

PC Gold Inc.

Code of Business Conduct and Ethics

Purpose

This Code of Business Conduct and Ethics ("Code") is intended to document the principles of conduct and ethics to be followed by employees, officers and directors of PC Gold Inc. (the "Company"). Its purpose is to:

- promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- help avoid conflicts of interest, including disclosure of any material transactions or relationships that might reasonably be expected to give rise to such a conflict;
- promote full, fair, accurate and timely disclosure in any reports and documents that the Company may file with, or submit to, securities regulators or make in its public communications;
- promote compliance with applicable governmental laws and regulations;
- promote the prompt internal reporting to an appropriate person of violations of this Code;
- promote accountability for adherence to this Code;
- provide guidance to employees, officers and directors to help them recognize and deal with ethical issues;
- provide mechanisms to report unethical conduct; and
- help foster the Company's culture of honesty and accountability.

The Company will expect each of its employees, officers and directors to comply at all times with the principles of this Code. Violations of this Code are grounds for disciplinary action up to and including immediate termination of employment and prosecution.

For the purpose of this Code, the Company's Chief Risk Officer, being the Corporate Secretary of the Corporation, will be responsible for administering this Code and monitoring compliance with its provisions and procedures. The Chief Risk Officer may designate one or more individuals who may perform certain of the Chief Risk Officer's duties in the event that the Chief Risk Officer is unable or unavailable to perform such duties.

Conflicts of Interest

Employees, officers and directors of the Company shall avoid situations where their personal interests could conflict with, or appear to conflict with, the interests of the Company and its shareholders.

Conflicts of interest arise where an individual's position or responsibilities with the Company present an opportunity for personal gain apart from the normal rewards of employment, to the detriment of the Company. Employees, officers and directors will perform the responsibilities of their positions on the basis of what is in the best interests of the Company and free from the influence of personal considerations and relationships.

In the event that a potential conflict of interest arises and the individual involved is an employee of the Company, the individual Involved must immediately notify their immediate supervisor who may contact the Company's Chief Risk Officer, if appropriate. If such individual is an officer or director of the Company, the Chairman of the Company as well as the Company's Chief Risk Officer must be immediately notified.

The requirement of freedom from conflict of interest applies with equal force to the spouse, children and other close relatives of each employee, officer and director.

While it is not possible to detail every situation where conflicts of interest may arise, the following policies cover the areas that have the greatest potential for conflict:

Speculation in Company Securities and Use of Inside Information

There are numerous laws, both federal and provincial, regulating transactions in corporate securities and the securities industry. Violation of these laws may lead to civil and criminal actions against the individual and the company involved. All employees, officers and directors will take all steps to be in compliance with such laws and in order to do so will adhere to the Company's Timely Disclosure, Confidentiality and Insider Trading Policy.

Personal Financial Interest

Employees, officers and directors, should avoid any outside financial interests which might influence their corporate decisions or actions. An employee, officer or director of the Company whose corporate duties bring them into business dealings with a business in which they or a member of their family has a financial interest or to which they or a member of their family has an indebtedness, or a business employing a relative or close friend, must immediately notify his or her immediate supervisor and the Company's Chief Risk Officer, in the case of an employee, and the Chairman and the Company's Chief Risk Officer, in the case of a director or officer of the Company.

An employee, officer or director may not perform work or services for an organization doing or seeking to do business with the Company without the approval of such individual's immediate supervisor and the Company's Chief Risk Officer, in the case of an employee, and of the Chairman and the Company's Chief Risk Officer, in the case of an officer or director of the Company. An employee, officer or director may not be a director, officer, partner or consultant of an organization doing or seeking to do business with the Company, nor may they permit their name to be used in any way indicating a business connection with such an organization, without approval of their immediate supervisor and Chief Risk Officer, in the case of an employee, and of the Chairman and the Company's Chief Risk Officer, in the case of an officer or director of the Company.

Outside Activities

Employees and officers of the Company should avoid outside activities which would impair the effective performances of their responsibilities to the Company.

Competitive Practices

Management of the Company firmly believes that fair competition is fundamental to continuation of the free enterprise system. The Company complies with and supports laws of all countries which prohibit restraints of trade, unfair practices, or abuse of economic power.

These principles of fair competition are basic to all the Company's operations. They are integral parts of the following sections that cover the Company's dealings with suppliers and public officials.

Dealing with Suppliers

The Company is a valuable customer for many suppliers of goods, services and facilities. People who want to do business, or to continue to do business, with the Company must understand that all purchases by the Company will be made exclusively on the basis of price, quality, service and suitability to the Company's needs.

Kickbacks and Rebates

Purchases of goods and services by the Company must not lead to employees, officers or directors, or their families, receiving any type of personal kickbacks or rebates. Employees, officers or directors, or their families, must not accept any form of "under-the-table" payment.

Receipt of Gifts and Entertainment

To avoid both the reality and the appearance of improper relations with suppliers or potential suppliers, the following standards will apply to the receipt of gifts and entertainment by employees, officers and directors of the Company.

Employees, officers and directors are prohibited from soliciting gifts, gratuities, or any other personal benefit or favor of any kind from suppliers or potential suppliers. The Company acknowledges however that as part of normal good business relationships, suppliers may offer tickets to sports and other events, meals and other forms of normal client development gifts or services. Employees, officers and directors are prohibited from accepting gifts of money.

Employees, officers and directors may accept unsolicited non-monetary gifts provided:

- (a) they are items of nominal intrinsic value;
- (b) they are appropriate and customary client development gifts for the industry, and may not reasonably be considered extravagant for such employee, officer or director; or
- (c) they are advertising and promotional materials, clearly marked with the company or brand names.

Any gift falling outside of the above guidelines must be reported to the Company's Chief Risk Officer to determine whether it can be accepted.

In the transaction of some international business, it is lawful and customary for business leaders in some countries to give unsolicited gifts to employees, officers or directors of the Company. These gifts can be of more than nominal value. Moreover, under the circumstances, returning the gifts or payment for them may constitute an affront to the giver. In such cases, the gift must be reported to the Company's Chief Risk Officer who may permit the retaining of the gifts.

In all other instances where gifts cannot be returned or may adversely affect the Company's continuing business relationships, the Company's Chief Risk Officer must be notified. The Company's Chief Risk Officer can require employees, officers and directors to transfer ownership of such gifts to the Company.

Employees, officers and directors shall not encourage or solicit entertainment from any individual or company with whom the Company does business. Entertainment includes, but is not limited to, activities such as dining, attending, sporting or other special events and travel.

From time to time employees, officers and directors may accept unsolicited non-monetary gifts including unsolicited entertainment, but only under the following conditions:

- (a) they are appropriate and customary client development gifts for the industry, and may not reasonably be considered extravagant for such employee, officer or director; or
- (b) it arises out of the ordinary course of business;
- (c) it involves reasonable expenditures (the amounts involved should be ones employees, officers and directors are accustomed to normally spending for their own business or personal entertainment); and
- (d) the entertainment takes place in settings that also are reasonable, appropriate, and fitting to employees, officers and directors, their hosts, and their business at hand.

Dealing with Public Officials

Domestic and foreign laws and regulations require the Company to be in contact with public officials on a wide variety of matters. Employees, officers and directors who regularly make these contacts have special responsibilities for upholding the Company's good name. The following standards relate to these special responsibilities:

- no employee shall make any form of payment, direct or indirect, to any public official as inducement to procuring or keeping business or having a law or regulation enacted, defeated, or violated.
- when not prohibited by law, employees, officers and directors are allowed to give to public officials on behalf of the Company gifts where the presentation and acceptance of gifts of a reasonable value is an established custom and a normal business practice.
- on special ceremonial occasions, senior officers of the Company may publicly give gifts of more than nominal value to public institutions and public bodies.
- from time to time employees, officers and directors may entertain public officials,

but only under the following conditions:

- it is legal and permitted by the entity represented by the official;
- the entertainment is not solicited by the public official;
- the entertainment occurs infrequently; or it arises out of the ordinary course of business;
- it does not involve lavish expenditures, considering the circumstances;
- the settings and types of entertainment are reasonable, appropriate and fitting for employees, officers or directors, their guests, and the business at hand.

Political Activities and Contributions

Employees, officers and directors who participate in political activities must make every effort to ensure that they do not leave the impression that they speak or act for the Company.

No employees, officers and directors are permitted to use the Company's funds, facilities, or other assets, to support either directly or indirectly any political candidates or political parties, without authorization from the Company's Chief Executive Officer. The policy of the Company is that officers, directors and employees should not participate in political activities in countries of which they are not nationals.

Equal Opportunity

The Company supports the principle that every individual must be accorded an equal opportunity to participate in the free enterprise system and to achieve their full potential within that system.

There shall be no discrimination against any employee or applicant because of race, religion, colour, sex, sexual orientation, age, national or ethnic origin, or physical handicap, unless demands of the position are prohibitive. All employees, officers and directors will be treated with equality during their employment without regard to their race, religion, color, sex, sexual orientation, age, national or ethnic origin, or physical handicap, in all matters, including employment, upgrading, promotion, transfer, layoff, termination, rates of pay, selection for training and recruitment. The Company will maintain a work environment free of discriminatory practice of any kind.

No employee shall engage in any behaviour which would, directly or indirectly, discriminate based upon race, religion, colour, sex, sexual orientation, age, national or ethnic origin, or physical handicap.

Health, Safety and Environmental Protection

It is the Company's policy to pay due regard to the health and safety of its employees, officers and directors, and the wider community, and to mitigate the impact of its activities on the environment. The letter of federal, provincial and local workplace safety and environmental laws as well as relevant regional and local government regulations will be adhered to and, where possible, exceeded.

Work Environment

Employees, officers and directors will treat each other with professional courtesy and respect at all times and specifically, shall not subject any employee to unwelcome sexual advances, requests for sexual favors or other verbal or physical conduct which might be construed as sexual in nature. Such conduct may constitute sexual harassment under federal and provincial law and may be the basis for legal action against the offending employee and/or the Company.

Any employee who believes that they have been subjected to sexual harassment by any other employee should immediately advise management. The identity of the employees, officers or directors involved will be kept strictly confidential and will not be revealed by the Company's management without the employee's permission. The alleged harassment will be investigated and documented by the Company and appropriate action will be taken.

Integrity of Records and Financial Reports

As a public company, it is of critical importance that the Company's filings with the appropriate regulatory authorities be accurate and timely. Depending on their position with the Company, an employee, officer or director may be called upon to provide necessary information to ensure that the Company's public reports are complete, fair and understandable.

Employees, officers and directors are forbidden to use, authorize, or condone the use of "off-the-books" bookkeeping, secret accounts, unrecorded bank accounts, "slush" funds, falsified books, or any other devices that could be utilized to distort records or reports of the Company's true operating results and financial conditions or could otherwise result in the improper recording of funds or transactions.

Use of Agents and Non-Employees, Officers and Directors

Agents or other non-employees cannot be used to circumvent the law. Employees, officers and directors will not retain agents or other representatives to engage in practices that run contrary to this Code.

International Operations

Corporate employees, officers and directors operating outside Canada have a special responsibility to know and obey the laws and regulations of countries where they act for the Company. Customs vary throughout the world, but all employees, officers and directors must diligently uphold the integrity of the Company when active outside our borders.

Standards of Compliance

All current employees, officers and directors designated to receive the Code will be provided with a copy immediately after publication. All future employees, officers and directors will receive their copies at the time they are hired.

All employees, officers and directors, current and future, are required to become familiar with this Code, return a signed copy of the confirmation letter to their supervisors for corporate records, inform their supervisors of any existing holdings or activities that may be, or may appear to be, at variance with this Code, and take steps to correct any existing situations.

The Board of Directors or senior management may require that employees, officers and directors or supervisors re-verify their understanding of this Code and their compliance with it from time to time.

Violations of Standards

Violations of this Code should immediately be reported by employees, directors and officers to the persons so indicated in the relevant section of the Code. Management has the right, subject to review, to determine appropriate disciplinary action for a violation, up to and including termination of employment. Employees, officers and directors should be aware that in addition to any disciplinary action taken by the Company, violations of certain sections of this Code may require restitution and may lead to civil or criminal action against individual employees, officers and directors and any third parties involved.

Retaliation in any form against an individual who reports in good faith a violation of this Code or law, or who assists in the investigation of a reported violation, is itself a violation of this Code. Acts of retaliation should be reported immediately to their supervisor or management, and appropriate disciplinary action will be taken.

Amendment, Modification and Waiver

The Company will periodically review this Code. This Code or any portion hereof may be amended, modified or waived by the Board of Directors and waivers may also be granted by the Audit Committee. Employees, officers and directors will be fully informed of any material revisions to the Code.