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Subject: Code of Business Conduct and Ethics
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Introduction

This Code of Business Conduct and Ethics (the “Code”) is the guide to ethical and lawful conduct in the daily business of the Company’s operating entities. This Code applies to all directors, officers, employees and consultants (collectively referred to as employees) of the Company.

No employee shall violate laws or regulations, or undertake unscrupulous dealings.

Conflicts of Interest

A conflict of interest occurs when an employee’s private interest interferes, or appears to interfere, in any way with the interests of the Company. It is not always easy to determine whether a conflict of interest exists, so any potential conflicts of interest must be reported to the President.

A conflict situation can arise when an employee takes actions or has interests that may make it difficult to perform his or her work effectively. Conflicts of interest also arise when an employee or a member of his or her family receives improper personal benefits (such as loans or loan guarantees) as a result of his or her position with the Company. Conflicts of interest may also arise when an employee or member of his or her family hold an interest in an organization which enters into transactions of any kind with the Company. Minor interest (below 5%) in a publicly traded issuer that enters into transactions with the Company is excluded.

Activities that could lead to conflicts of interest are prohibited unless specifically approved in advance by the Board of Directors of the Company.

Corporate Opportunities

Employees are prohibited from taking for themselves opportunities or personal gain that arises through the use of corporate property or information. Employees are also prohibited from competing with the Company.

Confidentiality

Employees must maintain the confidentiality of corporate information except when disclosure is authorized or legally mandated. It includes information that partners, suppliers, and customers have entrusted to the Company.

The obligation to preserve confidential information continues after one leaves the Company.

Protection and Proper Use of The Company Assets

All employees should endeavor to protect our assets and ensure their efficient use. Any suspected incidents of fraud or theft should be immediately reported.

Our assets, such as funds or computers may only be used for legitimate business purposes or other purposes approved by management. Our assets may never be used for illegal purposes.

The obligation to protect our assets includes proprietary information; such as, financial information, business plans and employee information. The obligation to preserve proprietary information continues after one leaves the Company.

External Communications

The Company's Disclosure Policy designates certain individuals to speak on behalf of the Company for purposes of communicating with the investment community, regulators, and the media.

From time to time employees may be contacted by government representatives or legal counsel representing other companies, government agencies or individuals in connection with investigations that govern the Company, its employees or suppliers. While the Company cooperates with all reasonable requests from government agencies and authorities, all requests for information (other than what is provided on a routine basis) should be reported to the President immediately. An employee who is contacted should refer the person making the request to the President. Likewise, if an employee receives a subpoena or other request to testify or produce documents, a copy of the subpoena or request should be forwarded immediately to the President.

All information provided should be truthful and accurate. Employees must never mislead any investigator and must never modify or destroy documents or records in response to an investigation.

Insider Trading

Insider trading is unethical and illegal. Employees are not allowed to trade in securities of a public issuer while in possession of material non-public information regarding such public issuer. It is also illegal to "tip" or pass on material non-public information to any other person.

The Company has Insider Trading and Reporting Guidelines, which set out the obligations of employees in respect of trading, including pre-defined periods of time during which trading is not permitted.

Fair Dealing

Employees should endeavor to deal fairly with the Company's partners, suppliers, competitors, and employees. No employee should take unfair advantage of anyone through illegal conduct, manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

Contractor and supplier relationships must be conducted in a fair, equitable, and ethical manner consistent with this Code, applicable laws and good business practices. The Company promotes competitive procurement and evaluates suppliers' products and services on the basis of technical expertise, quality, reliability, service, price, delivery and other relevant objective factors. The Company prohibits employees from making purchasing decisions based on the opportunity for personal financial gain.

Applicable laws and our standards of appropriate business conduct require that employees legally obtain information on competitors, suppliers, etc. Use of proprietary or confidential information acquired during prior employment or from partners or potential partners is prohibited when doing so would violate a contractual obligation such as a confidentiality agreement or professional standard is prohibited.

Compliance with Laws, Rules and Regulations

Compliance with laws, rules and regulations including environmental, health and safety laws and regulations is required.

Discrimination and Harassment

We are committed to providing equal opportunity in all aspects of employment. Abusive, harassing or offensive conduct of any type is unacceptable, whether verbal, physical or visual. It is the responsibility of each employee to maintain a work environment free of discrimination and harassment and to report any situation that the employee believes may be workplace discrimination or harassment to the President.

Safety and Health

The Company and its employees are both responsible for maintaining a safe workplace by following safety and health rules and practices, and keeping our workplaces free from hazards. Employees should report any accidents, injuries, unsafe equipment, practices or conditions immediately to the President. If at any time an employee feels that there is a safety risk, the employee has the right to stop work and report the safety risk.

Employees must report to work free from the influence of any substance that could prevent them from conducting work activities safely and effectively.

Accuracy of Financial Records and Reporting

Employees have a responsibility within their area of responsibility to ensure that our accounting records do not contain any false or intentionally misleading entries. All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.

Employee expenses accounts should be used only to reimburse employees for items and activities that are purchased in furtherance of our business. Each employee must submit an accurate expense report of the money spent for this purpose.

Use of E-Mail and Internet Services

E-mail and internet services should be used for company business only. Violation of this policy may result in disciplinary action.

Your messages (including voice mail) and computer information are considered the Company's property and you should not have any expectation of privacy.

Political Activities and Contributions

We respect and support the right of our employees to participate in political activities. However, these activities should be conducted on your personal time and should not involve the use of Company resources such as telephones, computers or supplies. Employees will not be reimbursed for personal political contributions.

We may occasionally express our views on local and national issues that affect our Company. In such cases, our funds and resources may be used, but only when permitted by law and authorized by the President. We may also make contributions to political parties or candidates in jurisdictions where it is legal and customary to do so. We may pay related administrative and solicitation costs for political action committees formed in accordance with applicable laws and regulations. No employee may make or commit to political contributions on behalf of the Company unless authorized by the President.

Gifts and Entertainment

Business gifts and entertainment are customary courtesies designed to build goodwill among business partners. Offering or receiving any gift, gratuity or entertainment that might compromise (or appear to compromise) your ability to make objective and fair business decisions should be avoided. The same rules apply to employees offering gifts and entertainment to our business associates.

The value of gifts should be nominal, both with respect to frequency and amount. Gifts that are repetitive may be perceived as an attempt to create an obligation to the giver and are therefore inappropriate. Business entertainment should be moderately scaled and intended only to advance business goals.

Strict rules apply when we do business with governmental agencies and officials. Due to the sensitive nature of these relationships, discuss with the President before offering or making any gifts or hospitality to governmental employees and officers.

Reporting Illegal or Unethical Behavior / Investigations / Disciplinary Action

We have a strong commitment to conduct our business in a lawful and ethical manner. Employees are encouraged to talk to the President when in doubt about the best course of action in a particular situation and to report violations of laws, rules, regulations or this Code.

If a possible Code violation is reported, the Company will promptly conduct a confidential investigation. The Company will not identify the person(s) who reported the possible Code violation unless it is necessary for completing the investigation.

The process for reporting violations of the Code is outlined in the Company's Whistleblowing Policy and Procedures.

It is a violation of this Code to retaliate against or take other adverse actions against those who report a possible Code violation in good faith.

This Code is intended to help employees conduct themselves in a manner consistent with our values. Employees may face disciplinary action if they:

- Violate this Code.
- Encourage or help other employees to violate this Code.
- Fail to report a violation of this Code.
- Retaliate against any employee who reports a possible Code violation in good faith.
- Fail as a director or officer to take appropriate steps to ensure compliance with this Code.

Management has the discretion to determine the level and type of disciplinary action that is appropriate in any given circumstance.

Waivers of the Code of Business Conduct and Ethics

Any waiver of this Code will be made only by the HR and Governance Committee and will be promptly disclosed as required by applicable laws.

Compliance Procedures

This Code cannot, and is not intended to, address all of the situations you may encounter. There will be occasions where you are confronted by circumstances not covered by policy or procedure and where you must make a judgment as to the appropriate course of action. In those circumstances we encourage you to use your common sense or to contact the President.

If you do not feel comfortable discussing the matter with the President, you may follow the process outlined in the Company's Whistleblowers Policy and Procedures.

All employees are expected to comply with this Code as a term and condition of their employment.

Approval of Code of Business Conduct and Ethics

“Clifford M. James”

Clifford M. James, President and CEO

“Jan Horejsi”

Jan Horejsi, Director