

**PFB CORPORATION**  
**CODE OF BUSINESS CONDUCT AND ETHICS POLICY**

**I. PURPOSE:**

To state the standards of conduct expected from every director, officer and employee of PFB Corporation and its subsidiaries (collectively “PFB” or the “Corporation”).

**II. SCOPE:**

All directors, officers and employees of PFB.

**III. POLICY:**

At PFB Corporation we expect our directors, officers and employees will comply with our Company Principles. PFB’s principles are:

- (a) Respect people and cultural differences
- (b) Conduct honest and open communications
- (c) Be professional in everything we do
- (d) Accept individual responsibility
- (e) Have an action orientation
- (f) Operate safe working environments

As a Corporation, we value honesty, high ethical standards and compliance with laws, rules and regulations. The following paragraphs provide guidance on the application of these principles:

**Adoption**

This Code of Business Conduct and Ethics was adopted by the Board of Directors (the “Board”) of PFB.

**1. Accounting Requirements**

PFB and its employees shall follow the accepted rules and controls required by the securities commission in each jurisdiction in which PFB is a reporting issuer and any stock exchange on which PFB’s securities are listed. Further, PFB’s financial statements shall be prepared in accordance with Canadian generally accepted accounting principles. For additional information on these rules and controls, contact PFB’s Chief Financial Officer.

## **2. Equal Employment Opportunity and Discrimination Laws**

It continues to be the practice of PFB to employ positive business and personnel practices designed to ensure the full realization of equal employment opportunity. Further, we expect all employees to accomplish their work in a businesslike manner with a concern for the well being of their co workers. Harassment of any employee by any other employee is prohibited, regardless of their working relationship. Any employee who experiences harassment should bring it to the attention of his/her supervisor or branch manager. If the employee is not satisfied that the matter has been appropriately addressed, the employee should feel free to contact the President of PFB.

## **3. Securities Laws**

All employees and directors of PFB must comply with all applicable securities laws and the Company's policy regarding insider trading in PFB shares.

## **4. Antitrust/Competition Laws**

We do not discuss our prices with our competitors. We do not enter into illegal agreements or engage in illegal practices in restraint of trade. For additional information on antitrust/competition laws, contact the Chief executive Officer of PFB.

## **5. Health and Safety**

PFB seeks to provide a clean, safe and healthy place to work. All employees are expected to observe all safety rules and practices and to follow instructions concerning safe work practices.

## **6. Record Keeping and Reporting of Information**

All records and reported information must be accurate, complete, honest and timely.

## **7. Conflicts of Interest**

Every employee, officer or director, is expected to make decisions in the best interest of PFB and not for personal gain. A conflict of interest can arise when an employee, officer or director takes action or has a personal interest that may make it difficult to perform his or her work for PFB objectively and effectively. This may include outside business interests, outside employment, outside investments and business relationships with friends or relatives that could cause a conflict of interest.

Employees, officers and directors should report potential conflicts of interest and they are prohibited from taking for themselves, personally, opportunities that are discovered or may be available through the use of PFB's property, information or position. Employees are prohibited from accepting meals, entertainment, travel, gratuities, merchandise or promotional material that could influence objectivity in making business decisions.

## **8. Fair Dealing**

Employees, officers and directors should endeavour to deal fairly with PFB's customers and suppliers and each other. No one should take unfair advantage of anyone else through manipulation or misrepresentation of material facts.

**9. Quality**

Products and services that meet our quality standards are essential to our success. Everyone in PFB is responsible for product and service quality and must be committed to ensuring only the highest level of quality.

**10. Protection and Proper Use of Company Assets**

All employees, officers and directors should protect PFB's assets and ensure their efficient use.

**11. Confidentiality/Privacy Policy**

Employees and directors should comply with PFB's "Privacy Policy".

**12. Encouraging the Reporting of any Illegal or Unethical Behaviour**

Many areas of the law, such as securities and antitrust, are very complicated. PFB encourages employees to talk to supervisors, managers or other appropriate personnel when in doubt about the best course of action in a particular situation. Additionally, employees should report violations of laws, rules, regulations or the Code of Business Conduct and Ethics to the Chief Executive Officer of PFB or an ombudsman appointed for this purpose. There will be no retaliation against anyone who presents this type of information in good faith.

**13. Disclosure of Gifts**

Employees, officers and directors will notify and receive permission from the Board of Directors before accepting any gift, trip, etc. of a value over \$500. The gift, trip, etc. would not be prohibited if deemed to be a benefit to the employee and the Corporation.

**14. Waiver of the Code of Business Conduct and Ethics**

There will be no waivers to the Code of Business Conduct and Ethics unless approved by the unanimous consent of the Board.