

PINETREE CAPITAL LTD.

CODE OF BUSINESS CONDUCT AND ETHICS

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1. INTRODUCTION

1.1 Statement of Purpose and Principles

Pinetree Capital Ltd. ("**Pinetree**" or the "**Company**") is committed to honesty and integrity in all of its business affairs. These are fundamental guiding principles for the conduct of our business which are reflected in this Code of Business Conduct and Ethics (the "**Code**").

Success in our business includes positive marketplace results reflected in a fair return to our investors and the Company. We are also committed to upholding ethical standards in all our corporate activities. The purpose of this Code is to reinforce these ethical standards as they apply to all of the Company's activities and to provide basic guidelines for situations in which ethical issues arise.

This Code applies to all directors, officers and employees of the Company ("employees") and where applicable, its subsidiaries when acting for, by and/or on behalf of the Company. The guidelines set out in this Code may be further supplemented by specific corporate, divisional or departmental policies.

1.2 Application of the Principles

This Code applies the above principles to real life situations that each employee may encounter during the course of conducting Pinetree's business. As with all guidelines or principles, employees are expected to use their own judgement and discretion, having regard to these standards, to determine the best course of action for specific situations. If any employee has questions about any section of this Code, he or she should direct all questions to Wendy Warhaft.

Pinetree requires complete integrity from all of its employees. It will not accept any conduct that falls short of that standard. Failure to comply with any of the provisions of this Code subjects the employee to disciplinary measures, up to and including termination of employment. Violation of certain provisions may also constitute violation of civil or criminal law that could subject the employee to civil sanctions or criminal punishment.

If an employee becomes aware that another employee has violated this Code, he or she is obligated to report it in accordance with procedures set forth below. No one has the authority to retaliate against an employee who reports a possible violation.

2. POLICIES AND PRACTICES

2.1 Conflicts of Interest

A conflict of interest may arise in any situation in which an employee's other business or personal interests impair his or her judgment to act honestly and with integrity or otherwise conflict with the interests of Pinetree. All such conflicts should be avoided. The Company expects that no employee will knowingly place himself or herself in a position that would have the appearance of being in conflict with the interests of Pinetree. The following are some guidelines on typical situations where such conflicts may arise.

2.2 Use of Company Assets

All employees are responsible for the proper use of the Company's physical resources and property, as well as its proprietary and other confidential information. Unless otherwise prohibited by an employee's supervisor, reasonable incidental use of a Company telephone, computer or other equipment is permitted.

Company Property and Facilities

Company property, facilities or physical resources shall not be used for solicitation or distribution activities that are not related to an employee's services to Pinetree, except for charitable activities that have been approved in writing in advance by the Company. Employees may not solicit any other employee during working time, nor may employees distribute literature in work areas at any time. Under no circumstances may an employee disturb the work of others to solicit or distribute literature to them during their working time. Persons not employed by Pinetree may not solicit Company employees for any purposes on Company premises. Examples of this would include coupon books, cookies, walk-a-thons, etc. Employees may post items such as this on the Company's internal website.

Any employee found to be engaging in, or attempting, theft of any property of Pinetree, including documents, equipment, intellectual property, personal property of other employees, cash or any other items of value may be subject to immediate termination of employment and possible criminal proceedings against them. All employees have a responsibility to report any theft or attempted theft to the Company's management.

Contract and Agreement Standards

Contracts and agreements represent some of the greatest exposures faced by the Company. They also represent a great opportunity for the Company to minimize related risks. If you are in a position to develop or sign contracts, you must take necessary steps to protect the interests of the Company by ensuring that the contract is reviewed by appropriate departments such as, but not limited to, the office of Legal and

Corporate Affairs. The office of Vice President, Legal and Corporate Affairs] is available to assist you, as well as to conduct individual contract reviews at your request.

2.3 Confidential Information

General

Pinetree operates in very competitive markets. Every employee should be aware that in any competitive environment, proprietary information and trade secrets must be safeguarded in the same way that all other important Company assets are protected. Information concerning pricing, products or services that are being developed, intellectual property and other such trade secrets, including information pertaining to any prospective Company acquisition or divestiture, must be held in the strictest confidence, and reasonable prudence and care should be exercised in dealing with such information in order to avoid inadvertent disclosure. This information must not be used in any way other than as required in performing employment duties. All files, records and reports acquired or created in the course of employment are the property of the Company. Originals or copies of such documents may be removed from the Company's offices for the sole purpose of performing the employee's duties to Pinetree and must be returned at any time upon request.

Communications with Media

Our credibility and reputation in the community are vital to our business success. News media and investment community publicity can directly impact our reputation. It is our policy to provide timely, accurate and complete information in response to public requests (media, analysts, etc.), consistent with our obligations to maintain the confidentiality of competitive and proprietary information and to prevent selective disclosure of market-sensitive data.

Trademarks

Trademarks and service marks, words, slogans, symbols, logos or other devices used to identify a particular source of goods or services -are important business tools and valuable assets which require care in their use and treatment. No employee may negotiate or enter into any agreement respecting Pinetree's trademarks, service marks or logos without first consulting the General Counsel. The Company also respects the trademark rights of others and any proposed name of a new product or service intended to be sold or rendered to customers must be submitted to the General Counsel for clearance prior to its adoption and use. Similarly, using the trademark or service mark of another company, even one with whom Pinetree has a business relationship, always requires clearance or approval by our General Counsel, to ensure that the use of that other company's mark is proper.

Copyright

Employees must avoid the unauthorized use of copyrighted materials of others and should confer with the General Counsel if they have any questions regarding the permissibility of photocopying, excerpting, electronically copying or otherwise using copyrighted materials. In addition, simply because material is available for copying, such as matter downloaded from the Internet, does not mean that it is automatically permissible to copy or re-circulate (for example, by e-mail or posting to an intranet facility). All copies of work that is authorized to be made available for ultimate distribution to the public, including all machine-readable works such as computer software, must bear the prescribed form of copyright notice.

2.4 Compliance with Law

It is the policy of the Company to comply with all applicable laws and regulations, including, without limitation, employment, discrimination, health, safety, privacy, antitrust/competition securities and environmental laws. No director, officer, executive or manager of the Company has authority to violate any law or to direct another employee or any other person to violate any law on behalf of the Company.

Securities Laws and Insider Trading

Securities legislation imposes restrictions with respect to the purchase and sale of shares and other securities and “tipping” when a person has knowledge of information not yet known to the public and which generally could affect the market price of the securities of a given company.

Employees may not buy or sell securities of Pinetree, its subsidiaries and associated companies or any other company that is a public company, with knowledge of undisclosed material information obtained in the course of employment, or “tip” others concerning such information. In particular, you should be careful to avoid inadvertently disclosing confidential information to spouses, family members and others who live in your households, or to business partners, friends and others as this could be considered “tipping”.

Undisclosed material information refers to information that, if disclosed, could affect the market price of a company’s securities or is likely to be considered important by investors in determining whether to buy, sell or otherwise trade in such securities. For instance, the information could be used by investors to buy, sell or otherwise trade in Pinetree shares, as well as the securities of third parties with which the Company has dealings.

Examples of material information may include:

- annual and quarterly financial results
- new products and services
- business plans
- business results
- Company restructuring plans
- sales results
- confidential information provided by third parties
- major management changes
- research and development of new technology

It is illegal for employees or members of their immediate family to buy, sell or otherwise trade in securities on the basis of this undisclosed information.

Short Sales and Calls of Company Securities

As an employee of the Company, you may not engage in the following with respect to Pinetree securities or the securities of any of its affiliates: (a) short sales; (b) sale of a call option and (c) purchase of a put option.

Short selling means selling shares you do not currently own and borrowing a third party's shares in order to make delivery, the whole in expectation that the shares will decrease in value when you will buy back the shares and return them to the owner. Such process is subject to undue speculation and abuse and is therefore prohibited. You must exercise great caution in your trading in order to avoid inadvertent breaches of these restrictions.

Puts and calls are also subject to the same abuse and therefore similar restrictions also apply to the sales of call options and purchases of put options in respect of securities of Pinetree.

Books and Records

Pinetree is required under securities laws, tax laws, the laws and regulations of other countries or jurisdictions, and generally accepted accounting principles to keep books, records and accounts that accurately reflect all transactions and to provide an adequate system of internal accounting and controls. We expect employees to ensure that those portions of the Company's books, records and accounts for which the employee has responsibility are valid, complete, accurate and supported by appropriate documentation in verifiable form. Employees should not:

- Improperly accelerate or defer expenses or revenues to achieve financial results or goals.
- Maintain any undisclosed or unrecorded funds or "off the book" assets.

- Establish or maintain improper, misleading, incomplete or fraudulent accounting documentation or financial reporting.
- Record revenue for any project that has not fully complied with the Company's revenue recognition guidelines.
- Make any payment for purposes other than those described in the documents supporting the payment.
- Submit or approve any expense report where the employee knows or suspects that any portion of the underlying expenses were not incurred, are not accurate or are not in compliance with the Company's expense policies.
- Sign any documents believed to be inaccurate or untruthful.

Internal Controls

The Company has adopted various types of internal controls and procedures as required to meet internal needs and applicable laws and regulations. We expect employees to follow these controls and procedures to the extent they apply, to assure the complete and accurate recording of all transactions. All employees with supervisory duties should implement appropriate internal accounting controls over all areas of their responsibility to ensure the safeguarding of the assets of Pinetree and the accuracy of its financial records and reports. All staff, within their areas of responsibility, are expected to adhere to these procedures, as directed by appropriate Company officers.

Any accounting adjustments that materially depart from GAAP must be approved by the Audit Committee and reported to the Company's external auditors. In addition, all material off-balance-sheet transactions, arrangements and obligations, contingent or otherwise, and other relationships of Pinetree with unconsolidated entities or other persons that may have material current or future effects on the financial condition, changes in financial condition, results of operations, liquidity, capital expenditures, capital resources or significant components of revenues or expenses must be disclosed to the Audit Committee and the Company's external auditors.

No employee or non-employee director may interfere with or seek to improperly influence, directly or indirectly, the auditing of Pinetree's financial records. Violation of these provisions shall result in disciplinary action, up to and including termination, and may also subject the violator to substantial civil and criminal liability.

If an employee becomes aware of any improper transaction or accounting practice concerning the resources of Pinetree, he or she should report the matter immediately to the General Counsel or to a member of the Audit Committee. An employee may also

file a confidential, anonymous complaint as provided below if he or she has information regarding questionable accounting or auditing matters.

Disclosure Obligations

Pinetree is required under Canadian securities laws to provide the public with periodic disclosure regarding the Company's business and financial condition (such as quarterly and annual reports and materials for our annual shareholders meeting). The Company provides additional disclosures to the public through quarterly press releases, and may provide additional disclosures through analyst conference calls. All employees who participate in the preparation or dissemination of these disclosures, or who provide information that they know may be used in the preparation of these disclosures, have a legal and ethical duty to ensure that the disclosure is full, fair, accurate, timely, and understandable.

Pinetree maintains disclosure controls and procedures designed to meet these disclosure obligations. It is the responsibility of the board of directors to ensure compliance with the disclosure controls and procedures and to evaluate the effectiveness of those controls and procedures on a regular basis. If an employee becomes aware that public disclosures are not accurate, complete or timely, or of a development that the employee believes may require disclosure, the employee should report the matter immediately and directly to the General Counsel.

Bribery, Kickback and Fraud

No funds or assets Pinetree of shall be paid, loaned or otherwise disbursed bribes, as "kickbacks," or other payments designed to influence or compromise the conduct of the recipient; and employees of Pinetree shall not accept any funds or other assets for assisting in doing business with Pinetree.

The following are examples of the type of conduct that is expressly prohibited under this standard:

- Payment or receipt money of, gifts, loans or other which favours may tend to influence business decisions or compromise independent judgment.
- Payment or receipt of rebates or "kickbacks" for obtaining business for or from the Company.
- Payment of bribes to government officials to obtain favourable rulings.
- Any other activity that would similarly degrade the reputation or integrity of the Company.

Any employee found to be receiving, accepting or condoning a bribe, kickback, or other unlawful payment, or attempting to initiate such activities, [may be subject to termination and possible criminal proceedings against them.] Any employee found to be attempting fraud or engaging in fraud [may be subject to termination and possible criminal proceedings against them.]

2.5 Fair Dealing with other People and Organizations

All business dealings undertaken on behalf of the Company should be conducted in a candid and straightforward manner that preserves our integrity and reputation. It is the Company's policy to avoid misrepresentation of material facts, manipulation, concealment, abuse of confidential information or any other unfair-dealing practices in all dealing with the Company's security holders, customers, suppliers, competitors and employees.

2.6 Employment Policies

Pinetree is committed to fostering a work environment in which all individuals are treated with respect and dignity. Each individual should be permitted to work in a business-like atmosphere that promotes equal employment opportunities and prohibits discriminatory practices, including harassment. Therefore, Pinetree expects that all relationships among persons in the workplace will be business-like and free of unlawful bias, prejudice and harassment. It is the Company's policy to ensure equal employment opportunity without discrimination or harassment on the basis of race, color, national origin, religion, sex, age, disability, or any other status protected by law.

It is Pinetree's policy to comply with all applicable wage and hour laws and other statutes regulating the employer-employee relationship and the workplace environment, including laws relating to an employee's lawful work status in the country of employment.

Labour and Employee Relations

No Pinetree employee shall interfere with or retaliate against another employee who seeks to invoke his or her rights under the laws governing labour and employee relations. If any employee has any questions about the laws or Company policies governing labour and employee relations matters, he or she should contact the General Counsel.

Alcohol and Drugs

Pinetree is committed to maintaining a drug-free work place. All Company employees must comply strictly with Company policies regarding the abuse of alcohol and the possession, sale and use of illegal substances. Drinking alcoholic beverages is prohibited while on duty or on the premises of Pinetree, except at specified Company-sanctioned events. Possessing, using, selling or offering illegal drugs and other

controlled substances is prohibited under all circumstances while on duty or on the premises of Pinetree. Likewise, you are prohibited from reporting for work, or driving a Company vehicle or any vehicle on Company business, while under the influence of alcohol or any illegal drug or controlled substance.

Violence Prevention

The safety and security of Company employees is vitally important. Pinetree will not tolerate violence or threats of violence in, or related to, the workplace. Employees who experience, witness or otherwise become aware of a violent or potentially violent situation that occurs on Pinetree's property or that affects Pinetree's business must immediately report the situation to the General Counsel.

Environment, Health and Safety

Pinetree is committed to providing a safe and healthy working environment for its employees and to avoiding adverse impact and injury to the environment and the communities in which we do business. Employees must comply with all applicable environmental, health and safety laws, regulations and Company standards. You should contact the General Counsel if you have any questions about the laws, regulations and policies that apply to you.

Environment

All employees should strive to conserve resources and reduce waste and emissions through recycling and other energy conservation measures. You have a responsibility to promptly report any known or suspected violations of environmental laws or any events that may result in a discharge or emission of hazardous materials. Employees should be particularly alert to the storage, disposal and transportation of waste, and handling of toxic materials and emissions into the land, water or air.

Health and Safety

Numerous laws and regulations cover employee health and safety. Pinetree is committed not only to comply with all relevant health and safety laws, but also to conduct business in a manner that protects the safety of its employees. All employees are required to comply with all applicable health and safety laws, regulations and policies relevant to their jobs. If you have a concern about unsafe conditions or tasks that present a risk of injury to you or others, please report these concerns immediately to the General Counsel.

Computer, E-mail and Internet Policies

Every employee is responsible for using Pinetree's computer system, including e-mail and the internet, properly and in accordance with Company policies. Any questions about these policies should be addressed to the employee's immediate supervisor. Employees should be aware of, among other matters, the following:

The Computer System is Pinetree Property

The computers that employees have access to for work and the e-mail system are the property of Pinetree and have been provided for use in conducting Company business. All communications and information transmitted by, received from, created or stored in its computer system (whether through word processing programs, e-mail, the internet or otherwise) are Company records and property of Pinetree. Employees must not bypass security constraints placed on computer systems by the Company.

No Expectation of Privacy

Pinetree has the right, but not the duty, for any reason and without the permission of any employee, to monitor any and all of the aspects of its computer system, including, without limitation, reviewing documents created and stored on its computer system, deleting any matter stored in its system, monitoring sites visited by employees on the internet, monitoring chat and news groups, reviewing material downloaded or uploaded by users from the internet, and reviewing e-mail sent and received by users. Employees should not have an expectation of privacy in anything they create, store, send or receive on the Company's computer system.

Professional Use of Computer System Required: Other Policies Apply

Employees are reminded to be courteous to other users of the system and always to conduct themselves in a professional manner. The Company's policies against discrimination and harassment (sexual or otherwise) apply fully to the Company's computer system, and any violation of those policies is grounds for discipline up to and including termination of employment.

Offensive and inappropriate Material: Illegal Activities

Company policies prohibit using the Company's computer system to send or receive messages or files that are illegal, sexually explicit, abusive, offensive or profane.

Copyrights and Trademarks

Pinetree's computer system may not be used to access restricted copyrighted materials, trade secrets, proprietary financial information, or similar materials. The computer system must not be used to access restricted information or systems (e. g. 'hacking', password stealing, etc.).

Document Retention

The space available for the storage of Company documents, both on paper and electronic, is limited and expensive. Therefore, periodic discarding of documents is necessary. On the other hand, there are legal requirements that certain records be retained for specific periods of time. Employees who are unsure about the need to keep particular documents should consult with their supervisor, so that a judgment can be made as to the likelihood that the documents will be needed.

Whenever it becomes apparent that documents of any type will be required in connection with a lawsuit or government investigation, all possibly relevant documents should be preserved, and ordinary disposal or alteration of documents pertaining to the subjects of the litigation or investigation should be immediately suspended. If an employee is uncertain whether documents under his or her control should be preserved because they might relate to a lawsuit or investigation, he or she should contact the General Counsel.

3. COMPLIANCE WITH THIS CODE OF BUSINESS CONDUCT AND ETHICS

3.1 Compliance and Authority

All employees have a responsibility to understand and follow this Code. In addition, all employees are expected to perform their work with honesty and integrity in any areas not specifically addressed by this Code. A violation of this Code may result in appropriate disciplinary action including the possible termination from employment with the Company.

The Company strongly encourages dialogue among employees and their supervisors to make everyone aware of situations that give rise to ethical questions and to articulate acceptable ways of handling those situations.

This Code reflects general principles to guide employees in making ethical decisions and cannot and is not intended to address every specific situation. As such, nothing in this Code prohibits or restricts the Company from taking any disciplinary action on any matters pertaining to employee conduct, whether or not they are expressly discussed in this document.

The Board of Directors of Pinetree has the exclusive responsibility for the final interpretation of the Code of Business Conduct and Ethics and has appointed the General Counsel as the Compliance Officer, responsible for oversight of this Code. The Code may be revised, changed or amended at any time by the Board of Directors of Pinetree.

3.2 Reporting Suspected Non-Compliance

General Policy

Employees who have information about non-compliant behaviour of the Company or of any employee under this Code or any government laws, rules or regulations should bring it to the attention of the General Counsel, or submit an anonymous report as provided below. Information as to suspected improper accounting or auditing matters may also be reported anonymously to any member of the Audit Committee. Employees are required to come forward with any such information, without regard to the identity or position of the suspected offender. Pinetree will treat the information in a confidential manner and will seek to ensure that no acts of retribution or retaliation will be taken against anyone for making a good faith report.

Because failure to report criminal activity can itself be understood to condone the crime, we emphasize the importance of reporting. Failure to report knowledge of wrongdoing may result in disciplinary action against those who fail to report.

In-Person Report

Information about known or suspected violations of this Code or of any governmental laws, rules, or regulations by any employee should be reported promptly and may be reported to the General Counsel.

Investigation

Reports of violations will be investigated under the supervision of the General Counsel, as he or she finds appropriate. Employees are expected to cooperate in the investigation of reported violations.

Confidentiality

To the extent practical and appropriate under the circumstances to protect the privacy of the persons involved, the General Counsel shall not disclose the identity of anyone who reports a suspected violation or who participates in the investigation. Employees should be aware that the General Counsel and those assisting him or her are obligated to act in the best interests of Pinetree, and do not act as personal representatives or lawyers for employees.

Protection Against Retaliation

Retaliation in any form against an individual who reports a violation of this Code or of law, rule, or regulation, even if the report is mistaken (provided it was made in good faith) or who assists in the investigation of a reported violation is itself a serious violation of this Code. Acts or threats of retaliation should be reported immediately and will be disciplined appropriately.

The Company strives to foster a business environment that promotes integrity and deters unethical or illegal behaviour. It is our collective responsibility to monitor and ensure compliance with the guidelines set out in this Code, including compliance with all applicable financial reporting and accounting regulations applicable to the Company. Any concerns or complaints in this regard should be reported to the office of the General Counsel or to the Chair of the Audit Committee.

3.3 Waivers of the Code

The Board of Directors must approve any waiver of the requirements of this Code of Business Conduct and Ethics for a director or executive officer. An executive officer of Pinetree may grant a waiver for other employees with the concurrence of the General Counsel. A waiver will be granted only in extraordinary circumstances and on a case-by-case basis. Pinetree must disclose the granting of such waiver to such director or executive officer as required by applicable securities laws.

APPENDIX 1 -ACKNOWLEDGMENT

I certify that I have received and read and that I will abide by the Pinetree Code of Business Conduct and Ethics distributed to me on _____. I agree that this signature page will become a part of my personnel file at Pinetree.

(signature)

(print your name)

Date: _____