

## Appendix "D"

### CONIFEX TIMBER INC.

#### CODE OF BUSINESS CONDUCT AND ETHICS

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##### **Purpose**

The Board of Directors (the "**Board**") of Conifex Timber Inc. ("**Conifex**" or the "**Company**") has adopted this Code of Business Conduct and Ethics (the "**Code**"). The Code applies to Conifex's Chief Executive Officer, President, Chief Financial Officer, and all other executive officers (collectively, the "**Officers**"), to all other employees of Conifex and its subsidiaries, and to the members of the Board (the "**Directors**"). The Code is designed to deter wrongdoing and to promote: (i) honest and ethical conduct; (ii) avoidance of conflicts of interest; (iii) full, fair, accurate and timely disclosure in Conifex's public filings with the Canadian Securities regulatory authorities and such other regulatory authorities as the Company may be required to file with (the "**Commissions**"); (iv) compliance with applicable governmental laws, rules and regulations; (v) prompt internal reporting to the Board or a committee of the Board of violations of the Code; and (vi) accountability for adherence to the Code.

The Board believes the Code should be an evolving set of guidelines, subject to alteration as circumstances warrant. Any modification to or waiver of the Code may be made only by the Board, will be promptly disclosed as required by applicable laws and regulations.

Those who violate the standards in the Code will be subject to disciplinary action, which may include loss of pay, termination, referral for criminal prosecution and reimbursement to the Company or others for any losses or damages resulting from the violation. If you are in a situation which you believe may violate or lead to a violation of this Code, you must inform the Audit Committee of the Board as soon as practicable.

##### **Ethical Principles**

Each Director, Officer and employee is expected to conduct his or her affairs with honesty and integrity, and is required to adhere to the highest ethical standards in carrying out his or her duties on behalf of the Company. Directors, Officers and employees are expected to be honest and ethical in dealing with each other, clients, vendors and third parties. All Directors, Officers and employees' actions must be free from illegal discrimination, libel, slander or harassment. Each person must be accorded equal opportunities in compliance with applicable law.

##### **Conflicts of Interest**

All of us must be able to perform our duties and exercise judgment on behalf of Conifex without influence or impairment, or the appearance of influence or impairment, due to any activity, interest or relationship that arises outside of work. Put more simply, when our loyalty to Conifex is affected by actual or potential benefit or influence from an outside source, a conflict of interest exists. We should all be aware of any potential influences that impact or appear to impact our loyalty to Conifex. In general, we should avoid situations where our personal interests conflict, or appear to conflict, with those of Conifex.

Any time you believe a conflict of interest may exist, Officers and Directors must disclose the potential conflict of interest in writing to their supervisor and to the Audit Committee. Employees can disclose their actual or apparent conflicts of interest to their supervisors or managing directors. Any activity that is approved, despite the actual or apparent conflict, must be documented. A potential conflict of interest that involves an Officer must be approved in writing by the Audit Committee.

It is not possible to describe every conflict of interest, but some situations that could cause a conflict of interest include:

- doing business with family members, including your spouse, parents, children, siblings and in-laws;
- having a financial interest in another company with whom Conifex does business;
- managing your own business;
- serving as a director of another business;
- being a leader in some organizations; and
- diverting a business opportunity from Conifex to another company.

#### *Employing Friends and Relatives*

Employing relatives or close friends who report directly to you may also be a conflict of interest. Although our company encourages employees to refer candidates for job openings, employees who may influence a hiring decision must avoid giving an unfair advantage to anyone with whom they have a personal relationship. In particular, you should not hire relatives or attempt to influence any decisions about the employment or advancement of people related to or otherwise close to you, unless you have disclosed the relationship as provided herein and the decision has been approved.

#### *Ownership in Other Businesses*

Investments can cause a conflict of interest. In general, you and your family members should not own, directly or indirectly, a significant financial interest in any company that does business with Conifex or seeks to do business with Conifex or in any of our competitors.

#### *Service on Boards*

Serving as a director of another corporation may create a conflict of interest. Being a director or serving on a standing committee of some organizations, including government agencies, also may create a conflict. Before accepting an appointment to the board or a committee of any organization whose interests may conflict with Conifex's interests, you must discuss it with and obtain written approval from the Audit Committee. This rule does not apply to non-employee Directors.

## **Public Filings and Communications**

The Officers are responsible for ensuring full, fair, accurate, timely and understandable disclosure in the reports and documents that the Company files with the Commissions and in the Company's other public communications (collectively, "**Reports**"). However, if you are requested to provide information to be included in, or to participate in the preparation of, Reports, you are responsible for providing such information and preparing such Reports in a manner that will help to ensure full, fair, accurate, timely and understandable disclosure.

## **Accounting, Recordkeeping and Personal Transactions**

Conifex requires honest and accurate recording and reporting of information in order to make responsible business decisions. All Conifex books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect Conifex's transactions and must conform both to applicable legal requirements and to Conifex's system of internal controls. Unrecorded or "off-the-books" funds or assets should not be maintained unless permitted by applicable law or regulation and approved by Conifex's Audit Committee.

Many employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your supervisor or the accounting department.

Business records and communications often become public. Avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of people and companies in all e-mail, internal memos and reports. Records should always be retained or destroyed according to Conifex's record retention policies. In accordance with those policies and in the event of litigation or governmental investigation, please consult the Audit Committee or the Company's counsel for instructions.

If you suspect misconduct, irregularity, or other questionable matters regarding accounting, internal accounting controls or auditing matters, immediately contact your supervisor, or counsel or the Audit Committee.

## **Relations with Auditors**

None of us shall directly or indirectly attempt to coerce, influence, manipulate, or mislead any of the Company's independent or internal financial staff or auditors in connection with the preparation of the Company's financial statements. This prohibits not only threats, bribery and blackmail, but also offering non-bribe financial incentives such as future employment or engagements and providing misleading information or analysis. If you become aware of any such attempt, promptly report it in writing to the Audit Committee.

## **Compliance with Laws, Rules and Regulations**

Obeying the law is the foundation on which Conifex's ethical standards are built. All Directors, Officers and employees must respect and obey the laws, rules and regulations of the jurisdictions in which Conifex operates. Although not all employees are expected to know the details of these laws, it is important to know enough to determine when to seek advice from supervisors,

managers, counsel or other appropriate personnel. If an employee suspects misconduct, he or she may anonymously report it to supervisors, managers, counsel or the Audit Committee.

### **Insider Trading**

Confidential information is the Company's property and you may not improperly use it for your personal benefit. Directors, Officers and employees who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of Conifex's business. All non-public information about Conifex or its customers should be considered confidential information. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is both unethical and illegal. Conifex will fully cooperate with any investigation by the Commissions or other law enforcement authorities regarding the misuse of Conifex's confidential information.

### **Corporate Opportunities**

You may not take for yourself business opportunities discovered through the use of Conifex's property, information, or position, and you may not use Conifex's property or information or your position for personal gain. Directors, Officers and employees owe a duty to Conifex to advance Conifex's legitimate interests when the opportunity to do so arises.

### **Discrimination and Harassment**

Conifex's long-standing policy is to offer fair and equal employment opportunity to every person regardless of age, race, color, creed, religion, disability, marital status, sex, sexual orientation, national origin, or other legally protected status, as required by law. Conifex seeks to provide a work environment that is free from intimidation and harassment based on any of these characteristics and Conifex specifically prohibits such intimidation and harassment.

### **Health and Safety**

Conifex strives to provide each employee with a safe and healthy work environment. Each employee is responsible for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting incidents, injuries and unsafe equipment, practices or conditions. Violence and threatening behavior are never permitted for any reason. Employees must report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol and the use of illegal drugs in the workplace will not be tolerated.

### **Environmental Protection**

Conifex is an environmentally responsible company and operates its facilities in compliance with applicable environmental, health and safety regulations and in a manner that has the regard for the safety and well being of its employees and the general public. Necessary permits, approvals and controls are maintained at all Conifex facilities and Conifex strives to improve products, packaging and manufacturing operations to minimize their environmental impact.

You are responsible for complying with all applicable environmental laws, regulations and Conifex policies and for diligently following the proper procedures with respect to the handling and disposal of hazardous materials. Conifex insists that its suppliers and contractors also follow appropriate environmental laws and guidelines. If you have questions or concerns relating to Conifex's environmental compliance requirements or activities, you should contact your local supervisor.

### **Protection and Proper Use of Company Assets**

Conifex's resources should be used only for legitimate business purposes and for the benefit of the Company. All of us should endeavor to protect Conifex's assets and ensure their efficient use. Theft, carelessness, and waste directly impact Conifex's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. Conifex equipment should not be used for non-Company business, though limited incidental personal use may be permitted.

Our obligation to protect Conifex's assets includes its proprietary information, including intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy and could result in civil or criminal penalties.

### **Reporting Concerns**

Any employee who has a concern about the Company's conduct, its disclosure, accounting or internal controls or about a possible violation of the Code is strongly encouraged to report that concern (in confidence) to the Chair of the Corporate Governance and Human Resources Committee, George Malpass via e-mail at [georgemalpass@shaw.ca](mailto:georgemalpass@shaw.ca), with a copy to Sangra Moller LLP c/o Harjit Sangra at [hsangra@sangramoller.com](mailto:hsangra@sangramoller.com).

The Chair of the Corporate Governance and Human Resources Committee will forward all such concerns to the appropriate Director and/or the Audit Committee for review, and the status of all outstanding concerns will be reported to the Board on a quarterly basis. The non-employee Directors or the Audit Committee may direct special treatment, including the retention of outside advisors or counsel, for any concern brought to their attention. Any retaliation or adverse action against anyone for raising or helping to resolve an integrity concern is absolutely prohibited.

**This Code of Business Conduct and Ethics is not a contract of employment or a guarantee of continuing Conifex policy. The Company may amend, supplement or discontinue this Code of Business Conduct and Ethics or any part of it at any time in its sole discretion.**