

Policy 3.0 Code of Conduct

In keeping with the best practices of corporate governance, the following is the Code of Conduct for Altair Nanotechnologies, Inc. and its consolidated direct and indirect subsidiaries (the “Company”). This Code of Conduct shall be signed and adhered to by all officers, directors and employees (each, an “employee”) of the Company.

3.1 Compliance Standards

The Chief Executive Officer (“CEO”) and the Chief Financial Officer (“CFO”) are responsible for applying these policies to specific situations in which questions may arise and has the authority to interpret these policies in any particular situation. Any questions relating to how these policies should be interpreted or applied should be addressed to the CEO or the CFO.

An employee who is unsure of whether a situation violates this Code should discuss the situation with either the CEO or CFO, to prevent possible misunderstandings and embarrassment at a later date.

An employee who is aware of any questionable behavior should discuss the situation with the CEO or CFO to prevent possible misunderstandings and embarrassment at a later date.

Any employee who becomes aware of any existing or potential violation of laws, rules, regulations or this Code is required to notify the CEO or CFO promptly. Failure to do so is itself a violation of this Code. To encourage employees to report any violations, the Company will not allow retaliation for reports made in good faith.

3.2 Conflicts of Interest

A “conflict of interest” occurs when an individual’s private interest, real or perceived, interferes with the interests of the Company. Conflicts of interest are prohibited as a matter of Company policy, unless they have been approved by the Company. In particular, an employee, officer or director must never use or attempt to use his or her position at the Company to obtain any improper personal benefit for himself or herself, for his or her family, or for any other person. In addition, an employee, officer or director must never assume, or be subject to, any other duties, responsibilities or obligations that interfere with such person’s duty to the Company.

Sometimes the line between personal and Company benefits is difficult to draw, and sometimes there are both personal and Company benefits in certain activities. The only prudent course of conduct for our employees, officers and directors is to make sure that any use of Company property or services that is not solely for the benefit of the Company is approved beforehand by either the CEO or CFO. Any employee, officer or director who is aware of a conflict of interest or is concerned that a conflict might develop should discuss the matter with either the CEO or CFO promptly.

3.3 Compliance with Laws, Rules and Regulations

It is the Company’s policy to comply with all applicable laws, rules and regulations. It is the personal responsibility of each employee, officer and director to adhere to the standards and restrictions imposed by those laws, rules and regulations.

An employee who is unsure of whether a situation violates any applicable laws, rules or regulations should discuss the situation with either the CEO or CFO, to prevent possible misunderstandings and embarrassment at a later date.

Any violation of applicable laws, rules and regulations, including any conflict of interest that rises to such a level, will be dealt with swiftly by the Company and, to the extent required by law, promptly disclosed to the applicable law enforcement authorities.

3.4 Other Provisions

3.4.1 Corporate Opportunities

Employees, officers and directors owe a duty to the Company to advance the Company's business interests when the opportunity to do so arises. Employees, officers and directors are prohibited from taking (or directing a third party to take) a business opportunity that is discovered through the use of Company property, information or position, unless the Company has already been offered the opportunity and turned it down. More generally, employees, officers and directors are prohibited from using Company property, information or position for personal gain and from competing with the Company.

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3.4.2 Confidentiality

In carrying out the Company's business, employees, officers and directors often learn confidential or proprietary information about the Company, its customers, suppliers, or joint venture parties. Employees, officers and directors must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally mandated. Confidential or proprietary information of our Company, and of other companies, includes any non-public information that would be harmful to the relevant corporation or useful or helpful to competitors if disclosed.

3.4.3 Fair Dealing

The Company succeeds through honest business practices. The Company does not seek to gain advantages through illegal or unethical business practices. Each employee, officer and director should endeavor to deal fairly with the Company's customers, service providers, suppliers 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 unfair dealing practice.

3.4.4 Protection and Proper Use of Company Assets

All employees, officers and directors should protect the Company's assets and ensure their efficient use. All Company assets should be used only for legitimate business purposes.

3.4.5 Financial Reporting

Officers and employees in a position to do so will not intentionally cause the Company's records or financial reporting to contain errors or otherwise omit information required to fairly present the Company's financial information in accordance with its policies.

3.5 Waivers of this Code

From time to time, the Company may waive some provisions of this Code. Any employee, officer or director who believes that a waiver may be called for should contact either the CEO or the CFO. Any waiver of the Code for executive officers or directors of the Company may be made only by the Board of Directors, or a committee of the Board of Directors, and, if by committee, must promptly be disclosed to all Directors. Waivers of this Code shall be disclosed to regulatory authorities or to the public to the extent required by governing law and listing requirements.

3.6 Enforcement

The Company intends to enforce the provisions of this Code in a consistent manner, regardless of the status of the employee at the Company. Enforcement by the Company shall commence promptly following notice to the Company of any violation or alleged violation of this Code. The CEO or the CFO shall be responsible for receiving such notices and for applying the provisions of this Code to situations that violate or potentially violate this Code.

An employee who is unsure of whether a situation violates this Code may discuss the situation with the CEO or the CFO to prevent possible misunderstandings and embarrassment at a later date. The responsibility of an employee to report any questionable behavior promptly to the CEO or the CFO is a clear and objective requirement. A failure to observe this requirement will itself be a violation of this Code. The Company wishes to encourage employees to report questionable behavior, and the Company will, therefore, not tolerate any retaliatory actions toward employees that have made reports in good faith. If any employee is concerned that reporting a violation of this Code to, or discussion a related situation with, the CEO or the CFO would involve a conflict of interest for either the CEO or the CFO or both, or if the CEO and the CFO are unavailable, the employee should contact the Chairman of the of the Audit Committee, directly or through the means identified in the Whistleblower Policy of the Company.

To determine whether a violation of this Code as occurred, an initial investigation will be made by or under the direction of the CEO or CFO, and the result of such investigation shall be presented in a written report to the Chairman of the Audit Committee. If deemed necessary, the CEO or the CFO shall conduct interviews with all employees possessing relevant information. The Chairman of the Audit Committee shall then present the findings in writing to the Board of Directors, or a committee of the Board of Directors. The Board of Directors, or such committee, as applicable, will take further action to enforce the provisions of this Code.

Posted 4/1/09

The information posted is as of the date indicated and, to our knowledge, was timely and accurate when posted. We are under no obligation to update or remove outdated information other than as required by applicable law or regulation.