SOLESENCE, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

(As amended through March 7, 2025)

Introduction

This Code of Business Conduct and Ethics reflects the commitment of Solésence, Inc. ("Solésence") to maintaining the highest standards of business conduct and ethics. This Code has been adopted to promote ethical conduct and compliance with applicable law, to help avoid conflicts of interest, to provide an avenue for disclosure of any departures from the Code, to deter wrongdoing, and to provide accountability for adherence to the Code.

This Code is applicable to all employees, officers, and directors of Solésence and its subsidiaries (the "Covered Persons"). The Code covers a wide range of business practices and procedures. This Code cannot possibly cover every issue that may arise, but it reflects basic principles of ethical conduct to guide all individuals and to help avoid even the appearance of improper behavior. This Code reflects only a part of our commitment to this standard. The following additional policies of Solésence supplement the Code in certain areas and should be read in conjunction with this Code: the Policy on Insider Trading, Solésence's Confidential Information and Proprietary Rights Agreements and Solésence's Employee Handbook.

The information and policies contained in this Code are subject to change and Solésence expressly reserves the right to modify or terminate any policies or procedures whether or not described in this Code at any time in its sole and unilateral discretion. All Covered Persons are expected to read, understand and comply with the policies in this Code. If you have any questions about whether any conduct may violate this Code, you should consult with your supervisor, in the case of employees, the Compliance Officer, in the case of officers and the Audit and Finance Committee (the "Audit Committee") in the case of executive officers and directors, as further discussed in Section 16.

Those who violate the standards in this Code will be subject to disciplinary action, including termination of employment in the case of an officer or employee of Solésence or any subsidiary, and including, in the case of a director, removal from the Board of Directors.

1. Legal Compliance

All Covered Persons must respect and obey all laws that apply to our business. This includes first, applicable U.S. laws, then any applicable international laws governing our business conduct. While we do not expect you to memorize these laws, all Covered Persons must take an active role in being knowledgeable of all applicable laws and regulations, and you must be able to determine when to seek advice from others. If you have any question as to the applicability of any law, you should talk with your supervisor, in the case of employees, the Compliance Officer, in the case of officers, or the Audit Committee, in the case of executive officers and directors. Disregard of the law will not be tolerated. Violation of applicable law may subject an individual to discipline, up to and including termination, as well as civil or criminal penalties.

2. Insider Trading and Transactions in Solésence Securities

Covered Persons may not transact in Solésence securities when they possess material, non-public information. They also are prohibited from passing on such information to others who might make an

investment decision based on it. Moreover, employees, officers, directors, members of their family[1] and companies controlled by such persons may not transact in Solésence securities with the knowledge of a material fact or material change with respect to Solésence that has not been generally disclosed.

Covered Persons also may not trade in securities of other companies (including customers, suppliers, competitors, or parties to proposed acquisitions or divestitures) about which they learn material, non-public information through the course of their employment or service. Any questions as to whether information is material or has been adequately disclosed should be directed to the Compliance Officer. In order to assist with compliance with laws against insider trading, Solésence has adopted an Insider Trading Policy, which has been distributed to every Covered Person. See Solésence's Insider Trading Policy.

3. Conflicts of Interest

Each Covered Person owes a duty of loyalty to Solésence and must in the performance of his or her duties, put the interests of Solésence ahead of personal interests. Covered Persons are expected to make or participate in business decisions and actions in the course of their association with Solésence based on the best interests of Solésence as a whole, and not based on personal relationships or benefits. A conflict of interest exists when a person's private interest interferes in any way with the interests of Solésence. A conflict situation can arise when a Covered Person takes actions or has interests that may make it difficult to perform his or her work at Solésence objectively and effectively. Conflicts of interest may also arise when a Covered Person, or members of his or her family, receives improper personal benefits as a result of his or her position in Solésence. Even the appearance of a conflict of interest where none actually exists should be avoided.

Factors that may be considered in evaluating a potential conflict of interest include:

- whether a matter may interfere with the job performance or responsibilities of an individual who has access to confidential information;
- any potential adverse or beneficial impact on our business or our relationships with our customers, suppliers or other service providers;
- whether a matter would enhance or support a competitor's position;
- the extent to which a matter would result in financial or other benefit (direct or indirect) to the individual or any of our customers, suppliers or other service providers; and
- the extent to which a matter would reasonably appear improper to an outside observer.

It is not feasible to list all situations which would constitute a conflict with the interests of Solésence. However, the following are examples of situations that may, depending on the facts and circumstances, involve conflicts of interests:

- Any activity that enhances or supports the position of a competitor to the detriment of Solésence, including employment by, affiliation with or service on the board of a competitor.
- Directors, officers, employees or members of their families owning, directly or indirectly, a

[1] Family members include the person's spouse, children, stepchildren, parents, stepparents, brothers, sisters, in-laws, spouse's in-laws, and any person living in the same household as the director, officer or employee.

significant financial interest[2] in any entity that does business, seeks to do business or competes with us. In addition to the factors described above, persons evaluating ownership for conflicts of interest should consider the size and nature of the investment; the nature of the relationship between the other entity and Solésence; the individual's access to confidential information and the individual's ability to influence Solésence decisions. If you contemplate acquiring a significant financial interest of that kind, you must seek Solésence's approval in advance.

- Performing outside work or soliciting such business on Solésence's premises or while working on company time.

- Reporting to, directly supervising or being in a position to influence the hiring, work assignments or evaluations of a family member or someone with whom the individual has a romantic relationship.

- Soliciting or accepting gifts, favors, loans, charitable contributions or preferential treatment from any person or entity that does business or seeks to do business with us. See Section 11 for further discussion of this type of conflict.

- Taking personal advantage of corporate opportunities. See Section 4 for further discussion of this type of conflict.

- Engaging in an independent business venture or performing work or services for another business or organization when that activity prevents such individual from devoting the time or effort to our business which his or her position requires.

- Disclosing our business transactions to your family members or persons who share your household or a business in which you have a significant financial interest. Material related person transactions that may be approved by the Audit Committee and involve any executive officer or director will be publicly disclosed as required by applicable law. See Solésence's Related Person Transaction Approval Policy.

- Political contributions made by Solésence for more than a de minimus amount (as defined by the U.S. Internal Revenue Code), or any political contributions made by Solésence's employees on an involuntary basis.

Covered Persons should avoid any relationship that would cause a conflict of interest with their duties and responsibilities at Solésence. Employees are expected to disclose to Solésence any situations that may involve conflicts of interest affecting them personally or affecting other employees or those with whom we do business. Waivers of conflicts of interest involving executive officers require the approval of the Board of Directors or the Audit Committee. Any Covered Person who becomes aware of a conflict or potential conflict, or who has a question about whether a conflict exists, should bring it to the attention of the Compliance Officer, in the case of employees and officers, or the Audit Committee, in the case of executive officers and directors, or consult the procedures described in Section 16 of this

[2] As a minimum standard, a significant financial interest is an aggregate interest of a director, officer or employee and family members of more than (a) 5% of any class of the outstanding securities of a company, (b) 5% interest in a partnership or association, or (c) 5% of the total direct and beneficial assets or income of such director, officer or employee. A significant financial interest generally will not include an investment representing less than 1% of a class of outstanding securities of a publicly held company.

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4. Corporate Opportunities

You may not take personal advantage of opportunities of which you become aware as a result of your position with Solésence or through your use of corporate property or information, unless authorized by the Compliance Officer, in the case of employees or officers, or the Audit Committee, in the case of executive officers or directors. Even opportunities that are acquired privately by you may be questionable if they are related to our existing or potential lines of business. Participation in an investment or outside business opportunity that is related to our existing or potential lines of business must be pre-approved. You cannot use your position with Solésence or corporate property or information for improper personal gain, nor can you compete with Solésence in any way.

5. Competition and Fair Dealing

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. You should endeavor to respect the rights of and deal fairly with Solésence's customers, suppliers, competitors and employees. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

6. Electronic, Computer and Communication Policy

Purpose

Solésence maintains appropriate computer hardware and software, facsimiles, printers, telephones (including cell phones), voice mail, electronic mail systems and Internet access to assist in conducting Solésence business. These items are intended to be used for communication by employees for legitimate business purposes. The use of any such items should not violate any of Solésence's policies or hamper the productivity of the employee and/or their co-workers.

Property of Solésence; No Right to Privacy

The electronic mail system hardware/software is Solésence property. Electronic messages are public communication and are not private. Solésence reserves the right to review, audit, intercept, access and disclose within Solésence or to law enforcement or other third parties all communications (including text and images) created, received or sent over the electronic mail or Internet system for any purpose without the prior consent of the sender or the receiver. Solésence may advise appropriate officials of any illegal activities.

Content of Messages

Messages distributed over Solésence e-mail addresses should be related to Solésence business and appropriate distribution lists should be used based on the content of the message. The electronic mail or Internet system is not to be used to create any offensive or disruptive messages. Among those that are considered offensive are any messages that contain sexual implications, racial slurs or any other comments that offensively address someone's age, gender, religious or political beliefs, national origin or disability.

Copyrighted and Other Protected Materials

Neither the electronic mail system nor the Internet is to be used to send (upload) or receive (download) copyrighted materials, trade secrets, proprietary financial information or similar materials without prior authorization.

Social Media

Solésence expects Covered Persons to use their personal social media accounts in a responsible way that does not reveal Solésence's confidential information, expose Solésence to reputational risk or legal liability, or otherwise harm Solésence or others. Covered Persons may not represent or speak on behalf of Solésence on their personal social media accounts. Company social media accounts should be lawful, approved by the marketing department and managed responsibly.

7. Full, Fair, Accurate, Timely and Understandable Disclosure

It is Solésence's policy to provide full, fair, accurate, timely and understandable disclosures in all reports and documents that Solésence files with or submits to the Securities and Exchange Commission (the "SEC"), as well as in all other public communications made by Solésence. In furtherance of this policy, the executive officers of Solésence shall design, implement, and amend as necessary, disclosure controls and procedures and internal controls for financial reporting (collectively "Controls and Procedures"). All executive officers, directors and employees shall comply with the Controls and Procedures to promote full, fair, accurate, timely, and understandable disclosures by Solésence.

8. Discrimination and Harassment

We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples include derogatory comments based on racial, ethnic or other protected characteristics and unwelcome sexual advances.

9. Health and Safety

Solésence strives to provide a safe and healthful work environment. Everyone has a responsibility for maintaining a safe and healthy workplace by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. Violence and threatening behavior are not permitted. Employees should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs in the workplace will not be tolerated.

10. Maintenance of Corporate Books, Records, Documents and Accounts; Financial Integrity; Public Reporting

The integrity of our records and public disclosures depends on the accuracy and completeness of the information supporting the entries to our books of account. Making false or misleading entries is strictly

prohibited. Our records serve as a basis for managing our business and are important in meeting our obligations to those with whom we do business. As a result, our books, records and accounts should accurately and fairly reflect our assets, liabilities, revenues, costs and expenses, as well as all transactions and changes in assets and liabilities. We specifically require that:

- no entry be made in our books and records that intentionally hides or disguises the nature of any transaction or any of our liabilities, or misclassifies any transactions as to accounts or accounting periods;
- transactions be supported by appropriate documentation;
- the terms of sales and other commercial transactions be reflected accurately in the documentation for those transactions and all such documentation be reflected accurately in our books and records;
- employees comply with our system of internal controls; and
- no cash or other assets be maintained for any purpose in any unrecorded or "off-the-books" fund.

Our accounting records are also relied upon to produce reports for our management, stockholders and governmental agencies. All individuals share responsibility for maintaining and complying with these required internal controls. Employees who collect, provide or analyze information for or otherwise contribute in any way in preparing or verifying these reports should strive to ensure that our financial disclosures are accurate and transparent and that our reports contain all the information about Solésence that would be important to enable stockholders and potential investors to assess our business, finances and the integrity of our accounting and disclosures. In addition:

- no employee may take or authorize any action that would cause our financial records or financial disclosures to fail to comply with generally accepted accounting principles or applicable law;
- all employees must cooperate fully with our accounting department, as well as our independent public accountants and counsel, candidly respond to their questions and provide them with complete, accurate information; and
- no employee should knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of our reports filed with the SEC or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of our reports accurate in all material respects.

Any employee who becomes aware of any departure from these standards must report his or her knowledge promptly to a supervisor or the Compliance Officer.

Business records and communications often become public, and you should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that could be misunderstood. This applies equally to e-mail, internal memos, and formal reports. Records should always be retained or destroyed according to Solésence's record retention policies. In accordance with those policies, in the event of litigation or governmental investigation please consult the Compliance Officer.

11. Gifts and Entertainment

Business entertainment and gifts are meant to create goodwill and sound working relationships and not to gain improper advantage with customers or facilitate approvals from government officials. Unless express permission is received from the Compliance Officer, in the case of employees or officers, or the Audit Committee, in the case of executive officers and directors, entertainment and gifts cannot be offered, provided or accepted by any employee unless consistent with customary business practices and not (a) more than de minimus value (as defined by the U.S. Internal Revenue Code, Foreign Corrupt Practices Act or other applicable laws), (b) in cash, in stock, or a loan, (c) susceptible of being construed as a bribe or kickback or (d) in violation of any law. This principle, which does not prohibit reasonable customer or prospect entertainment, applies to our transactions everywhere in the world, even where the practice is locally considered "a way of doing business." You may not offer, give, solicit or receive bribes or kickbacks. Under some statutes, such as the Foreign Corrupt Practices Act, these are criminal actions that can lead to prosecution.

The giving of gifts, including meals, entertainment, transportation, and lodging, to officials in the various branches of federal, state or local governments, is restricted by law. Under certain circumstances, giving anything of value to a government official to obtain or retain business or favorable treatment is a criminal act that may subject an individual to prosecution. You should discuss with the Compliance Officer any proposed entertainment or gifts if you are uncertain about their appropriateness.

12. Confidentiality

Consistent with Solésence's Confidential Information and Proprietary Rights Agreements with its employees, all Covered Persons who have received or have access to confidential information must protect the sanctity of this information, except when disclosure is authorized by Solésence or required by law. A detailed definition of the wide range of tangible and intangible proprietary information that is included under "Confidential Information" and your obligations concerning it is provided in the Confidential Information and Proprietary Rights Agreements. You should periodically review your Agreements with Solésence to ensure that you understand and comply with all your confidentiality duties under those Agreements and applicable law. Any questions about whether information is confidential should be directed to the Compliance Officer. Further, Covered Persons are encouraged to contact the Compliance Officer confidentially with any concerns they may have regarding the violation of this policy.

13. Media/Public Discussions

It is our policy to disclose material information concerning Solésence to the public only through specific limited channels to avoid inappropriate publicity and to ensure that all those with an interest in Solésence have equal access to information. All inquiries or calls from the press and financial analysts should be referred to the Compliance Officer or the Chief Executive Officer.

14. Waivers

Any waiver of this Code for executive officers or directors may be authorized only by the Audit Committee and will be disclosed to stockholders as required by applicable law. All other waivers of this Code should be made by the Compliance Officer.

15. Financial Code of Ethics

For purposes of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder, the Financial Code of Ethics (attached to this Code as Addendum A) specifies how our President, CEO, Chief Financial Officer ("CFO"), Chief Accounting Officer and/or Controller or, if no person holds any of such offices, the person or persons performing similar functions (the "Senior Financial Officers") are expected to conduct themselves when carrying out their duties and responsibilities. The Senior Financial Officers shall acknowledge and certify their on-going compliance with such provisions. All employees (including the Senior Financial Officers) and directors of Solésence should carefully review and understand the Financial Code of Ethics.

16. Compliance Standards and Procedures

Compliance Resources

We have designated Laura Riffner, Solésence's current Chief Financial Officer, as the Compliance Officer with responsibility for monitoring compliance with this Code. The Compliance Officer will make periodic reports to the Audit Committee regarding the implementation and effectiveness of this Code. Ms. Riffner is available for any assistance and information. Her telephone number is 630-296-2556 and her e-mail address is lriffner@Solésence.com.

The Compliance Officer is a person to whom you should address any questions or concerns. The Compliance Officer also is responsible for:

- investigating possible violations of this Code;
- training new Covered Persons in Code policies;
- updating the Code as needed and alerting Covered Persons to any updates, with appropriate approval of the Nominating and Corporate Governance Committee, to reflect changes in the law, Solésence's operations and recognized best practices; and
- otherwise helping to promote an atmosphere of ethical conduct.

Your most immediate resource for any matter related to this Code is your supervisor. He or she may have the information you need. If you prefer not to go to your supervisor, you should feel free to discuss your question or concern with the Compliance Officer. If you are uncomfortable speaking with the Compliance Officer, you should contact the Chief Executive Officer or the Chairman of the Audit Committee.

Reporting Violations

If you believe or suspect that a violation of this Code or applicable law has occurred, you must report it immediately to your supervisor or the Compliance Officer. This will enable Solésence to investigate and address any reported problem promptly and effectively. Investigations of matters arising under this Code will be treated with confidentiality to the extent feasible, subject to Solésence's obligations under applicable law.

If you have any concerns regarding questionable accounting, auditing or disclosure practices of Solésence, you may report these concerns directly to Solésence's Audit Committee. You may submit those concerns in a confidential and anonymous manner by mailing them to the following address, marked CONFIDENTIAL:

Chairman of the Audit Committee

Solésence Technologies Corporation
1319 Marquette Drive
Romeoville, Illinois 60446

Solésence will not permit anyone who makes a complaint under this Code or assists in the investigation of any matter arising under the Code to be subjected to coercion, interference or retaliation.

Discipline/Penalties

If an investigation indicates that a violation of the letter or spirit of this Code may have occurred, we will promptly take such action as we believe to be appropriate under the circumstances. Such action may include corrective measures, up to and including termination of employment, or removing a person from his or her position as an officer or director. Covered Persons who have information about a violation and fail to promptly report or correct it also may be subject to disciplinary action. Violation of certain provisions of this Code also may subject an employee, officer or director to civil and criminal liability.

Acknowledgment

I acknowledge that: (1) I have received a copy of Solésence's Code of Business Conduct and Ethics; (2) I have read the Code and I understand all its provisions; (3) I agree to comply with all the provisions of the Code; and (4) I understand what may result if I do not abide by the Code.

Name (Please Print):_____

Signature: _____

Date:_____

SOLÉSENCE TECHNOLOGIES CORPORATION

FINANCIAL CODE OF ETHICS

(As amended through [•], 2025)

This Financial Code of Ethics (this "Financial Code") of Solésence Technologies Corporation (the "Company") was adopted by the Board of Directors of the Company (the "Board") effective as of the date set forth above. This Financial Code sets forth the ethical principles by which the Chief Executive Officer, Chief Financial Officer and Controller or Principal Accounting Officer or, if no person holds any of such offices, the person or persons performing similar functions (the "Senior Financial Officers") are expected to conduct themselves when carrying out their duties and responsibilities. The Senior Financial Officers also must comply with the Company's Code of Business Conduct and Ethics.

The policy of the Company is to comply strictly with all laws governing operations and to conduct its affairs in keeping with the highest moral, legal and ethical standards. In particular, senior executive and financial officers hold an important and elevated role in maintaining a commitment to (i) honest and ethical conduct, (ii) full, fair, accurate timely and understandable disclosure in the Company's public communications and (iii) compliance with applicable governmental rules and regulations.

Honest and Ethical Conduct

In carrying out his/her duties to and responsibilities for the Company, each Senior Financial Officer shall:

1. engage in only honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

2. avoid conflicts of interest by disclosing to the full Board any material transaction or relationship that reasonably could be expected to give rise to such a conflict; and complying with the procedures, limitations, additional disclosure and reporting obligations and other requirements that the Board may establish to mitigate or eliminate the conflict of interest or its effects on the Company;

3. provide full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in other public communications that the Company makes and bring to the attention of the Company's Compliance Officer or Board of Directors any material information of which he or she is aware that affects the disclosures made by the Company in such filings and communications;

4. comply in all material respects with all applicable laws, rules and regulations of national, state, provincial and local governments;

5. act in good faith, responsibly, with due care and diligence, without misrepresenting material facts or allowing his/her independent judgment on behalf of the Company to be subordinated to other interests; and

6. promote ethical behavior by others in the work environment.

Waivers

Consents obtained pursuant to this Financial Code, or waivers of any provision of this Financial Code, shall be made only by the full Board. Persons seeking a waiver should be prepared to disclose all pertinent facts and circumstances, respond to inquiries for additional information, explain why the waiver is necessary, appropriate or in the best interests of the Company and comply with any procedures that may be required to protect the Company in connection with a waiver. If a waiver of this Financial Code is granted, appropriate disclosure will be made promptly in accordance with applicable laws, rules and regulations.

Compliance Procedures

Enforcement of sound ethical standards is the responsibility of every employee, officer and director of the Company. Violations and reasonable suspicions of violations of this Financial Code should be reported promptly to the Board. The reporting person should make full disclosure of all pertinent facts and circumstances, taking care to distinguish between matters that are certain and matters that are suspicions, worries or speculation, since the situation may involve circumstances unknown to the reporting person. The Company does not permit retaliation of any kind for good faith reports of possible ethical violations. Persons making a report knowing it is false or willfully disregarding its truth or accuracy, or engaging in any other bad faith use of the reporting system, are in violation of the Company's Code of Business Conduct and Ethics.

Each employee, officer and director of the Company shall be provided a copy of this Financial Code. Each Senior Financial Officer shall sign a written affirmation acknowledging that such Senior Financial Officer has received and read this Financial Code and understands its contents. The affirmation may be separate from or included within another affirmation or acknowledgment relating to codes of conduct and ethics, employee manuals, handbooks or other materials supplied to Senior Financial Officers. Any employee or director to whom this Financial Code has been provided may be required, from time to time, to sign a written affirmation stating that such person (i) has received and read this Financial Code and understands its contents and (ii) has no knowledge of any violation of this Financial Code that has not been communicated previously to the Board.

Violations

Each person is accountable for his/her compliance with this Financial Code. Violations of this Financial Code may result in disciplinary action against the violator, including counseling, oral or written reprimands, warnings, probation or suspension without pay, demotions, reductions in salary, termination of employment or restitution. Each case will be judged and evaluated on its own merits. In determining what disciplinary action is appropriate in a particular case, the Board of Directors shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the officer in question had been advised prior to the violation as to the proper course of action and whether or not the officer in question had committed other violations in the past. Violations of this Financial Code may also constitute violations of law and may result in civil and criminal penalties.

Amendments

The Board may amend this Financial Code at any time, consistent with the requirements of applicable laws, rule and regulations. Any amendments to this Financial Code must be promptly disclosed in accordance with such requirements.

AFFIRMATION OF RECEIPT AND UNDERSTANDING OF
FINANCIAL CODE OF ETHICS

I hereby affirm, as a Senior Financial Officer of Solésence Technologies Corporation (the "Company"), that I have received and read the Company's Financial Code of Ethics and understand its contents in its entirety. I also affirm and acknowledge that I am wholly responsible and accountable for my compliance with the Financial Code, the Company's Code of Business Conduct and Ethics and all other materials so provided to the Senior Financial Officers of the Company.

By:_____

Name:_____

Title:_____

Date:_____