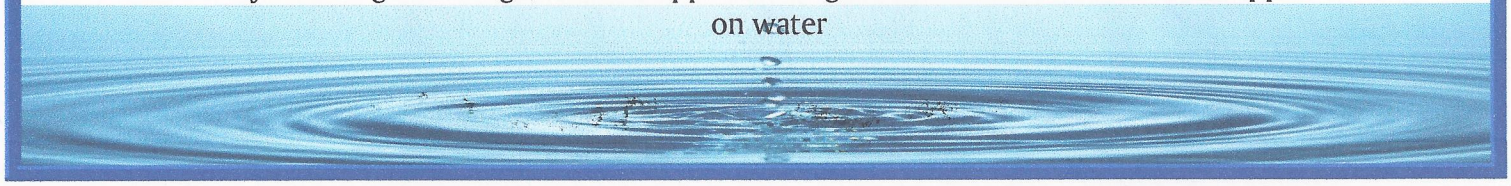
SKYLINE
CANADA INC.

Skyline Group of Companies

Code of Conduct

Say and do good things, and the ripple of our good deeds will travel like the ripples on water



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Ethics is an integral part of the culture of the Skyline Group of Companies. It is also good business.

One of the key factors to our success over the past 4 decades has been our reputation for integrity and fair dealings. Our reputation continues to be one of our most valuable assets as we move forward in our next decade of business.

The requirement that the personnel of all Skyline companies must act in accordance with both legal requirements and ethical principles is reflected in our organization's Vision, Value and Guiding Principles, and in a number of our policies. This Code of Conduct bring together those policies, provides additional guidance on legal and ethical conduct, and implements systems to better ensure compliance.

The stylized ripple that you see throughout this code is a symbol of our commitment to legal and ethical conduct. Say and do good things, and the ripple of our good deeds will travel like the ripples on water.

This code and its associated policies are intended to help ensure that the action of all of us reflect well on ourselves, our colleagues and the Skyline Group of Companies.

Keeton McFadden
President and CEO

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Our Core Values

We live up to the highest standards of fairness and ethical behavior

Honesty

- ✓ We are open, candid and truthful

Integrity

- ✓ Our word is our bond. We do what we say.
- ✓ We live up to the highest standards of fairness and ethical behavior.

Respect

- ✓ We work hard to earn our business partners' trust and respect on every project we undertake.
- ✓ We are all responsible for building and protecting our reputation as the contractor of choice.

Dynamic Culture

- ✓ We constantly seek new opportunities to learn, to improve, to teach and to add value.

Passion

- ✓ We love what we do.
- ✓ We take the lead, and we lead by example.

For more information about Skyline's policies, please see:

www.skylinecanadainc.com

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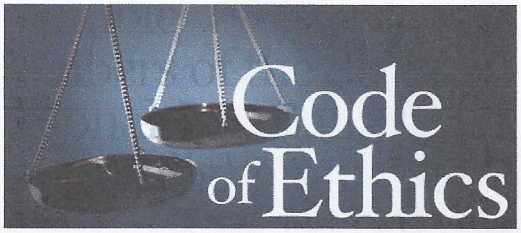
Our Commitment

In support of our core values, we commit to abide by this Code of Conduct

In support of our core values, each employee, officer, and director of the

Skyline Group of Companies and each agent, consultant and contract worker engaged by Skyline commits to abide by this Code of Conduct. Each of those persons also commits to abide by all the policies referenced in this code that are relevant to that person. Violations will be the cause for corrective action, which may result in disciplinary action up to and including



termination of employment or services contract.

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Obey The Law

In support of our core values, we commit to abide by this Code of Conduct

We will conduct our business in accordance with all applicable laws and Regulations.

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Act Ethically

We will conduct our business in accordance with the highest standards of ethics. Most ethical situations can be avoided by exercising common sense. The following statements are warning signs that you are on ethical thin ice:

- ✓ "Well, maybe just this once".
- ✓ "No one will ever know".
- ✓ "It doesn't matter how it gets done as long as it gets done".
- ✓ "It sounds too good to be true".
- ✓ "Everyone does it".
- ✓ "Shred that document".
- ✓ "We can hide it".
- ✓ "No one will get hurt".
- ✓ "What's in it for me"?
- ✓ "This will destroy the competition".
- ✓ "We didn't have this conversation".
- ✓ "This is a non meeting".

You can probably think of many more phrases that raise warning flags. If you find yourself using any of these expressions, stop, think and ask yourself, "Am I acting ethically"?

Stop, think and ask yourself - Am I acting ethically?

When confronted with a situation which raises a concern, ask yourself:

- ✓ Are my actions legal?
- ✓ Am I being fair and honest?
- ✓ Will my actions stand the test of time?
- ✓ How will I feel about myself afterwards?
- ✓ Would I think that others were acting unethically if they acted this way?
- ✓ How would it look in the newspaper?
- ✓ Will I sleep soundly tonight?
- ✓ What would I tell my children to do?
- ✓ How would I feel if my family, friends and neighbors knew what I was doing?

If you are still not sure what to do ....

.... Ask

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Promote A Positive And Ethical Work Environment

We will provide a positive and ethical work environment that supports doing what is right, respecting others, and performing with high standards. We must be careful in our words and our conduct to avoid placing, or seeming to place, pressure on others that could cause them to deviate from acceptable ethical behavior. While all of us must contribute to the creation and maintenance of such an environment, our executives and management personnel assume special responsibility for fostering a positive and ethical work environment.

We will provide a workplace where everyone feels respected, satisfied, and appreciated. We will respect diversity. We will comply with all applicable anti-discrimination laws, wherever we do business, and with the requirements of our harassment and discrimination policies.

For more information, please read Skyline's Anti-Harassment and Anti-Discrimination policies.

We will provide a safe and healthy work environment and observe

environmentally sound business practices. We will comply with the requirements of all applicable laws and all of our policies respecting safety and the environment.

Our work environment supports doing what is right

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Avoid Conflicts Of Interest

Directors, officers, employees, agents, consultants and contract workers of Skyline have a duty to advance the legitimate interests of that company. A conflict of interest occurs whenever that person's private interests are not aligned with - or appear not to be aligned with - the interests of a particular company. You must comply with the Conflicts of Interest policy.

Private interests must not conflict with - or appear to conflict with - interests of your company.

In addition, you must avoid any relationship, influence, or activity that might impair, or even appear to impair, your ability to make objective and fair decisions when performing your job. You must not use company property of information for personal gain, or take for yourself personally any opportunity that is discovered through your position with Skyline. If you enter into a contract with Skyline, the terms of that contract must be on an arms length basis and must be approved by your Approving Officer as defined in the Business Courtesy Policy.

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Record Keeping

Transactions between Skyline and its clients, subcontractors and suppliers must be promptly and accurately recorded in accordance with generally accepted accounting practices and principles.

You must not misrepresent facts in company records or falsify company records. Costs incurred on one project must not be charged to another project, unless expressly permitted by contract and applicable law.

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Public Disclosure

We are committed to full, fair, accurate, timely and understandable disclosure in all public communications, including all periodic reports and documents filed with government entities. Those disclosure obligations apply to all persons who have any responsibility for preparing, drafting, reviewing, signing, or certifying the information contained in such reports. This requires operating in an environment of open communication, while not compromising proprietary and confidentiality concerns.

Make full, fair, accurate, timely and understandable public disclosures

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Adhere to All Competition and Anti-Trust Laws

Canadian competition laws and U.S. antitrust laws are designed to protect the free enterprise system and to promote open and fair competition.

Competition and anti-trust laws are vigorously enforced. Violations may result in severe penalties and significant fines against the company. There may also be sanctions against individuals, including substantial fines and prison sentences.

In your dealings with competitors, including competitive bidding, teaming agreements or joint ventures, you must be familiar with the applicable competition and anti-trust laws that apply to those activities and you must comply with Skyline's competition and anti-trust policies.

Be aware of competition and anti-trust laws

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Political Contributions And Activities

We encourage you to become involved in civic affairs and to participate in the political process. However, any involvement and participation must be on an individual basis, on your own time and at your own expense.

In Canada, corporations are prohibited from making political contributions to federal parties and candidates for federal office.

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Bidding Negotiating And Performing Contracts

We will compete fairly and ethically for all business opportunities. In circumstances where there is reason to believe that the release of the receipt of non-public information is unauthorized (such as when doing business with the U.S. or Canadian government), we will not attempt to obtain and will not accept such information from any source.

If you are involved in proposals, bid preparations, or contract negotiations, you must be certain that all statements, communications, and representations to prospective clients and accurate and truthful.

We deliver what we contract to do. We pride ourselves in always delivering a quality work product, consistent with all of our contractual obligations. Our commitment to deliver is never compromised by cutting corners.

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Gifts Gratuities And Business Courtesies

A. General Guidance

Favorable treatment must not be sought, received, or given in exchange for furnishing or receiving gratuities. We must also avoid any acts that might give the appearance that such favorable treatment was sought, received or given. We will not tolerate any violations of applicable law or of our policies related to gifts, gratuities and business courtesies.

B. Skyline's Business Courtesy Policy

Specific guidance on offering, giving or receiving gifts, gratuities and business courtesies is set out in the Business Courtesy policy. You must be familiar with and comply with that policy.

C. Gifts, Gratuities and Business Courtesies to Government Employees and Elected Officials

U.S., Canadian provincial and local government departments and agencies and their employees, and elected officials are governed by a number of complex laws and Regulations concerning acceptance of food, entertainment, gifts, gratuities and other things of value from firms and persons with whom those government departments, agencies, employees and officials do business, or over whom they have regulatory authority. Our Business Courtesy policy provides specific guidance concerning Canadian requirements.

D. Gratuities to Personnel and Public Officials

Canada's Corruption of Public Officials Act and similar laws may restrict the company from giving meals, gifts, gratuities, entertainment, or other things of value to personnel and public officials. Our Business Courtesy policy provides specific guidance in this area.

Special rules apply when dealing with government officials and employees

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Employment Of Government Personnel

Extensive conflict of interest laws and Regulations govern employing or contracting with former government personnel. These rules extend to contact or negotiations with current government employees to discuss their potential employment or their engagement as consultants or subcontractors. These rules must be fully and carefully observed.

You must not communicate with current or former government personnel in respect of employment or other contractual arrangements without the prior consent of the director.

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Consultants Agents and Representatives

Business integrity is a key standard for the selection and retention of those who represent us. Agents, representatives, or consultants must certify their commitment to comply with

our policies and procedures, including this Code of Conduct.

You must not retain any consultant, agent or representative to circumvent our values and principles or to undertake acts that you would be prohibited from undertaking.

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Protect Proprietary and Confidential Information

You may have access from time to time to various types of proprietary or confidential information belonging to Skyline. You must keep that information protected and secured. You must not disclose that information to anyone without proper authorization or use that information for anything other than its intended purpose.

In the course of normal business activities, clients, sub-contractors and suppliers may sometimes divulge to you information that is proprietary or confidential to their business. You must not disclose or use that information other than as agreed by those clients, sub-contractors or suppliers.

You must comply with our Information Technology Services Policy.

Respect proprietary rights and meet obligations of confidentiality

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Use of Assets

You are responsible for proper use of property, information resources, materials, facilities and equipment belonging to us and to our sub-contractors, suppliers and clients. You must use and maintain these assets with care and respect, guarding against waste and abuse.

Your personal use of assets belonging to Skyline must always be approved by your District Manager.

Your personal use of company assets must always be approved by your District Manager

Be responsible for assets

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Use of Electronic Communications

The use of email and other electronic communications is growing daily. If used improperly, such communications may expose us to significant risks and liability. Accordingly, electronic communications, of any type, in addition to other oral or written communications, must be conducted in accordance with this Code of Conduct and with our Information Technology Services policy.

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Report Unethical Conduct

A. Guiding Principles

Our statement of guiding principles says that we are accountable to one another and everyone has the responsibility, the freedom and the power to act. In order to protect our organization from unethical or illegal activity, it is your duty and obligation at all times to be watchful of the practices that you see occurring around you, to take reasonable steps to prevent or detect improper conduct, and to report any suspicion of fraudulent, abusive, unethical or illegal activity. The objective of this policy is to provide an avenue for you to raise concerns and to assure you that you will be protected from reprisals or victimization for reporting, in good faith, suspected fraudulent or other unethical or illegal acts.

B. What Should You Report?

You must report any breach of this Code of Conduct, including any activities by a director, officer, employee, agent, consultant or contract worker, or any department or combination of those persons that may constitute:

- ✓ Accounting irregularities
- ✓ Conflict of interest or other unethical business conduct
- ✓ Theft or fraud
- ✓ Violation of laws, rules or Regulations
- ✓ Violation of professional standards or internal policies
- ✓ A risk to health and safety
- ✓ A risk to the environment
- ✓ Harassment or discrimination
- ✓ Workplace violence, or
- ✓ Any other matter of concern that you believe is a breach of this Code of Conduct or any policies referred to in the code.

C. Who Should You Contact?

You should take your concerns to your immediate supervisor, or any other management personnel you feel comfortable talking to. Should you not feel comfortable taking the issue to someone at your operations level, you may contact the Director of Skyline Canada Inc toll free at 1-844-772-3389 (1-844-7-safety).

You may also use the Skyline Ethics email hotline at:

ethics@skylinecanadainc.com

At all times any of the company presidents, general counsel, chief financial officer and the chief executive officer are also available to you. You may be requested to submit your allegations in writing. any such reports will be kept confidential to the extent possible, consistent with the need to conduct a thorough investigation, and to voluntarily disclose information, and to fully cooperate with government investigations and audits.

D. How Will Your Complaint be Handled?

All complaints will be investigated with care and discretion. The person to whom a report is made must forward that report to the appropriate group president and the appropriate director. If the report relates to activity of a president, then the report must be forwarded to the chief executive officer. The persons to whom the report is forwarded must determine the process for investigation, resolution and/or disciplinary action.

E. If You Make a Complaint, What Protection do You Have From Retaliation?

No one may retaliate or discriminate against any person who has submitted a good faith complaint. Specifically, no one may discharge, demote, suspend, threaten, harass, or in any manner discriminate or retaliate against a complainant or other person who provides information in good faith in the course of an investigation.

If you feel that you have experienced retaliation as a result of making a complaint or providing information, you should report such incidents to your supervisor, other management personnel or the director, as appropriate under the circumstances. Many provincial jurisdictions also provide legal protection for individuals bringing forth complaints or providing information to investigators.

Violations of this policy will be investigated and individuals who have been found to retaliate or discriminate will be disciplined up to and including termination of employment. Similarly, individuals who are found to have intentionally made false and malicious claims may be subject to disciplinary action.

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Cooperate In Ethics Investigations

You must cooperate in ethics investigations. Failing to cooperate, or providing false information will result in disciplinary action up to and including termination of employment.

Our operations are carried out through a number of independent companies which operate in a variety of markets and geographic areas

Skyline Canada Inc

140 King Street East, Suite 200
Hamilton, ON L8N 1B2

1-844-772-3389
1-844-7-safety

Skyline Canada Inc.

Code of Conduct

Receipt and Acknowledgement Form

I acknowledge that I have received, read and will comply with the Code of Conduct as it may be amended from time to time. I also acknowledge that I will read and comply with all policies referenced in this code, as they may be amended from time to time, to the extent that they apply to my employment activities.

_____

Signature

_____

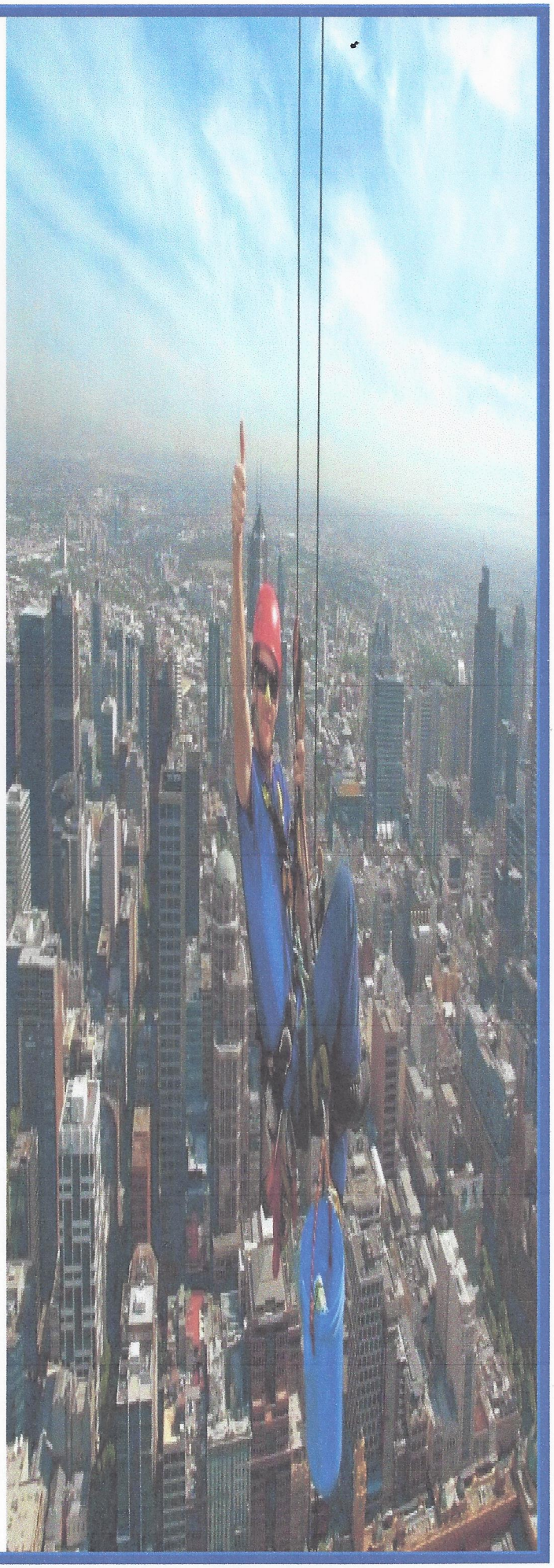
Print Name

_____

Employer

_____

Location

_____

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