



CLEARLY CANADIAN BEVERAGE CORPORATION

CODE OF CONDUCT

Application and Purpose

Clearly Canadian Beverage Corporation (the "Company") expects all Directors, Chief Executive Officer (the "CEO"), Chief Financial Officer (the "CFO"), employees, contractors and agents of the Company and its subsidiaries to maintain the Company's commitment to (i) honest and ethical conduct, (ii) full, fair, accurate, timely and understandable disclosure in the Company's public reports and communications, and (iii) compliance with applicable governmental laws, rules and regulations. Accordingly, the Company's Board of Directors has developed and adopted this Code of Conduct with the goal of promoting the highest moral, legal and ethical standards and conduct within the Company.

Honest and Ethical Conduct

While the Company expects honest and ethical conduct in all aspects of the Company's business from all employees, the Company expects the highest possible honest and ethical conduct and integrity from the CEO, CFO and Corporate Controller. These officers must set an example for the Company's employees and the Company expects these officers to foster a culture of transparency, integrity and honesty. Integrity requires adherence to both the form and the spirit of technical and ethical accounting standards and principles.

Conflicts of Interest

Service to the Company should never be subordinated to personal gain and advantage. If any of the officer or employee becomes aware that he or she is in a situation that presents an actual or apparent conflict of interest (i.e., any situation where that individual's private interest or personal gain interferes or appears to interfere with the interests of the Company), or is concerned that an actual or apparent conflict of interest might develop, he or she is required to discuss the matter with the Chairman of the Audit Committee or the Company's Board of Directors for the purpose of developing a means for the ethical handling of that situation.

Disclosure

The CEO, CFO and Corporate Controller, among others, have a supervisory role with respect to the preparation of the Company's reports and documents filed with or submitted to the U.S. Securities and Exchange Commission or the securities commission of any state or province (and any other regulatory authorities, including any stock exchange where the shares of the Company trade or are quoted), as well as the Company's other public communications and are responsible for taking all steps reasonably necessary to cause the disclosure in these reports, documents and other

communications to be full, fair, accurate, timely and understandable. Adequate supervision includes closely reviewing and critically analyzing the financial information to be disclosed, ensuring that proper accounting controls have been applied, that transactions are properly authorized and recorded, and that relevant records have been properly retained. Full, fair and accurate disclosure includes the full reporting of facts, professional judgments and opinions, whether favorable or unfavorable.

Each of the CEO, CFO and Corporate Controller shall promptly bring to the attention of the Audit Committee any information he or she may have concerning (i) significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data, or (ii) any fraud, whether or not material, or any actual or apparent conflicts of interest between personal and professional relationships, involving any management or other employees who have a significant role in the Company's financial reporting, disclosure or internal controls.

In the performance of their duties, the CEO, CFO and Corporate Controller are prohibited from knowingly misrepresenting facts. The CEO, CFO or Corporate Controller will be considered to have knowingly misrepresented facts if he or she knowingly (i) makes, or permits or directs another to make, materially false or misleading entries in financial statements or records; (ii) fails to correct materially false and misleading financial statements or records; (iii) signs, or permits another to sign, a document containing materially false and misleading information; or (iv) falsely responds, or fails to respond, to specific inquiries of the Company's external auditors.

Improper Influence over External Auditor

The CEO, CFO and Corporate Controller are prohibited from directly or indirectly taking any action to interfere with, fraudulently influence, coerce, manipulate or mislead the Company's independent public auditors in the course of any audit of the Company's financial statements or accounting books and records.

Management Override

No employee who exercises supervision or influence over another employee shall direct, request or encourage that other employee to do anything or omit to do anything; the doing of which or the omission of which is contrary to the Code, an other policy, procedure or rule of the Company or any applicable law. Employees are required to immediately report the matter to the Business Ethics Officer any situation in which any person attempts to direct, request or encourage employee to violate the Code, or any Company policy and procedure or any applicable law.

Compliance with Law

It is the Company's policy that all employees will comply with all applicable laws, rules and regulations including The Corruption of Foreign Public Officials Act of Canada and the Foreign Corrupt Practices Act of the United States. It is the personal responsibility of the CEO, CFO and Corporate Controller to adhere to the standards and restrictions imposed by those laws, rules and regulations, and in particular, those relating to

accounting and auditing matters. Each of the CEO, CFO and the Corporate Controller shall promptly bring to the attention of the Audit Committee any information he or she may have concerning evidence of a material violation of securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof, or of a violation of the Company's Code of Conduct.

Facilitation Payments

Except in the exception circumstances listed below, no unlawful or otherwise improper payment or gift is to be made or offered with a view to assisting the Company or its subsidiaries to obtain or retain business, to affect the enactment or enforcement of any laws, or otherwise to obtain favours.

In some countries, public officials may expect "facilitating payments" for performing routine functions. Such payments are illegal and Company personnel may not make them. The only exceptions are "facilitating payments" made to expedite or secure performance by a foreign public official of any act of a routine nature that is part of that person's duties or functions, provided that such payment may not be made to influence a decision to award new business or to continue doing business with a particular party. Examples of "facilitating payments" that may be made in exceptional circumstances are payments for:

- a) passage at a police road block where payment is required to continue a journey;
- b) issuance of a permit, license or other document to qualify a person to do work;
- c) processing of official documents;
- d) provision of services normally offered to the public; and
- e) provision of services normally provided to the public such as police protection, loading/unloading of cargo, protection of commodities from deterioration or scheduling of inspections related to contract performance or transit of goods.

If the Company personnel are required to make any facilitating payment to a public official, the payment and the circumstances must be documented in a written report, which must be delivered to the CEO or its legal counsel.

Accountability

The Board of Directors shall determine, or designate appropriate persons (Business Ethics Officer) to determine, appropriate actions to be taken in the event of violations of this Code of Conduct by the CEO, CFO or Corporate Controller with the goal of deterring wrongdoing and promoting accountability for adherence to this Code of Conduct. Actions may include written notice, censure, demotion or re-assignment, suspension with or without pay or benefits and termination of employment.

Violations of this Code of Conduct may also constitute violations of law and may result in civil and criminal penalties for the violator, the violator's supervisors and the Company. This Code of Conduct was adopted by the Board of Directors of Clearly Canadian Beverage Corporation on the 20th day of Nov, 2007.

Waivers

No waivers of this Code shall be granted to any officer or director of the Company except by the Audit Committee. Any waiver of the Code granted to any officer or director of the Company shall be publicly disclosed in accordance with applicable securities laws and stock exchange rules.

Certification

All employees of the Company are required to sign a Code of Conduct. The CEO, CFO and Controller are required to sign a Code of Conduct on an annual basis. All new employees joining the company shall receive and sign the Code a part of the new hiring process. A copy of the signed Certification (Appendix A) of the Code of Conduct should be kept in the employee's personnel file.



Appendix A

CODE OF CONDUCT

Certification

I _____ hereby certify that I have read, acknowledged and agreed to comply with the Code of Conduct of Clearly Canadian Corporation.

Name: _____

Title: _____

Signature: _____

Date: _____

(Please retain a signed copy of this certification in the employee's personnel file.)