

Appendix "E"

CONFIFEX TIMBER INC. SECURITIES LAW COMPLIANCE POLICY

This document (the "**Policy**") contains Conifex's policy concerning the handling of material, nonpublic information relating to Conifex Timber Inc. and its subsidiaries ("**Conifex**" or "**we**") or other companies with whom we deal and with the buying and selling of shares and other securities of Conifex and those other companies.

1. Insider Trading Prohibited

Except in a Permitted Transaction as described in Section 5, no director, employee, consultant, contractor or agent may purchase or sell securities of Conifex or of any other company with whom Conifex deals while aware of material, nonpublic information concerning Conifex or the other company until at least two full trading days have elapsed after the public disclosure of the information.

(a) Directors, Employees, and Agents

This Policy applies to all directors, employees, consultants, contractors and agents of Conifex. When we refer to "you" or to "directors, employees, or agents" in this Policy, in addition to you, we also mean members of your immediate family or other person with whom you share a household and any person over whom or entity over which you have control. We will regard trades made at your direction or at the direction of those named in the preceding sentence as trades made by you.

(b) Material, Nonpublic Information

Information is considered "material" if (1) a reasonable investor would consider it important in making a decision on whether to buy, sell, or hold the security or (2) a reasonable investor would view the information as significantly altering the total mix of information in the marketplace about the issuer of the security. Information is considered nonpublic if the information has not been broadly disseminated to the public for a period sufficient to be reflected in the price of the security. Examples of material, nonpublic information might include information about upcoming earnings or losses, negotiation of a merger or acquisition, news of a significant sale or purchase of assets, the declaration of a stock split, the offering of additional securities, changes in top management, significant new products, and the gain or loss of a substantial customer or supplier. Either positive or negative information may be material. Information is nonpublic until it has been "publicly disclosed," meaning that it is published in such a way as to provide broad, non-exclusionary distribution of the information to the public. Examples of public disclosure include the issuance of a news release.

(c) Other Companies

While this Policy prohibits trading in Conifex securities when you are aware of material, nonpublic information about Conifex, it also prohibits trading in securities of any other company about which you learn material, nonpublic information in the course of performing your duties

for Conifex. For example, you may be involved in a transaction in which Conifex expects to buy a substantial amount of shares in another company or enter into a new venture or other relationship with the company. Even though the amount of the transaction may be immaterial to Conifex, it may be material to the other company. This Policy prohibits you from trading in the securities of the other company while aware of this information as long as it remains nonpublic.

(d) *Securities*

The Policy prohibits certain transactions in the "securities" of Conifex or other companies. Though it is usually the case that the information you gain will be material with respect to the equity securities of Conifex, Conifex may also issue debt or convertible debt securities that are subject to this Policy, as are such securities of other companies with whom we deal.

(e) *Purchase and Sale*

The Policy prohibits all purchases and sales of securities while you are aware of material, nonpublic information. These terms encompass not only traditional purchases and sales but any arrangement by which you change your economic exposure to changes in the price of the securities. For example, a "purchase" or "sale" would include a purchase of standardized put or call options, the writing of put or call options, selling stock short, buying or selling securities convertible into other securities, or merely engaging in a private agreement where the value of the agreement varies in relation to the price of the underlying security.

(f) *Two Full Trading Days*

Two full trading days following public disclosure have elapsed when, after the public disclosure, trading in the security has opened for trading, then closed. For example, suppose you are aware that Conifex is considering a share repurchase program that has not been announced to the public. You are prohibited from trading in Conifex's shares until two full trading days after release of the announcement. If the announcement is made on Tuesday at 8:00 a.m., Eastern time, before the opening of the TSX Venture Exchange, you can begin trading again on Thursday morning because, after the announcement, trading on Conifex's shares opened and closed on Tuesday and Wednesday. On the other hand, if the announcement were not made until Tuesday at 11:00 a.m., Eastern time, you would not be able to trade until after the open and close of trading on Thursday, that is, on the opening of trading on Friday, after two full trading days have elapsed.

(g) *Margin Loans*

Purchases or sales of securities can result in liability whether executed in the public markets or in a private transaction. In addition, you should be aware that sales forced because you have borrowed money and pledged securities as security for the loan are not exempt from the insider trading rules. Accordingly, you should be careful when making a margin loan in a brokerage account. Under margin arrangements, the broker may be entitled to sell your shares without your permission if the value of your securities falls below the broker's margin requirements. The sale, even though not initiated at your request, is still a sale for your benefit and may subject you to liability under the insider trading rules if made at a time when you are aware of material,

nonpublic information. Similar cautions apply to a bank or other loans for which you have pledged stock as collateral.

2. Unauthorized Disclosure of Material, Nonpublic Information Prohibited

No director, employee, or agent may disclose material, nonpublic information about Conifex or any company with whom Conifex deals to anyone outside Conifex unless authorized to do so. Authorized disclosure to those not subject to the Policy may require you to have the party to whom you are disclosing information agree not to disclose the information or trade in the securities until the information is publicly disclosed.

(a) Tipping

You can be held responsible not only for your own insider trading, but also for trading performed by anyone to whom you disclose material, nonpublic information. Even if those to whom you disclose such information do not trade while aware of the information, you can be responsible for the trades of persons who received material, nonpublic information indirectly from you if you are the ultimate source of their information. Because even casual remarks by you recommending a purchase, sale, or hold of Conifex's or another company's securities could be misconstrued by others as being based on material, nonpublic information, you should exercise caution in making any such recommendations.

(b) Authorization to Disclose Material, Nonpublic Information

Conifex authorizes only certain employees and agents of Conifex to make disclosures of material, nonpublic information. Unless you are authorized to do so by senior management, you should refrain from discussing material, nonpublic information with anyone not subject to the Policy. Even in discussions with others subject to the Policy, you should consider the consequences of disclosing material, nonpublic information to them. By doing so, you would cause these individuals to be prohibited from trading in Conifex's securities until the information is publicly disclosed. Accordingly, you should restrict the dissemination of material, nonpublic information to those employees and agents having a need to know in order to serve Conifex's interests.

(c) Non-Disclosure Agreements

Those involved in transactions or other negotiations that require disclosure of material, nonpublic information with parties other than Conifex's employees or agents should have those to whom the information is being disclosed sign a non-disclosure agreement. The non-disclosure agreement must require that the recipient of the information not disclose the information to others and should require them not to trade on such information.

3. Blackout Periods

The following persons may not purchase or sell Conifex's securities during the following blackout periods (except for "Permitted Transactions", as defined below):

- for directors and "designated employees", during the period beginning on the 5th day prior to the end of the last month of each fiscal quarter and ending at the close of trading on the first full trading day following the release of financial results;
- for those identified in the announcement or otherwise, during any period when Conifex has announced a blackout period with respect to a transaction or other event; and
- for directors and executive officers, to the extent and during the periods required by applicable securities laws and the rules and policies of the TSX Venture Exchange or such other stock exchange on which Conifex's securities may be listed.

(a) *Pre-Earnings Blackouts*

Because of the particular sensitivity of trading by those who have access to Conifex's financial information as Conifex's financial statements are being prepared, all directors, executive officers, and designated employees are subject to blackout on trading during the period leading up to the release of quarterly financial statements. Those subject to this blackout are members of Conifex's board of directors, Conifex's executive officers and those employees that are directly involved in the preparation of Conifex's financial statements or that have access to information from those financial statements while they are being prepared. Conifex's Chief Financial Officer is responsible for determining who will be considered "designated employees" for purposes of this section of the Policy.

Notice that if you are an employee subject to this section, you are still subject to Section 1 (which prohibits transactions at any time when you are aware of material, nonpublic information) during periods outside the blackout period. For example, you are not necessarily free to trade in the second month of each quarter simply because it is not during a blackout period. You must also make sure that you are not aware of material, nonpublic information during these periods or otherwise prohibited from trading under the Policy.

(b) *Transactional Blackouts*

Conifex reserves the right to impose a trading blackout from time to time on specified groups of its directors, employees, consultants, contractors or agents when, in the judgment of any one of Conifex's Audit Committee, Chief Executive Officer or Chief Financial Officer, a blackout is warranted. Though these blackouts generally will arise because Conifex is involved in a material transaction, they may be declared for any reason. If any one of the Audit Committee, Chief Executive Officer or Chief Financial Officer declares a blackout to which you are subject, we will notify you when the blackout begins and when it ends.

4. **Reporting Persons**

Directors and certain executive officers of Conifex (the "**Reporting Persons**") are subject to the reporting provisions, liability and trading restrictions of applicable Canadian securities laws.

(a) *Pre-Clearance Requirement*

Conifex has determined that all officers and directors of Conifex should refrain from trading in Conifex's securities, even during the trading window, without first complying with Conifex's "pre-clearance" process. Each officer and director should contact the Chief Financial Officer prior to commencing any trade in Conifex's securities. Conifex may find it necessary, from time to time, to require compliance with their pre-clearance process from certain employees, consultants and contractors other than and in addition to officers and directors.

Any employee with any questions regarding trading in Conifex's securities are encouraged to contact the Chief Financial Officer. It is recommended that any employee who has any concerns about whether they possess Material Non-Public Information contact the Chief Financial Officer prior to engaging in trading in Conifex's securities.

(b) *Notification Requirement*

Under applicable Canadian Securities legislation and instruments, Reporting Persons must file certain forms on the System for Electronic Disclosure by Insiders, commonly referred to as "SEDI", when they engage in transactions in Conifex's securities. Insider reports disclosing changes in a Reporting Person's security ownership must be initially filed within ten days following the date of the first transaction by the Reporting Person involving the Company's securities and then five days following the date of any subsequent transaction. Reporting Persons must immediately notify Conifex of sufficient details of the transaction to allow time to prepare and file the required reports within the required deadlines. Although Permitted Transactions are generally not subject to this requirement, to the extent any of them are subject to insider reporting, they are nonetheless subject to the pre-clearance and notification requirements.

(c) *Short-Swing Liability*

Conifex recommends that other than the exercise of an option, insiders should not buy or sell Conifex's securities within the same six month period.

(d) *Short Sales*

Insiders of Conifex are not permitted to sell "short" or sell a "call option" on any of Conifex's securities or purchase a "put option" where they do not own the underlying security.

(e) *Margin Loans*

Although not prohibited, directors and executive officers should understand the potential difficulties that may be caused by borrowing money in transactions in which stock of Conifex is used as collateral and is subject to being sold upon a decline in the market price of the stock. Sales made by a lender in these "margin loans" can be difficult to manage and can easily lead to violations of the pre-clearance and notification requirements of this Policy as well as the reporting deadlines under applicable Canadian securities laws. Also, see the discussion in section 1(g) of this Policy of the insider trading implications associated with margin loans.

5. Permitted Transactions

No transaction is a Permitted Transaction until the director or employee proposing to enter into the transaction, before execution of the transaction, has fully disclosed to Conifex any material, nonpublic information that (1) the director or employee is aware of and (2) that Conifex may not be aware of. Disclosure to Conifex means disclosure to senior management or, in the case of the Chief Executive Officer or a director, to the board of directors or the Audit Committee. Subject to the foregoing, "Permitted Transaction" means:

- acceptance or purchase of a stock option issued or offered under one of Conifex's stock option plans, including elections to acquire stock options in lieu of other compensation or the cancellation or forfeiture of options pursuant to the plans;
- vesting of stock options or shares of restricted stock and any related stock withholding;
- exercise of stock options issued under a Conifex stock option plan in a stock-for-stock exercise, payment of the exercise price in shares of stock, and any related stock withholding transactions but not any sale of the stock acquired in the option exercise;
- acceptance of shares of restricted stock;
- transferring shares to an entity that does not involve a change in the beneficial ownership of the shares, for example, to an inter vivos trust of which you are the sole beneficiary during your lifetime;
- acquisition or disposition of stock in a stock split, stock dividend, or other transaction affecting all stockholders equally; or
- any other transaction designated by the board of directors or any committee thereof or senior management, with reference to the Policy, as a Permitted Transaction.

(a) *Pre-Disclosure of Undisclosed Material, Nonpublic Information*

You may not enter into any transaction, including transactions listed above as Permitted Transactions under the Policy, unless you have disclosed to Conifex's senior management any material, nonpublic information which you are aware of but Conifex is not. If you are a member of senior management, the information must be disclosed to the Chief Executive Officer, and if you are the Chief Executive Officer or a director, you must disclose the information to Conifex's board of directors or the Audit Committee before any transaction listed above qualifies as a Permitted Transaction. This ensures that Conifex is fully aware of any material information affecting any security before you execute the transaction.

(b) *Director and Employee Benefit Plan Transactions*

Included in the definition of Permitted Transactions are most of the ongoing transactions you might enter into under Conifex's equity-based benefit plans. Transactions in employee stock options are considered Permitted Transactions if there is no related sale to third parties. Notice, however, that a sale of shares following or in connection with an option exercise is not a

transaction with Conifex and is, therefore, not a Permitted Transaction. Thus, you may engage in a cash exercise of an option only if you retain the stock you buy in the exercise.

(c) *Transactions not Changing Beneficial Ownership*

Certain transactions involve merely a change in the form in which you own securities. For example, you may transfer shares of stock to a trust if you are the only beneficiary of the trust during your lifetime. Likewise, changing the form of ownership to include a member of your immediate household as a joint owner is a Permitted Transaction since members of your household are considered the same as you for purposes of the Policy.

6. Administration of Policies

(a) *Administration by Corporate Secretary*

The day-to-day administration of the Policy will be carried out by the Company's corporate secretary. If you have any questions concerning the interpretation of the Policy, you should direct your questions to him or her.

(b) *Confidentiality of Policy Decisions*

Employees should keep certain information concerning the operation of the Policy in strict confidence, since knowledge of certain decisions made pursuant to the Policy could itself constitute material, nonpublic information. For example, if you are made subject to a special blackout pursuant to Section 3, you should keep that fact confidential.

(c) *Amendment of the Policy*

Conifex reserves the right to amend and interpret the Policy from time to time. Remember, the ultimate responsibility for complying with the Policy and applicable laws and regulations rests with you. You should use your best judgment and consult with your legal and financial advisors, as needed.