporation's shares with knowledge of material information that has not been disclosed to the public. For purposes of these restrictions, an "insider" includes not only directors, officers and employees of the Corporation, but also anyone else with non-public material information about the Corporation. You may be deemed to have violated these laws even if you innocently pass on non-public information about the Corporation to a friend or family member who then acts on such information and buys or sells the Corporation's shares. To avoid inadvertent disclosure of non-public material information, directors, officers and employees should not discuss such information with or in the presence of any unauthorized persons, including family members and friends.

Conflicts of Interest

The Corporation is always concerned with outside business interests of its employees that might possibly conflict with the interests of the Corporation. To maintain the highest degree of integrity in conduct of the Corporation's business, and to maintain an employee's independent judgment, each employee must avoid any activity or personal interest that creates or appears to create a conflict of interest between the employee's interests and the interests of the Corporation. Generally, a "conflict of interest" exists when a person's private interest interferes in any way with the interests of the Corporation. A conflict situation can arise when an employee, officer, or director takes actions, or has interests that may make it difficult to perform his or her Corporation work objectively and effectively. Conflicts of interest may also arise when an employee, officer or director (or members of his or her family) receives improper personal benefits as a result of his or her position in the Corporation. Even if permitted under applicable law, loans to, or guarantees of obligations of, employees and their family members may create conflicts of interest.

It is almost always a conflict of interest for an employee to work simultaneously for, or for an employee to have any material economic interest in, a competitor, customer or supplier. Board members may not work for a competitor of the Corporation. The best policy is to avoid any direct or indirect business connection with the Corporation's customers, suppliers or competitors, except on behalf of the Corporation.

Conflicts of interest are prohibited as a matter of Corporation policy, except under guidelines approved by the Board. Conflicts of interest may not always be clear, so if an employee has a question, the employee should consult with his or her supervisor or higher level of management. Any employee, officer or director who becomes aware of a conflict or potential conflict should bring it to the attention of a manager or officer of the Corporation.

Competition and Fair Dealing

The Corporation competes vigorously in its business dealings, but is committed to practices that are fair and honest. Information about other companies and organizations, including competitors, must be gathered using appropriate methods. Illegal practices such as trespassing, burglary, misrepresentation, wiretapping and stealing are prohibited. Possessing trade secrets that were obtained without the owner's consent, or inducing such disclosures by customers, or past or present employees of other companies, is prohibited. Each employee should endeavour to respect the rights of, and deal fairly with, our customers, suppliers, competitors and employees. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair business practice.

Confidentiality

During the normal course of business, employees may have access to, among other things, non-public information regarding the customers of the Corporation, suppliers, operations, strategic plans, financial affairs, employees and trade secrets. This information is a key corporate asset and every employee has an obligation to protect it and keep it in the strictest confidence, except when disclosure is explicitly authorized pursuant to the disclosure policy of the Corporation, or when disclosure is legally required. The unauthorized use or disclosure of confidential information of the Corporation could destroy its value and give an unfair advantage to others. Care should be taken in disposing of documents containing confidential information, such as shredding documents before discarding. Confidential information also includes any information relating to the business and affairs of the Corporation that results in, or would reasonably be expected to result in, a significant change in the market price or value of any securities of the Corporation, or any information a reasonable investor would consider important in making an investment decision. Employees must not use confidential information for their own advantage or profit. An employee's obligation to protect the confidential information of the Corporation exists whether or not the information is explicitly labeled as being confidential, and the obligation continues even after leaving the employ of the Corporation.

Protection and Proper Use of Corporation Assets

All employees have an obligation to safeguard the Corporation's assets, including equipment, records, customer and supplier information, the physical premises, and proprietary and confidential information belonging to the Corporation (which includes intellectual property owned by or licensed to the Corporation, and personal information such as employee salaries, reviews, etc.). Unauthorized use or distribution of this information would violate Corporation policy.

All employees should endeavour to protect the Corporation's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Corporation's profitability. Any suspected incident of fraud or theft must be immediately reported for investigation.

Accounting and Records

Accurate documents are important during audits and other internal or external reviews. All employees must comply with Bri-Chem's accounting and reporting procedures and make sure all books, records, accounts, and supporting papers are accurate and complete. Employees are forbidden to forge, falsify, or leave out important facts to mislead auditors or other internal or external reviewers. As a public Corporation, it is critical that the Corporation's filings with the appropriate securities regulatory authorities be accurate and timely.

Information Technology

E-mail systems and Internet services are provided to help employees perform their duties and responsibilities related to the Corporation. Incidental and occasional personal use is permitted, but use for personal gain or any improper purpose is not permitted. Employees may not access, send or download any information that could be insulting or offensive to another person, such as sexually explicit messages, cartoons, jokes, unwelcome propositions, ethnic or racial slurs or any other message that could be viewed as harassment. "Flooding" the systems of the Corporation with junk mail and trivia hampers the ability of the systems to handle legitimate corporate business and is prohibited. Employees' messages (including voice mail) and computer information are considered corporate property. Unless prohibited by law, the Corporation reserves the right to access and disclose this information as necessary for business purposes. Employees should use good judgment, and should not access, send messages or store any information that he or she would not want to be seen or heard by other individuals.

Whistle Blower Policy

Bri-Chem has instituted a Whistle Blower Policy to provide for the reporting and review of concerns relating to accounting and auditing matters, as well as other corporate misconduct and breaches of this Code. Like this Code, the Whistle Blower Policy is designed to encourage ethical behaviour by all Bri-Chem personnel. If you have concerns or complaints regarding questionable accounting or auditing practices of the Corporation, then you should submit those concerns or complaints in accordance with the procedures outlined in the Corporation's Whistle Blower Policy.

Illegal and Improper Payments

The directors, officers and employees are strictly prohibited from offering or taking any form of illegal or improper payment. The Corporation's funds and assets must never be used for any unlawful purpose.

Political Contributions: Financial support to political organizations requires the express approval of the officers of the Corporation. Any employee engaging in personal political activities must do so in their own right and not on behalf of the Corporation. Corporate donations to charities made on behalf of Bri-Chem shall be within budgets approved by appropriate personnel.

Business Gifts: The purpose of business entertainment in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers. The acceptance of gifts in exchange for business, a contract or any other exchange of business activity is prohibited. You may not give or accept gifts, gratuities, favours, or benefits if they are:

- Cash
- Excessive in Value
- Go beyond what could reasonably be considered ethical and accepted business practices
- Can be construed as a bribe or pay-off
- Violation of any laws or regulations
- May influence or appear to influence the performance of your duties

Retaliation

The Corporation prohibits any director or employee from retaliating or taking adverse action against anyone for raising suspected conduct violations or helping to resolve a conduct concern. Any individual who has been found to have engaged in retaliation against a director or employee for raising, in good faith, a conduct concern or for participating in the investigation of such a concern may be subject to discipline, up to and including termination of employment or other business relationship.

Disclosure

The disclosure section of this Code extends to all employees and officers of the Corporation, its Board of Directors and those authorized to speak on its behalf. It covers disclosures in documents filed with the securities regulators, and written statements made in the Corporation's annual and quarterly reports, news releases, letter to shareholders, presentations by senior management, information contained on the Corporation's website and other electronic communications. It extends to oral statements made in meetings and telephone conversations with members of the investment community (which includes analysts, investors, investment dealers, brokers, investment advisers and investment managers), interviews with the media, as well as speeches and conference calls.

Reporting Violations

Directors, officers and employees are encouraged to report any conduct which they believe in good faith to be a violation or apparent violation of this Code. If you believe a violation has occurred, please contact the Corporation's Chief Financial Officer.

Notification

Corporation personnel, who in good faith, observe, learn of, or suspect a violation of the Code must promptly report the violation or discuss the issues and concerns of the type covered by this Code with his or her immediate manager, who in turns is responsible for informing the Chief Financial Officer of any violations or concerns raised. If an employee prefers not to report the matter to his or her own manager, the employee may instead report the matter directly to the Chief Financial Officer.

Corporation personal who have concerns such as accounting discrepancies, fraud, accounting misrepresentations, auditing matters, accounting omissions, ethic violations, or any financially related concerns, should report the matter directly to the Chief Financial Officer or the Chair of the Audit Committee.

Whenever practical, the complaint should be made in writing. It is unacceptable to submit a complaint knowing it is false.

Investigation

Reports of violations will be investigated under the supervision of the Chair of the Audit Committee in consultation with external counsel, if applicable. Corporation personnel are expected to co-operate in the investigation of reported violations.

Waivers and Amendments

The directors of the Corporation are responsible for monitoring compliance with this Code, for regularly assessing its adequacy, for interpreting this Code in any particular situation, and for approving any changes to this Code from time to time.

In order to seek a waiver of this Code, full disclosure of the particular circumstance must be made to the Chief Financial Officer, in the case of employees who are not directors or senior officers of the Corporation, or the Audit Committee, in the case of directors and senior officers of the Corporation. Amendments to, and waivers of this Code, will be publicly disclosed as required by applicable laws, rules and regulations.

This Code is a statement of certain fundamental principles, policies and procedures that govern the directors, officers and employees of the Corporation in the conduct of the business of the Corporation. It is not intended to, and does not create any rights in any employee, customer, supplier, competitor, shareholder or any other person or entity.