

CODE OF BUSINESS CONDUCT & ETHICS

Cimetrix Incorporated is dedicated to satisfying its customers through the creation of quality software products accompanied by passionate customer support. Our reputation is built upon honesty and integrity in every aspect of our business, both externally with customers, suppliers and shareholders, as well as internally within Cimetrix. We strive to hire and retain only those individuals with the highest standards of honesty and integrity, who bring those qualities to bear in every aspect of their work at Cimetrix.

We have had corporate policies and procedures regarding ethical standards for many years. However, this is our first formal Code of Business Conduct & Ethics. While this is an important step for Cimetrix, we also believe that honesty and integrity do not come from reading a manual. We believe that the best method of ensuring the highest ethical standards within Cimetrix is the presence of a corporate culture, from the top to the bottom of our organization, that consistently re-enforces our corporate values and demands the highest standards of honesty and integrity in everything that we do.

Robert H. Reback
President and Chief Executive Officer

CIMETRIX INCORPORATED

CODE OF BUSINESS CONDUCT & ETHICS

June 30, 2004

INTRODUCTION

Purpose

The Board of Directors of Cimetricx Incorporated (“Cimetricx”) has adopted this Code of Business Conduct and Ethics to aid Cimetricx’s directors, officers and employees in making ethical and legal decisions when conducting Cimetricx’s business and performing their day-to-day duties.

Cimetricx’s Board of Directors, directly or through a committee, is responsible for administering this Code. The Board of Directors has delegated day-to-day responsibility for administering and interpreting this Code to a Compliance Officer. The Chief Financial Officer of Cimetricx has been appointed Cimetricx’s Compliance Officer under this Code.

Cimetricx expects its directors, officers and employees to exercise reasonable judgment when conducting Cimetricx’s business. Cimetricx encourages its directors, officers and employees to refer to this Code frequently to ensure that they are acting within both its letter and spirit of the Code. Cimetricx also understands that this Code will not specifically address every situation encountered or concern that may be had with regard to conducting Cimetricx’s business ethically and legally. In these situations, or if you ever have questions or concerns about this Code, Cimetricx encourages each director, officer and employee to speak with his or her supervisor or with our Compliance Officer.

Contents of this Code

This Code has three main sections following this Introduction. The first section, “*Standards of Compliance*”, contains the guidelines that our directors, officers and employees are expected to adhere to in the conduct of Cimetricx business. The second section, “*Compliance Procedures*”, contains specific information about how this Code functions, including who administers the Code, who can provide guidance under the Code and how violations may be reported, investigated and enforced. The third section, “*Waivers and Amendments*”, describes the procedures for making any waivers or amendments to the Code.

Other Obligations

Cimetrix's directors, officers and employees generally have other legal and contractual obligations to Cimetrix, including, but not limited to, Cimetrix's Employee Confidential Disclosure Agreement, Employee Invention and Copyright Agreement, Employee Non-competition Agreement and/or other employee agreements that may be applicable. This Code is not intended to reduce or limit the other obligations that our directors, officers and employees may have to Cimetrix. Rather, the standards in this Code should be viewed as the *minimum standards* that Cimetrix expects from its directors, officers and employees in the conduct of Cimetrix's business. In addition, this document adds to, and does not replace, the Cimetrix Employee Handbook, which covers certain policies and procedures of our company.

STANDARDS OF COMPLIANCE

Conflicts of Interest

Cimetrix recognizes and respects the rights of its directors, officers and employees to be involved in activities outside the workplace which they deem proper and desirable, provided that these outside activities do not interfere with or impair their duties to Cimetrix or their ability to act in Cimetrix's best interests. Cimetrix deems it important that each of its directors, officers and employees deal with customers, suppliers and others doing business with Cimetrix in a manner that avoids situations that may create or appear to create a conflict between their personal interests and the interests of Cimetrix. This policy applies equally to business relationships and personal activities, and also extends to members of immediate families.

A “conflict of interest” occurs when a director’s, officer’s or employee’s personal interest interferes or conflicts with Cimetrix's interests. Conflicts of interest may arise in many situations. Each individual’s situation may be different and, in evaluating his or her own situation, a director, officer or employee will have to consider several factors. The following examples, although not intended to be all-inclusive, demonstrates conduct that may create conflicts of interest:

- Seeking or accepting a gift or loan from a current or potential customer, supplier or competitor of Cimetrix.
- Owning a financial interest in, or serving as an employee, consultant, or in any other business capacity with, any customer, contractor, supplier, vendor or competitor of Cimetrix or anyone seeking to do business with Cimetrix. Before accepting any consulting or freelance work, employees should discuss the work with Cimetrix's Human Resource Department or the Compliance Officer.
- Entering into intimate, romantic or sexual relationships with another Cimetrix employee, or individuals associated with Cimetrix's customers, contractors, suppliers, vendors or anyone else doing business with Cimetrix (whether actual or potential) in an effort to improperly influence a decision by that person.
- Serving as an intermediary for the benefit of a third party in transactions involving Cimetrix.
- Using confidential information relating to Cimetrix or other corporate assets for personal profit, conducting business for another enterprise during our normal business hours, or using Cimetrix's property to conduct business for another enterprise.
- Taking personal opportunities that are discovered through performing your duties for Cimetrix or the use of Cimetrix's property, information or position for personal gain.

- Competing with Cimetrix or interfering with its business or customer relationships.

If a conflict of interest, appearance of a conflict of interest, or a question regarding a potential conflict of interest develops, an employee must immediately report the matter to either his supervisor or the Compliance Officer. The supervisor or Compliance Officer may notify Cimetrix's executive management and/or the Audit Committee of the Board of Directors as he or she deems appropriate to determine what actions need to be taken to eliminate the conflict of interest. Actual or potential conflicts of interest involving a director or executive officer should be disclosed in writing directly to the Chairman of the Audit Committee of the Board of Directors.

Compliance with Laws, Rules and Regulations

Cimetrix seeks to conduct its business in compliance with applicable laws, rules and regulations. It is Cimetrix's policy to abide by the national and local laws in each country and community in which we do business. Cimetrix deems it important that none of its directors, officers or employees engage in any unlawful activity while conducting business or in performing his or her day-to-day company duties, nor that any such person instruct others to do so.

No officer, director or employee may offer improper payments when acting on behalf of Cimetrix. Cimetrix's funds may not be used to make payment or provide anything of value, directly or indirectly, in money, property, services or any other form in violation of applicable laws, or to a government official, political party or candidate for political office to induce the recipient to:

- Exert influence to assist Cimetrix in obtaining or retaining business or secure any advantage; or
- Commit any act in violation of a lawful duty or otherwise influence an official act.

Cimetrix is committed to conducting business in compliance with laws related to the national security of the United States and related laws concerning importing and exporting of products and services.

Protection and Proper Use of Cimetrix's Assets and Information

Safeguarding Cimetrix assets is the responsibility of all of its directors, officers, employees, and representatives. Loss, theft or misuse of Cimetrix's assets has a direct impact on its business and profitability. Employees, officers and directors are expected to protect Cimetrix's assets that are entrusted to them and to protect Cimetrix's assets in general. These assets include not only physical property such as plant, equipment, inventory, cash, office equipment, supplies, and information systems, but also includes intangible property such as customer lists and information, vendor information, business methods, software, patents, trademarks, copyrights and other proprietary information and know-how.

Employees, officers and directors are also expected to take steps to ensure that Cimetrix's assets are used only for legitimate business purposes. Each individual is expected to use Cimetrix's assets according to all of its policies and procedures, comply with security programs that help prevent their unauthorized use or theft, and abide by all regulations or contractual agreements governing their use.

Corporate Opportunities

Employees, officers and directors owe a duty to Cimetrix to advance its legitimate business interests when the opportunity to do so arises. Each employee, officer and director are expected to refrain from:

- Diverting to himself or herself or to others any opportunities that are discovered through the use of Cimetrix's property or information or as a result of his or her position with Cimetrix.
- Using Cimetrix's property or information, or his or her position, for improper personal gain.
- Competing with Cimetrix, as described in the Employee Non-competition Agreement executed by all employees.

Confidentiality

“Confidential Information” includes all non-public information that might be of use to competitors or harmful to Cimetrix or its customers or business partners if disclosed. Employees, officers and directors are expected to protect from disclosure or misuse all Confidential Information pertaining to Cimetrix as described in the Employee Confidential Disclosure Agreement or other appropriate confidential disclosure agreement, which includes, but is not limited to, proprietary technical data, software source code, new product developments, strategies, customer identification and data, competitive position, marketing plans and strategies, product cost information, and financial information.

Confidential Information generated and gathered in Cimetrix's business is critical to its business success, prospects for growth and ability to effectively compete. Employees, officers and directors are expected to use Confidential Information solely for legitimate company purposes, and to not disclose or distribute such Confidential Information, except when disclosure is authorized by Cimetrix or required by applicable law, rule or regulation or pursuant to an applicable legal proceeding. Employees, officers and directors must return all of Cimetrix's Confidential Information in their possession to Cimetrix when they cease to be employed or to otherwise be affiliated with Cimetrix.

Those employees, officers and directors with access to material non-public information about Cimetrix that could affect the price of its securities, such as financial

results, pending transactions or contracts, business strategies, or new products are prohibited by law and by Cimatrix's policies from trading in Cimatrix's securities or the securities of other affected companies, and from disclosing any such information to others until the information has been disclosed to the public and disseminated in the market according to Cimatrix's Insider Trading Policy and applicable law. All employees, officers and directors should refer to and comply with the terms of Cimatrix's Insider Trading Policy Agreement that they have signed.

Further, Cimatrix considers the components of each employee's compensation package as Confidential Information. Any employee found discussing his or her salary, stock option agreements, bonuses, commission plans, and/or profit sharing contributions – or that of any other employee – with anyone other than his or her manager or a representative of the Human Resources Department, may be subject to disciplinary action, up to and including termination of employment.

Employees, officers and directors should also refer to their Employee Confidential Disclosure Agreement, Employee Invention and Copyright Agreement, Employee Non-competition Agreement and/or other employee agreements with respect to policies that may be applicable.

Fair Dealing

Employees, officers and directors should endeavor to deal ethically and lawfully with Cimatrix's customers, suppliers, competitors and employees in all business dealings on Cimatrix's behalf. Competing vigorously, yet lawfully, with competitors and establishing advantageous, but fair, business relationships with customers and suppliers, are key to Cimatrix's long-term success. No employee, officer or director should take unfair advantage of another person in business dealings on Cimatrix's behalf through the abuse of privileged or confidential information or through improper manipulation, concealment or misrepresentation of facts.

When it is necessary to engage the services of an individual or firm to consult for or otherwise represent Cimatrix, such representatives should be made aware of this Code and Cimatrix will seek to inform these representatives of the responsibility to act on behalf of Cimatrix consistent with this Code.

Accuracy of Records

The integrity, reliability and accuracy in all material respects of Cimatrix's books, records and financial statements are fundamental to Cimatrix's business reputation and future business success. Cimatrix's financial, accounting, and other reports and records are required to accurately and fairly reflect the results of operations and financial condition of Cimatrix in reasonable detail, and in accordance with generally accepted accounting principles, policies and procedures approved by Cimatrix, and applicable government regulations, including the following:

- Internal accounting and financial controls and disclosure controls should be followed to assure that financial and other reports are accurately and reliably prepared and fully and fairly disclose pertinent information.
- Transactions by Cimatrix are to be executed only in accordance with management's authorization.
- Cimatrix's financial accounts should be reconciled on a regular basis in accordance with the applicable accounting controls.
- Cimatrix prohibits false or misleading entries in its financial books and records for any reason, and employees, officers and directors are prohibited from creating any false or artificial documentation for any transaction entered into by Cimatrix.
- Employees and officers who have responsibility for accounting and financial reporting matters have a responsibility to accurately record all funds, assets and transactions in Cimatrix's and records.

Quality of Public Disclosures

Cimatrix is committed to providing its shareholders with timely, complete and accurate information concerning its results of operations and financial condition in accordance with the securities laws of the United States. It is Cimatrix's policy that the reports and documents filed with the Securities and Exchange Commission, its earnings releases, and similar public communications made by Cimatrix, include fair, timely and understandable disclosures.

Officers and employees who are responsible for these filings and disclosures, including Cimatrix's principal executive, financial and accounting officers, should exercise reasonable judgment and perform their responsibilities honestly, ethically and objectively, in order to ensure that this disclosure policy is fulfilled.

COMPLIANCE PROCEDURES

Communication of Code

All directors and employees will be supplied with a copy of this Code upon beginning service with Cimetricx. Updates of this Code will be provided from time to time. A copy of the Code is also available to all directors and employees by request to the Human Resources department, and may be viewed by accessing our website at www.cimetricx.com.

Monitoring Compliance and Disciplinary Action

Cimetricx's management, under the supervision of its Board of Directors or a committee thereof or, in the case of accounting, internal accounting controls, or auditing matters, the Audit Committee, shall take reasonable steps from time to time to (i) monitor compliance with this Code, and (ii) when appropriate, impose and enforce appropriate disciplinary measures for violations of this Code.

Disciplinary measures for violations of this Code may include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension with or without pay, demotions, reductions in salary, termination of employment or service, and restitution.

Cimetricx's management shall periodically report to the Board of Directors or a committee thereof on these compliance efforts including, without limitation, periodic reporting of alleged violations of this Code and the actions taken with respect to any such violation.

Reporting Concerns/Who to Contact?

Any questions, concerns or compliance problems should be immediately reported to your supervisor or Human Resources representative. However, if you have a reason to believe there has been a serious violation of this Code or any law or regulation applicable to our business, you are required to bring the matter directly and immediately to the attention of our Chief Financial Officer, who has been designated as the Compliance Officer for Cimetricx, with responsibility to work with Cimetricx management to administer this Code and in reviewing, processing and resolving all reports of actual or perceived violations.

You are also free at any time to bring issues directly to the Audit Committee of Cimetricx's Board of Directors. In particular, any concern you have concerning Cimetricx's accounting, auditing, and internal controls and disclosure practices or compliance with applicable laws should be disclosed to the Audit Committee of our

Board of Directors. Scott Chandler, a member of our Board of Directors and Chairman of the Audit Committee, can be contacted:

- via e-mail directly at Sccor@aol.com
- via phone directly at (303) 888-0132
- via U.S. mail to Mr. Scott Chandler, care of the following address:

Cimetrix, Inc.
6979 South High Tech Drive
Salt Lake City, UT 84047-3757

Only Mr. Chandler, the other independent members of Cimetrix's Audit Committee and the Cimetrix Compliance Officer will have immediate access to these communications.

Cimetrix will endeavor to maintain the confidentiality of employees reporting actual or perceived violations. However, we may find it necessary during any investigation to share information with others, including law enforcement or regulatory agencies. Also, there may be circumstances where information must be discussed with other employees, disclosed to government agencies or in response to litigation, or otherwise disclosed under applicable laws or in documents we file with the Securities and Exchange Commission or other regulatory authorities.

If you make a report about possible violations, please state clearly why you think there is a violation and provide information necessary to conduct a proper review of the reported matter, including as much as detail as possible. Without specific and detailed information, it may not be possible to investigate a matter properly and Cimetrix may be required to close an investigation for lack of sufficient information.

Cimetrix does not tolerate resistance or retaliation of any kind against anyone for reporting an actual or potential violation of this Code.

WAIVERS AND AMENDMENTS

No waiver of any provisions of this Code for the benefit of a director or an executive officer shall be effective unless (i) approved in writing by the Board of Directors, and (ii) if applicable, such waiver is promptly disclosed in accordance with applicable United States securities laws and/or the rules and regulations of the exchange or market system on which Cimetricx's shares are traded or quoted.

Any waivers of this Code for other employees may be made by the Compliance Officer or the Board of Directors.

All amendments to this Code must be approved by the Board of Directors or a committee thereof and, if applicable, must be promptly disclosed to Cimetricx's shareholders in accordance with applicable United States securities laws and/or the rules and regulations of the exchange or system on which Cimetricx's shares are traded or quoted.