

INSIDER TRADING POLICY

To: All Employees and Directors of Stem Cell Therapy International Inc. and its Subsidiaries

From: Board of Directors

Re: Company Policy Statement Regarding Securities Trades by Company Employees

Because the common stock of Stem Cell Therapy International, Inc. (the “Company”) is publicly traded, there are certain important restrictions and limitations imposed on your ability to trade Company common stock under the federal securities laws. The purchase or sale of Company common stock while aware of material nonpublic information, or the disclosure of material nonpublic information to others who then trade in the Company’s common stock, is prohibited by the federal securities laws. Insider trading violations are pursued vigorously by the SEC and the U.S. Attorneys and are punished severely. While the regulatory authorities concentrate their efforts on the individuals who trade, or who tip inside information to others who trade, the federal securities laws also impose potential liability on companies and other “controlling persons” if they fail to take reasonable steps to prevent insider trading by company personnel.

The Need For a Policy Statement

The Company’s Board of Directors has adopted this Policy Statement both to satisfy the Company’s obligation to prevent insider trading and to help Company personnel avoid the severe consequences associated with violations of the insider trading laws. The Policy Statement also is intended to prevent even the appearance of improper conduct on the part of anyone employed by or associated with the Company (not just so-called insiders). We have all worked hard to establish a reputation for integrity and ethical conduct, and we cannot afford to have that reputation damaged.

The Consequences

The consequences of an insider trading violation can be severe. Company personnel (or their tippees) who trade on inside information are subject to the following penalties:

- A civil penalty of up to three times the profit gained or loss avoided;
- A criminal fine of up to \$1,000,000 (no matter how small the profit); and
- A jail term of up to ten years.

Also, an employee who tips information to a person who then trades is subject to the same penalties as the tippee, even if the employee did not trade and did not profit from the tippee’s trading. The Company and its supervisory personnel, if they fail to take appropriate steps to prevent illegal insider trading, are subject to the following penalties:

- A civil penalty of up to \$1,000,000 or, if greater, three times the profit gained or loss avoided as a result of the employee’s violation; and
- A criminal penalty of up to \$2,500,000 dollars.

An employee's failure to comply with the Company's insider trading policy may subject the employee to Company-imposed sanctions, including dismissal for cause, whether or not the employee's failure to comply results in a violation of law. Needless to say, a violation of law, or even an SEC investigation that does not result in prosecution, can tarnish one's reputation and irreparably damage a career.

Statement of Policy

It is the policy of the Company that no director, officer or other employee of the Company who is aware of material nonpublic information relating to the Company may, directly or through family members or other persons or entities, (a) buy or sell securities of the Company (other than pursuant to a pre-approved trading plan that complies with SEC Rule 10b5-1), or engage in any other action to take personal advantage of that information, or (b) pass that information on to others outside the Company, including family and friends. In addition, it is the policy of the Company that no director, officer or other employee of the Company who, in the course of working for the Company, learns of material nonpublic information about a company with which the Company does business, including a customer or supplier of the Company, may trade in that company's securities until the information becomes public or is no longer material

Transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure) are not exempted from the policy. The securities laws do not recognize such mitigating circumstances, and in any event, even the appearance of an improper transaction must be avoided to preserve the Company's reputation for adhering to the highest standards of conduct.

Blackout Periods. From time to time, the Company's management may determine that, in light of material nonpublic events then affecting the Company, some or all employees and directors should be prohibited from trading Company securities for a specified period of time (a so-called blackout period), even if they are not aware of such material nonpublic events. In this case, the Company's management will notify the selected employees and directors (or all employees or directors, if determined by management) that they are being subjected to a prohibition on trading Company securities for the period of time specified in the notice. It is important to note that the event giving rise to the blackout period will typically not be announced, but all notified persons will nevertheless be required to comply with the blackout period limitations. The blackout period restrictions will be in addition to, and not in lieu of, other restrictions and limitations imposed by this Policy Statement, and the failure of management to designate a person as being subject to a blackout will not relieve that person of the obligation to refrain from trading while aware of material nonpublic information.

Disclosure Of Information To Others. The Company is required under Regulation FD of the federal securities laws to avoid the selective disclosure of material nonpublic information. The Company has established procedures for releasing material information in a manner that is designed to achieve broad public dissemination of the information immediately upon its release. You may not, therefore, disclose information to anyone outside the Company, including family members and friends, other than in accordance with those procedures. You also may not discuss the Company or its business in an internet "chat room" or similar internet-based forum.

Material Information. "Material" information is any information that a reasonable investor would consider important in making a decision to buy, hold, or sell securities. Any information that could be expected to affect the Company's stock price, whether it is positive or negative, should be considered material. Some examples of information that ordinarily would be regarded as material are:

- Projections of future earnings or losses, or other earnings guidance
- Earnings that are inconsistent with the consensus expectations of the investment community
- A pending or proposed merger, acquisition or tender offer

- A pending or proposed acquisition or disposition of a significant asset
- A change in dividend policy, the declaration of a stock split, or an offering of additional securities
- A change in management
- Development of a significant new product or process
- Impending bankruptcy or the existence of severe liquidity problems
- The gain or loss of a significant customer or supplier

Twenty-Twenty Hindsight. Remember, anyone scrutinizing your transactions will be doing so after the fact, with the benefit of hindsight. As a practical matter, before engaging in any transaction, you should carefully consider how enforcement authorities and others might view the transaction in hindsight.

When Information is "Public". If you are aware of material nonpublic information, you may not trade until the information has been disclosed broadly to the marketplace (such as by press release or an SEC filing) and the investing public has had time to absorb the information fully. Information will not be considered fully absorbed by the marketplace until after the second business day after the information is released. If, for example, the Company were to make an announcement on a Monday, you should not trade in the Company's securities until Thursday. If an announcement were made on a Friday, Wednesday would be the first eligible trading day.

Transactions by Family Members. The insider trading policy also applies to your family members who reside with you, anyone else who lives in your household, and any family members who do not live in your household but whose transactions in company securities are directed by you or are subject to your influence or control (such as parents or children who consult with you before they trade in company securities). You are responsible for the transactions of these other persons and therefore should make them aware of the need to confer with you before they trade in the Company's securities.

Stock Option Exercises. The Company's insider trading policy does not apply to the exercise of an employee stock option. The policy does apply, however, to any sale of stock as part of a broker-assisted cashless exercise of an option (if such is permitted by the Company), or any other market sale for the purpose of generating the cash needed to pay the exercise price of an option.

Post-Termination Transactions. The Policy Statement continues to apply to your transactions in Company securities even after you have terminated employment. If you are in possession of material nonpublic information when your employment terminates, you may not trade in Company securities until that information had become public or is no longer material.

Additional Restrictions Applicable to Executive Officers, Directors, and Key Employees

In addition to the restrictions set forth above, persons who serve as directors, executive officers, and key employees of the Company, as well as officers, directors, and key employees of certain subsidiaries of the Company (collectively referred to as "Covered Persons"), are subject to additional restrictions on when they may purchase or sell Company common stock. YOU WILL BE NOTIFIED BY THE COMPANY IF THE COMPANY CONSIDERS YOU TO BE A "COVERED PERSON".

The Company has adopted that policy that all Covered Persons must contact the Company's Chief Financial Officer in advance of making any commitment to purchase (or otherwise acquire) or sell (or otherwise dispose of) Company stock. In addition, a Covered Person is only permitted to purchase or sell Company common stock during four "window periods," provided that the Covered Person is not then in possession of material nonpublic information concerning the Company. These window periods begin on the third business day after the Company's public release of its quarterly or annual results of operations. Each window period lasts for forty-five (45) calendar days. However, even if a Covered Person desires to sell Company common stock during a window period, the Covered Person must still pre-clear the trade with the Chief Financial Officer to ensure that no inadvertent violation of the insider trading laws occurs. Sales outside the window periods may be allowed under certain limited circumstances (such as sales pursuant to a pre-approved trading plan that complies with SEC Rule 10b5-1), provided of course that no material nonpublic information then exists concerning the Company and you pre-clear your transaction with the Chief Financial Officer or Corporate Counsel.

Company Assistance and Certification

Any person who has a question about this Policy Statement or its application to any proposed transaction may obtain additional guidance from the Chief Financial Officer at our main number. Ultimately, however, the responsibility for adhering to this Policy Statement and avoiding unlawful transactions rests with the individual employee. All employees and directors must certify their understanding of and intent to comply with this Policy Statement. A copy of the certification that all employees and directors must sign is included at the end of this memorandum. The signed copy must be returned to human resources, in the Tampa office.

CERTIFICATION

I certify that;

1. I have read and understand the Company's Statement of Policy regarding Securities Trades by Company Personnel. I understand that the Company's Corporate Counsel is available to answer to any question I have regarding the Statement of Policy.
2. I will comply with the Statement of Policy for as long as I am subject to the policy.

Signature: _____

Date: _____

Print name: _____