



# Company Policy Manual

## Company Policy 4.2

### Code of Ethics for Senior Executives, Financial Officers and Members of the Management Executive Committee

Revision Date: December 1, 2017

Rev.	Change	Approved By	Date
0	Initial Policy		1/02
1	Updated Format – No Content Changes	Alan Gotcher Ed Dickinson	5/20/05
2	Updated as per Derivative Settlement	Board of Directors	12/01/2017

#### I. Purpose of Code of Ethics

The purpose of the Code of Ethics is to promote the honest and ethical conduct of our Senior Executives and Financial Officers, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. To provide information that is accurate, complete, objective, relevant, accurate, timely and understandable disclosure in reports and documents required to be filed or submitted to governmental agencies or in public communications made by Altair Nanotechnologies Inc. (the “Company”), and to promote compliance with all applicable rules and regulations that apply to the Company and its officers.

#### II. Reporting and Accountability

The Audit Committee of the Board of Directors of the Company is responsible for applying this Code of Ethics to specific situations in which questions are presented to it and has the authority to interpret this Code of Ethics in any particular situation. Any Senior Executive who becomes aware of any existing or potential breach of this Code of Ethics is required to notify the Audit Committee through the Chairman of the Audit Committee promptly.

The Audit Committee shall take all action it considers appropriate to investigate any breaches reported to it

#### III. Introduction

The Code of Ethics is applicable to the Company’s chief executive officer, president, vice president, chief financial officer, corporate controller, and non-independent members of the board of directors (the “Senior Executives”).

As senior members of the Company’s management these individuals are an example for all other employees and are expected to foster a culture of transparency, integrity and honesty.

Waivers of this Code can only be made by the Board of Directors through recommendation of its Audit Committee and, in that event, shall be disclosed in accordance with applicable law.

#### **IV. Conflicts of Interest**

A conflict of interest occurs when a Senior Executive's private interests interfere, or appear to interfere, in any way, with the interests of the Company as a whole. Conflicts of interest can also arise when a Senior Executive takes action, or they or a member of their family have interests that may make it difficult for the Senior Executive to perform their duties to the Company effectively.

Effective disclosure of conflicts of interest or perceived conflicts of interest and appropriate approval or waiver will be deemed to have been made if reported to the Board of Directors and approval is obtained from the Audit Committee.

The following is a non-exhaustive list of examples to illustrate actual or apparent conflicts of interest that should be avoided; provided however, none of the foregoing shall prohibit a Senior Executive from being employed or associated with Yinlong Energy Co., Ltd.

##### ***Improper Personal Benefits from the Company***

Conflicts of interest arise when a Senior Executive or a member of their family receives improper personal benefits as a result of their position in the Company. Senior Executives may not accept any benefits from the Company that have not been duly authorized and approved pursuant to Company policy and procedure, including any Company loans or guarantees of personal obligations.

##### ***Financial Interests in Other Businesses***

Senior executives should avoid holding or owning a substantial interest in any enterprise, which is a competitor, customer or a supplier, or acts as a consultant to or is employed by a customer or supplier, unless the Senior Executive has disclosed such interest to the Company and has obtained approval from the Audit Committee. However, it is not considered a conflict of interest to make investments in competitors, clients or suppliers that are listed on a national securities exchange so long as the total value of the investment is less than one percent (1%) of the outstanding stock of the corporation and the amount of the investment is not significant that it would affect business judgment on behalf of the Company.

##### ***Business Agreements with the Company***

Without the prior written approval of the Board of Directors, a Senior Executive may not participate in a joint venture, partnership or other business arrangement with the Company.



### ***Corporate Opportunities***

A business or investment opportunity developed through the use of Company property or information or the position of the Senior Executive may not be acted upon without the prior written approval of the Company. Such an opportunity should be considered a business or investment opportunity for the Company in the first instance.

### ***Outside Employment or Activities with a Competitor***

Simultaneous employment with or serving as a director of a competitor of the Company is strictly prohibited, as is any activity that is intended to or that would reasonably be expected to advance a competitor's interests at the expense of the Company's interests. Senior Executives may not market products or services in competition with the Company's current or potential business activities.

### ***Outside Employment with a Supplier***

Without the prior written approval of the Audit Committee, Senior Executives may not be a supplier or be employed by, serve as a director of or represent a supplier to the Board of Directors. Without the prior written approval of the Audit Committee, Senior Executives may not accept money or benefits of any kind from a third party as compensation or payment for any advice or services to a client, supplier or anyone else in connection with its business with the Company.

### ***Family Members Working in the Industry***

Senior Executives must disclose to the Audit Committee any case where a spouse or significant other, children, parent, in-law, or someone else with whom there is a familial relationship is a competitor or supplier of the Company or is employed by one so that the Company may assess their nature and extent of any concern and how it can be resolved.

### ***Disclosure of Confidential Information***

Senior Executives must safeguard confidential information and use such information only for the purpose for which it was developed or given. Confidential and proprietary information about the Company, its customers, suppliers, competitors, and business partners must be respected and protected.

### ***Inside Information – Securities***

Except as is required or necessary in the course of their duties on behalf of the Company, Senior Executives may not use or pass on nonpublic, material information about the Company or its business partners acquired during the course of business. Senior Executives may not trade in any securities based upon such nonpublic, material information. Material information is any information that an investor might consider important in deciding whether to buy, sell, or hold securities.

### ***Accurate Periodic Reports and Other Public Communications***

Securities Exchange Commission rules require full, fair, accurate, timely and understandable disclosure in our periodic reports and other public communications. The Company has established the following guidelines to ensure the quality of our periodic reports:

- All Company accounting records, as well as reports produced from those records, must be kept and presented in accordance with the laws of each applicable jurisdiction.
- All records must fairly and accurately reflect the transactions or occurrences to which they relate.
- All records must fairly and accurately reflect in reasonable detail the Company's assets, liabilities, revenues and expenses.
- The Company's accounting records must not contain any false or intentionally misleading entries.
- No transactions may be intentionally misclassified as to accounts, departments or accounting periods or in any other manner.
- All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.
- Except as approved by the Audit Committee, no information may be concealed from the internal auditors or the independent auditors.
- Compliance with Generally Accepted Accounting Principles and the Company's system of internal accounting controls is required at all times.

## **V. Compliance with Laws and Ethics Code**

Senior Executives are expected to comply with both the letter and spirit of all applicable governmental rules and regulations and this Code, and to report any suspected violations (regardless of whether such violation is related to the Company's internal policies) of applicable governmental rules and regulations, federal or state law, or this Code of Ethics to the Board of Directors through its Audit Committee or through the use of the Company's confidential and anonymous compliance procedure for reporting ethics violations (i.e. the Whistleblower Policy). Senior Executives reporting suspected violations are encouraged to disclose their identity to promote a more efficient investigation and timely resolution. The Company does not permit retaliation of any kind for good faith reports of ethical violations. It is Company policy to comply with all applicable laws that protect employees against unlawful discrimination or retaliation by their employer as a result of their lawfully reporting information regarding, or their participating in, investigations involving violations by the Company or its agents of federal or state law.

Failure to comply with this Code of Ethics or any applicable laws or regulations may result in disciplinary action, up to and including immediate discharge without notice.



### **No Rights Created**

This code is a statement of certain fundamental principles, policies and procedures that govern the Company's Senior Executive's and Financial Officers in the conduct of the Company's business. It is not intended to and does not create any rights in any employee, customer, supplier, competitor, shareholder or other person or entity.

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## Senior Executive and Financial Executive

### Acknowledgement

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Job Title

- I acknowledge that I have received, read and understand the Altair Nanotechnologies Inc. Code of Ethics for Senior Executives and Financial Executives. I have obtained guidance where I have had questions.
- I acknowledge that the Code of Ethics sets and refers to policies and procedures which I must follow.
- I acknowledge that my compliance with the Code of Ethics is a requirement of my employment with the Company and its affiliated companies.
- I acknowledge that I can perform my duties in compliance with the Code of Ethics and Company Policies.
- I acknowledge it is my duty to report actual or suspected violations of the Code of Ethics to my supervisor or other Company officials specified by the Code of Ethics and to cooperate with investigations.
- Except as I have described below, I am not aware of any violation or suspected violation of the Code of Ethics or Company policy.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date