



SUMMARY OF THE BRAINHUNTER CODE OF CONDUCT

The Brainhunter Code of Conduct prescribes the minimum moral and ethical standards of conduct required of all directors, officers and employees of Brainhunter. Violations of this Code can have severe consequences and will result in the appropriate discipline being taken, up to and including discharge where warranted by the circumstances.

A summary of each of the rules is set forth in this document. If you have any questions regarding any of these rules you should first refer to the full text of the Brainhunter Code of Conduct. If you still have any questions regarding the application of any rule or about the best course of action in a particular situation, you should seek guidance from your supervisor.

SUMMARY OF THE CODE

As a director, officer or employee, when acting on behalf of Brainhunter you are expected to:

1. Deal with clients, candidates and employees faithfully, with integrity and professional responsibility.
2. Observe the highest principles of honesty and fair practice in dealing with clients, candidates, employees and all regulatory authorities; and respect the confidentiality of records in accordance with law and good business practices.
3. Provide leadership in the adherence to both the spirit and letter of all applicable human rights, employment laws and regulations, as a minimum. We will strive wherever possible to surpass these minimum standards to set unprecedented standards in our industry. We will treat all candidates and employees without prejudice and will not accept an order from any client that is discriminatory in any way.
4. Protect the Corporation's assets, and use them properly and with care for the benefit of Brainhunter, and not for personal use.
5. Use email, the internet, telephone and other forms of communication provided by Brainhunter appropriately, which means primarily for business-related purposes.
6. Not speak on behalf of Brainhunter unless authorized to do so.
7. Avoid situations in which your personal interests conflict or might conflict with the interests of Brainhunter.
8. Obtain permission before joining the board of directors of another company or related organization.
9. Not take personal opportunities discovered by using property of Brainhunter or in your role with Brainhunter.
10. Protect the confidentiality of Brainhunter's "undisclosed material information".
11. Ensure that Brainhunter's books and records are complete and accurate.
12. Provide accurate and fair public disclosure.
13. Investigate and report any accounting, auditing or disclosure concerns.
14. Be committed to the prevention of workplace discrimination and harassment.
15. Be committed to ensuring the health and safety of fellow employees, officers and directors.
16. Know and comply with all laws, rules and regulations applicable to your position.
17. Not trade in Brainhunter securities or any other company's securities if you possess "undisclosed material information".
18. Deal fairly with Brainhunter's customers, suppliers and competitors.
19. Not offer expensive gifts or other benefits to persons, including clients, customers and public officials that might influence or be perceived as influencing a business decision.
20. Not accept expensive gifts or other benefits from persons doing or seeking to do business with Brainhunter.

As a member of the Association of Canadian Search, Employment and Staffing Services, Brainhunter and all its employees, officers and directors must adhere to the Code of Ethics of this industry association. The following Staffing Industry Code of Ethics is an obligation we assume as we serve as providers of employment and staffing services and to those we employ.

"Staffing Industry Code of Ethics"

- We will serve its clients, candidates and employees faithfully, with integrity and professional responsibility.
- We will observe the highest principles of honesty and fair practice in dealing with clients, candidates, employees and all regulatory authorities; and will respect the confidentiality of records in accordance with law and good business practices.
- We will provide leadership in the adherence to both the spirit and letter of all applicable human rights, employment laws and regulations, as a minimum. We will strive wherever possible to surpass these minimum standards to set unprecedented standards in our industry. We will treat all candidates and employees without prejudice and will not accept an order from any client that is discriminatory in any way.
- We will take all reasonable steps to provide clients with accurate information on each candidate's employment qualifications and experience; and will only present those candidates who have given us authorization to represent their application for employment.
- We will supply candidates and employees with complete and accurate information as provided by the client, regarding terms of employment, job descriptions and workplace conditions.
- We will not recruit, encourage or entice a candidate whom we have previously placed to leave the employ of our clients, nor will we encourage or coerce an individual to leave any assignment before completion.
- We will not restrict the right of a candidate or employee to accept employment of their choice.
- We will maintain the highest standards of integrity in all forms of advertising, communications and solicitations; and will conduct our business in a manner designed to enhance the operation, image and reputation of the employment, recruitment and staffing services industry.
- We will derive income only from clients and make no direct or indirect charges to candidates or employees unless specified by a license.
- We will recognize and respect the rights and privileges of competitors in the true fashion of individual initiative and free enterprise and refrain from engaging in acts of unfair competition.
- We will ensure that our clients, candidates and employees are aware of our duty to abide by this Code of Ethics and will undertake to bring any potential infringements before the appropriate Association body.

Reports and Complaints

As an employee, if you believe that a violation of the Code or any law, rule or regulation has been or is likely to be committed by you or someone else who is an employee or representative of Brainhunter, you have an obligation to promptly report the relevant information to your supervisor, since your supervisor will generally be in the best position to resolve the issue. However, if you feel uncomfortable approaching your supervisor with your concern, or if you have any specific or general questions, you may contact Brainhunter's Chief Financial Officer.

If you believe it is inappropriate to raise your complaint or report of a violation with either your supervisor or the Chief Financial Officer a more complete series of options is laid out in the text of the complete Code of Conduct

The most important thing to remember when dealing with these types of questions or concerns is: When in doubt, ask.

Treatment of Reports and Complaints

Confidentiality of reported violations will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review and subject to law.

Refer to the complete text of the Code for details on how to submit any report or complaint.

Disciplinary Action for Code Violations

Discipline will be imposed for each Code violation that fits the nature and particular facts of the violation. If you fail to comply with laws or regulations governing Brainhunter's businesses, this Code of Conduct or any other Brainhunter policy or requirement, you may be disciplined up to and including immediate termination, and if warranted, legal proceedings may be brought against you.