

SANARA MEDTECH INC.
CODE OF ETHICS AND BUSINESS CONDUCT

1. Introduction.

1.1 The Board of Directors of Sanara MedTech Inc., a Texas corporation (together with its subsidiaries, the "**Company**") has adopted this Code of Ethics and Business Conduct (the "**Code**") to:

- (a) promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- (b) promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the "**SEC**") and in other public communications made by the Company;
- (c) promote compliance with applicable governmental laws, rules and regulations;
- (d) promote the protection of Company assets, including corporate opportunities and confidential information;
- (e) promote fair dealing practices;
- (f) deter wrongdoing; and
- (g) ensure accountability for adherence to the Code.

1.2 All directors, officers and employees are required to be familiar with the Code, comply with its provisions and report any suspected violations as described below in Section 10, Reporting and Enforcement.

2. Honest and Ethical Conduct.

2.1 The Company's policy is to promote high standards of integrity by conducting its affairs honestly and ethically.

2.2 Each director, officer and employee must act with integrity and observe the highest ethical standards of business conduct in his or her dealings with the Company's customers, suppliers, partners, service providers, competitors, employees and anyone else with whom he or she has contact in the course of performing his or her job.

3. Conflicts of Interest.

3.1 A conflict of interest occurs when an individual's private interest (or the interest of a member of his or her family) interferes, or even appears to interfere, with the interests of the Company as a whole. A conflict of interest can arise when an employee, officer or director (or a member of his or her family) takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest also arise when an employee, officer or director (or a member of his or her family) receives improper personal benefits as a result of his or her position in the Company. Gifts, entertainment, hospitality, travel and other items of value from suppliers, vendors and other contractors may only be accepted where they are modest, are not cash or cash equivalents, and do not influence business decisions.

3.2 Loans by the Company to, or guarantees by the Company of obligations of, employees or their family members are of special concern and could constitute improper personal benefits to the recipients of such loans or guarantees, depending on the facts and circumstances. Loans by the Company to, or guarantees by the Company of obligations of, any director or executive officer or their family members are expressly prohibited.

3.3 Whether or not a conflict of interest exists or will exist can be unclear. Conflicts of interest should be avoided unless specifically authorized as described in Subsection 3.4.

3.4 Persons other than directors and executive officers who have questions about a potential conflict of interest or who become aware of an actual or potential conflict should discuss the matter with, and seek a determination and prior authorization or approval from, their supervisor. A supervisor may not authorize or approve conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first providing the Principal Executive Officer, (“**PEO**”) with a written description of the activity and seeking the PEO's written approval. If the PEO is involved in the potential or actual conflict, the matter should instead be discussed directly with the Chief Financial Officer, (“**CFO**”).

Directors and executive officers may only seek determinations and prior authorizations or approvals from the Board of Directors.

4. Compliance.

4.1 Employees, officers and directors should comply, both in letter and spirit, with all applicable laws, rules and regulations in the cities, states and countries in which the Company operates. Included in this regard all employees, officers, directors and any third-party sales agent or distributor who conducts business on the Company's behalf shall comply with:

(a) All anti-corruption and anti-bribery laws. The Company prohibits bribes, kickbacks, gifts, illegal payments and any other offer of items of value that may inappropriately influence or reward a customer to order, purchase or use our products and services, whether provided directly or through a third party such as a distributor, customs broker or other agent. Furthermore, under no circumstances will payments or benefits be granted to any person, entity, or government official to facilitate any government, regulatory, or other agency action or inaction in obtaining or retaining business or other benefits.

(b) the Advanced Medical Technology Association (“**AdvaMed**”) Code of Conduct in performing any sales and marketing activity with respect to Company’s products.

4.2 Although not all employees, officers and directors are expected to know the details of all applicable laws, rules and regulations, it is important to know enough to determine when to seek advice from appropriate personnel. Questions about compliance should be addressed to the Compliance Officer.

4.3 No director, officer or employee may purchase or sell any Company securities while in possession of material non-public information regarding the Company, nor may any director, officer or employee purchase or sell another company's securities while in possession of material non-public information regarding that company. It is against Company policies and illegal for any director, officer or employee to use material non-public information regarding the Company or any other company to:

(a) obtain profit for himself or herself; or

(b) directly or indirectly "tip" others who might make an investment decision on the basis of that information.

5. Disclosure.

5.1 The Company's periodic reports and other documents filed with the SEC, including all financial statements and other financial information, must comply with applicable federal securities laws and SEC rules.

5.2 Each director, officer and employee who contributes in any way to the preparation or verification of the Company's financial statements and other financial information must ensure that the Company's books, records and accounts are accurately maintained. Each director, officer and employee must cooperate fully with the Company's Finance Department, as well as the Company's independent public accountants and counsel.

5.3 Each director, officer and employee who is involved in the Company's disclosure process must:

- (a) be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting; and
- (b) take all necessary steps to ensure that all filings with the SEC and all other public communications about the financial and business condition of the Company provide full, fair, accurate, timely and understandable disclosure.

6. Protection and Proper Use of Company Assets.

6.1 All directors, officers and employees should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability and are prohibited.

6.2 All Company assets should be used only for legitimate business purposes. Any suspected incident of fraud or theft should be reported for investigation immediately.

6.3 The obligation to protect Company assets includes the Company's proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business and marketing plans, engineering and manufacturing ideas, designs, databases, records and any non-public financial data or reports. Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties.

7. Corporate Opportunities. All directors, officers and employees owe a duty to the Company to advance its interests when the opportunity arises. Directors, officers and employees are prohibited from taking for themselves personally (or for the benefit of friends or family members) opportunities that are discovered through the use of Company assets, property, information or position. Directors, officers and employees may not use Company assets, property, information or position for personal gain (including gain of friends or family members). In addition, no director, officer or employee may compete with the Company.

8. Confidentiality. Directors, officers and employees should maintain the confidentiality of information entrusted to them by the Company or by its customers, suppliers or partners, except when disclosure is expressly authorized or legally required. Confidential information includes all non-public information (regardless of its source) that might be of use to the Company's competitors or harmful to the Company or its customers, suppliers or partners if disclosed

9. Fair Dealing. Each director, officer and employee must deal fairly with the Company's customers, suppliers, partners, service providers, competitors, employees and anyone else with whom he or she has contact in the course of performing his or her job. No director, officer or employee may take unfair advantage of anyone through manipulation, concealment, abuse or privileged information, misrepresentation of facts or any other unfair dealing practice. Furthermore, each director, officer and employee must comply fully with all applicable antitrust and competition laws.

10. Consultants, Speaker Programs and Speaker Training Meetings. The Company may arrange consulting services with healthcare professionals: to allow the Company to obtain information or advice from medical experts on such topics as the marketplace, products, therapeutic areas and the needs of patients; for research, clinical trials and case studies; and for speaker programs in order to help educate and inform other healthcare professionals about the benefits, risks and appropriate uses of the Company's products. The selection or retention of healthcare professionals as consultants are only to be made based on defined criteria including general medical expertise and reputation, or knowledge and experience regarding a particular therapeutic area. Any compensation or reimbursement made in conjunction with a consulting arrangement shall be reasonable and based on fair market value. The terms of any consulting arrangement must include:

10.1 a written contract specifying the nature of the consulting services to be provided and the basis for payment of those services

10.2 a clearly identified legitimate need for the consulting services to be provided

10.3 a clear criterion for selecting healthcare consultants that is directly related to the identified purpose

10.4 maintenance by the Company of records concerning the services provided by the healthcare professionals

11. Discrimination and Harassment. The Company is an equal opportunity employer and will not tolerate illegal discrimination or harassment of any kind. The Company is committed to providing a workplace free of discrimination and harassment based on race, color, religion, age, gender, national origin, ancestry, sexual orientation, disability, or any other basis prohibited by applicable law. Offensive or hostile working conditions created by such harassment or discrimination will not be tolerated.

12. Health, Safety and Environmental Protection. The Company is committed to managing and operating its facilities in a manner that is protective of human health and safety and the environment. It is our policy to comply with both the letter and the spirit of the applicable health, safety and environmental laws and regulations. Every employee, officer and director is responsible for making safety and health a priority and should comply with applicable workplace safety and industrial hygiene policies, laws, regulations and standards and promptly report any unsafe or hazardous conditions to supervisors.

13. Reporting and Enforcement.

13.1 Reporting and Investigation of Violations.

(a) Actions prohibited by this code involving directors or executive officers must be reported to the Board of Directors.

(b) Actions prohibited by this code involving any other person must be reported to the PEO or CFO.

(c) After receiving a report of an alleged prohibited action, the Board of Directors, the relevant supervisor or the PEO must promptly take all appropriate actions necessary to investigate.

(d) All directors, officers and employees are expected to cooperate in internal investigations of misconduct.

13.2 Enforcement.

(a) The Company must ensure prompt and consistent action against violations of this Code.

(b) If, after investigating a report of an alleged prohibited action by any other person, the relevant supervisor, President or the PEO determines that a violation of this Code has occurred, the supervisor, President or PEO will report such determination to the Board of Directors.

(c) Upon receipt of a determination that there has been a violation of this Code, the Board of Directors or the General Counsel will take such preventative or disciplinary action as it deems appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

13.3 Waivers.

(a) The Board of Directors may, in its discretion, waive any violation of this Code.

(b) Any waiver for a director or an executive officer shall be disclosed as required by SEC and NASDAQ rules.

13.4 Prohibition on Retaliation.

It is the Company's policy not to allow retaliation against any director, officer or employee for reports made by such person in good faith regarding acts of misconduct or suspected violations of this Code.