

## **Amerityre Code of Ethics for Officers, Directors and Employees**

Each officer, director and employee of Amerityre Corporation (the "Company") as determined from time to time by our principal compliance officer, certifies to Amerityre Corporation that he/she will adhere to and advocate the following principles and responsibilities:

To the best of my knowledge and ability:

1. I act with honesty and integrity, avoiding actual or apparent conflicts of interest, in personal and professional relationships.
2. I provide constituents with information that is accurate, complete, objective, relevant, timely and understandable.
3. I comply with rules and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory agencies.
4. I act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing my independent judgment to be subordinated.
5. I respect the confidentiality of information acquired in the course of my work except when authorized or otherwise legally obligated to disclose. Confidential information acquired in the course of my work is not used for personal advantage.
6. I share knowledge and maintain skills important and relevant to my constituents' needs.
7. I proactively promote ethical behavior as a responsible partner among peers in my work environment.
8. I achieve responsible use of and control over all assets and resources employed or entrusted to me.
9. I will report any suspected or known violations of this Code of Ethics to the principal compliance officer of the Company.
10. I am personally accountable for adherence to this Code of Ethics.

Such certification shall be in the form of an executed certification of the foregoing addressed to the Chief Financial Officer of the Corporation in the form attached as Exhibit A.

## Exhibit A

Principal Compliance Officer  
Amerityre Corporation  
1501 Industrial Road  
Boulder City, Nevada 89005

Dear Sir or Madam:

In my role as an officer, director and/or employee of Amerityre Corporation (the "Company"), I hereby certify to you and the Company that I shall, to the best of my knowledge and ability, adhere to and advocate the following principles and responsibilities governing my professional and ethical conduct:

1. I act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
2. I provide constituents with information that is accurate, complete, objective, relevant, timely and understandable.
3. I comply with rules and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory agencies.
4. I act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing my independent judgment to be subordinated.
5. I respect the confidentiality of information acquired in the course of my work except when authorized or otherwise legally obligated to disclose. Confidential information acquired in the course of my work is not used for personal advantage.
6. I share knowledge and maintain skills important and relevant to my constituents' needs.
7. I proactively promote ethical behavior as a responsible partner among peers in my work environment.
8. I achieve responsible use of and control over all assets and resources employed or entrusted to me.
9. I am personally accountable for adherence to this Code of Ethics.
10. I will report any suspected or known violations of this Code of Ethics to you or the principal accounting officer of the Company.
11. All accounting transactions which I am responsible for preparing or reviewing have been completed in a timely and accurate manner in accordance with generally accepted accounting principles. All such transactions have been recorded in the appropriate accounting period and are fully supported by authoritative source documentation which has been provided to the Corporate Accounting Department in accordance with company policy. In addition, I have personally ensured that all accrual accounting entries have been analyzed for completeness, timeliness, and accuracy and have been properly reviewed by an appropriate level of management.
12. Any accounts in the Company's general ledger which I am responsible for either preparing or reviewing (if applicable) reconciliations for, have been completed in accordance with the Company's reconciliation policy in a timely manner. All reconciling items have been properly identified and recorded in the appropriate time period.

Very truly yours,

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Signature Printed Name and Title

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Date