

Code of Ethical Conduct for CEO and CFO

The SemBioSys Genetics Inc. (SemBioSys) CEO and CFO hold important and elevated roles in corporate governance. They are uniquely capable and empowered to ensure that stakeholders' and SemBioSys' interests are protected and preserved.

This Code of Ethics provides principles to which these officers are expected to adhere and which they are expected to advocate.

This Code of Ethics has been approved by the Corporate Governance and Nominating Committee and is published on the SemBioSys website.

Any change to this Code of Ethics and any explicit or implicit waiver from it for these officers may be made only with the approval of the Corporate Governance and Nominating Committee and will be appropriately disclosed in accordance with applicable law and regulations. Violations may subject these officers to disciplinary action including termination of employment.

The CEO and CFO will:

- Maintain integrity and credibility in both personal and professional activities by carrying out their duties in accordance with the highest legal and ethical standards;
- Avoid, in both personal and professional life, the appearance of impropriety in the conduct of their duties;
- Avoid, in both personal and professional life, any relationships that might affect, or be perceived to potentially affect, their ethical conduct in the course of carrying out their duties (including a relationship that may create, or create the appearance of, a conflict of interest);
- Not use confidential information acquired in the course of their duties either for personal advantage or for the advantage of others;
- Recognize that the integrity of the capital markets is based on consistently honest and just actions by its participants, the conformity to market regulation, and the transparency of credible financial and non-financial corporate information, and will to the best of their ability work to ensure that SemBioSys acts in such a manner as to uphold the integrity of the capital markets;
- Take such action as is appropriate to confirm that SemBioSys provides full, fair, accurate, timely, and understandable disclosure in reports and documents that it files with or submits to public regulatory bodies, and that SemBioSys complies with applicable governmental laws, rules and regulations;
- Report promptly to the Independent Chairman of the Board of Directors of SemBioSys any suspicion or observation of fraudulent or illegal acts within SemBioSys or a breach of this or any other Code of Ethics by any director or officer of SemBioSys, including their own acts;
- Provide the leadership, supervision and support for the employees, collaborators and other agents of SemBioSys to uphold the principles articulated in this Code of Ethics;
- Act with honesty and integrity, including ethically handling actual or apparent conflicts of interest between their personal, financial or commercial interests and their responsibility to SemBioSys;

- Act on good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing their independent judgment to be subordinated;
- Comply with all laws and regulations applicable to SemBioSys' business and to SemBioSys' relationship with its shareholders;
- Report known or suspected violations of this Code of Ethics to the Chairman of the Corporate Governance and Nominating Committee; and
- Ensure that their actions comply not only with the letter, but the spirit of this Code of Ethics and foster a culture in which compliance with the law and SemBioSys' policies is at the core of SemBioSys' activities.