

kneat.com, inc.
CODE OF BUSINESS CONDUCT AND ETHICS

1. INTRODUCTION

This Code of Business Conduct and Ethics ("**Code**") has been adopted by our board of directors (the "**Board of Directors**") to summarize the standards of business conduct that must guide our actions. This Code applies to all directors, officers, and employees of kneat.com, inc. and its subsidiaries (the "**Corporation**"). The Corporation has issued this Code to deter wrongdoing and to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- avoidance of conflicts of interest with the interests of the Corporation, including disclosure to an appropriate person of any material transaction or relationship that reasonably could be expected to give rise to such a conflict;
- confidentiality of corporate information;
- protection and proper use of corporate assets and opportunities;
- compliance with applicable government laws, rules and regulations;
- the prompt internal reporting of any violations of this Code to an appropriate person or person identified in the Code; and
- accountability for adherence to the Code.

This Code provides guidance to you on your ethical and legal responsibilities. We expect all directors, officers and employees to comply with the Code, and the Corporation is committed to taking prompt and consistent action against violations of the Code. Violation of the standards outlined in the Code may be grounds for disciplinary action up to and including termination of employment or other business relationships. Employees, officers and directors who are aware of suspected misconduct, illegal activities, fraud, abuse of the Corporation's assets or violations of the standards outlined in the Code are responsible for reporting such matters.

Because rapid changes in the business and regulatory environment constantly pose new ethical and legal considerations, no set of guidelines should be considered to be the absolute last word under all circumstances.

2. BASIC OBLIGATIONS

Under the Corporation's ethical standards, directors, officers and employees share certain responsibilities. It is your responsibility to (a) become familiar with, and conduct Corporation business in compliance with, applicable laws, rules and regulations and this Code; (b) treat all Corporation employees, customers and business partners in an honest and fair manner; (c) avoid situations where your personal interests are, or appear to be, in conflict with the Corporation interests; and (d) safeguard and properly use the Corporation's proprietary and confidential information, assets and resources, as well as those of the Corporation's customers and business partners.

Certain of the Corporation's policies are complemented by specific responsibilities set forth in documents such as the Corporation's Insider Trading Policy and the Corporation's Disclosure Policy. Those policies should be separately consulted by the Corporation directors, officers and employees and are not incorporated by reference into this Code.

3. RAISING CONCERNS

If you should learn of a potential or suspected violation of the Code, you have an obligation to promptly report the violation. You may do so orally or in writing and, if preferred, anonymously. Your concerns should be raised with the Chair of the Audit Committee of the Corporation.

4. POLICY AGAINST RETALIATION

The Corporation prohibits any director or employee from retaliating or taking adverse action against anyone for raising in good faith suspected conduct violations or helping to resolve a conduct concern. Any individual who has been found to have engaged in retaliation against a Corporation director, officer 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 relationships. If any individual believes that he or she has been subjected to such retaliation, that person is encouraged to report the situation as soon as possible to one of the people detailed in the "Raising Concerns" section above.

5. CONFLICTS OF INTEREST

Directors, officers and employees should not engage in any activity, practice or act which conflicts with the interests of the Corporation. A conflict of interest occurs when a director, officer or employee places or finds himself or herself in a position where his/her private interests conflict with the interests of the Corporation or have an adverse effect on the employee's motivation or the proper performance of their job. Examples of such conflicts could include, but are not limited to:

- accepting outside employment with, or accepting personal payments from, any organization which does business with the Corporation or is a competitor of the Corporation;
- accepting or giving gifts of more than modest value to or from vendors or clients of the Corporation;
- competing with the Corporation for the purchase or sale of property, services or other interests or taking personal advantage of an opportunity in which the Corporation has an interest;
- personally having immediate family members who have a financial interest in a firm which does business with the Corporation; and
- having an interest in a transaction involving the Corporation or a customer, business partner or supplier (not including routine investments in publicly traded companies).

Directors, officers and employees must not place themselves or remain in a position in which their private interests conflict with the interests of the Corporation.

If the Corporation determines that an employee's outside work interferes with performance or the ability to meet the requirements of the Corporation, as they are modified from time to time, the employee maybe asked to terminate the outside employment if he or she wishes to remain employed by the Corporation. To protect the interests of both the employees and the Corporation, any such outside work or other activity that involves potential or apparent conflict of interest may be undertaken only after disclosure to the Corporation by the employee and review and approval by management.

6. CONFIDENTIALITY CONCERNING CORPORATION AFFAIRS

It is the Corporation's policy that business affairs of the Corporation are confidential and should not be discussed with anyone outside the organization except for information that has, already been made available to the public. As a prerequisite and condition of employment, all employees and officers must sign a written agreement confirming this obligation.

7. COMPETITION AND FAIRDEALING

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, not through unethical or illegal business practices. 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. Each employee and officer should endeavour to respect the rights of, and deal fairly with, our customers, suppliers, competitors and employees. No employee, officer or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair business practice.

8. INSIDER TRADING

The Corporation encourages all employees to become shareholders on a long-term investment basis. However, management, employees, members of the Board of Directors and others who are in a "special relationship" with the Corporation from time to time, may become aware of corporate developments or plans which may affect the value of the Corporation's shares (inside information) before these developments or plans are made public. Black Out periods occur certain times throughout the year and during this time, all Corporation employees, officers and directors are prohibited from buying or selling the Corporation's securities on the TSX Venture Exchange. In order to avoid civil and criminal insider trading violations, the Corporation has established an Insider Trading Policy. As a prerequisite and condition of employment, all employees and officers must sign an acknowledgment by which they agree to adhere to this policy.

9. TELECOMMUNICATIONS

Telecommunications facilities of the Corporation such as telephone, cellular phones, facsimile, internet and email are Corporation property. Use of these facilities imposes certain responsibilities and obligations on all employees, officers and directors. Usage must be ethical and honest with a view to preservation of and due respect for Corporation's intellectual property, security systems, personal privacy, and freedom of others from intimidation, harassment, or unwanted annoyance.

10. DISCLOSURE

The Corporation is committed to providing timely, consistent and credible dissemination of information, consistent with disclosure requirements under applicable securities laws. The goal of our Disclosure Policy is to raise awareness of the Corporation's approach to disclosure among the board of directors, officers and employees and those authorized to speak on behalf of the Corporation.

The Disclosure Policy 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 web site 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. As a prerequisite and condition of employment, all employees must sign an acknowledgment by which they agree to adhere to this policy, which is provided to the new hire prior to his/her start date.

11. ACCURACY OF CORPORATION RECORDS

Canadian public companies are required to record and publicly report all internal and external financial records in compliance with International Financial Reporting Standards (IFRS). Therefore, you are responsible for ensuring the accuracy of all books and records within your control and complying with all Corporation policies and internal controls. All Corporation information must be reported accurately, whether in internal personnel, safety, or other records or in information we release to the public or file with government agencies.

12. FINANCIAL REPORTING AND DISCLOSURE CONTROLS

Canadian public companies are required to file periodic and other reports with certain securities commissions and make certain public communications. For so long as we are a public company we will be required by these securities commissions to maintain effective "disclosure controls and procedures" so that financial and non-financial information is reported timely and accurately both to our senior management and in the filings we make. You are expected, within the scope of your employment duties, to support the effectiveness of our disclosure controls and procedures.

13. COMPLIANCE WITH ALL LAWS, RULES AND REGULATIONS

The Corporation is committed to compliance with all laws, rules, and regulations, including laws and regulations applicable to the Corporation's securities and trading in such securities, as well as any rules promulgated by any exchange on which the Corporation's shares may be listed.

14. HEALTH AND SAFETY

The Corporation is committed to making the work environment safe, secure and healthy for its employees and others. The Corporation complies with all applicable laws and regulations relating to safety and health in the workplace. We expect each of you to promote a positive working environment for all. You are expected to consult and comply with all Corporation rules regarding workplace conduct and safety. You should immediately report any unsafe or hazardous conditions or materials, injuries, and accidents

connected with our business and any activity that compromises Corporation security to your supervisor. You must not work under the influence of any substances that would impair the safety of others. All threats or acts of physical violence or intimidation are prohibited.

15. RESPECT FOR OUR EMPLOYEES

The Corporation's employment decisions will be based on reasons related to our business, such as job performance, individual skills and talents, and other business-related factors. The Corporation policy requires adherence to all national, provincial or other local employment laws. In addition to any other requirements of applicable laws in a particular jurisdiction, the Corporation policy prohibits discrimination in any aspect of employment based on race, color, religion, sex, national origin, disability or age, within the meaning of applicable laws.

16. ABUSIVE OR HARASSING CONDUCT PROHIBITED

The Corporation prohibits abusive or harassing conduct by our employees and officers toward others, such as unwelcome sexual advances, comments based on ethnicity, religion or race, or other non-business, personal comments or conduct that make others uncomfortable in their employment with us. We encourage and expect you to report harassment or other inappropriate conduct as soon as it occurs.

17. PRIVACY

The Corporation, and companies and individuals authorized by the Corporation, collect and maintain personal information that relates to your employment, including compensation, medical and benefit information. The Corporation follows procedures to protect information wherever it is stored or processed, and access to your personal information is restricted. Your personal information will only be released to outside parties in accordance with the Corporation's policies and applicable legal requirements. Employees, officers and directors who have access to personal information must ensure that personal information is not disclosed in violation of the Corporation's policies or practices.

18. WAIVERS AND AMENDMENTS

Only the Board of Directors may waive application of or amend any provision of this Code. A request for such a waiver should be submitted in writing to the Board of Directors for its consideration. The Corporation will promptly disclose to investors all substantive amendments to the Code, as well as all waivers of the Code granted to directors or officers in accordance with applicable laws and regulations.

19. NO RIGHTS CREATED

This Code is a statement of the fundamental principles and key policies and procedures that govern the conduct of our business. It is not intended to and does not, in any way, constitute an employment contract or an assurance of continued employment or create any rights in any employee, director, client, supplier, competitor, shareholder or any other person or entity.