

CODE OF BUSINESS CONDUCT AND ETHICS

I. INTRODUCTION

1. This Code of Business Conduct and Ethics (the “Code”) embodies the commitment of Canaccord Capital Inc. and its subsidiaries to conduct our business in accordance with all applicable laws, rules and regulations and the highest ethical standards. All directors, officers and employees are expected to adhere to those principles and procedures set forth in this Code that apply to them. We also expect the consultants we retain generally to abide by this Code.

2. Each director, officer, employee and consultant should also read and be familiar with the portions of the detailed policies of the firm set out in the firm’s Policy Manuals including those posted from time to time on the firm’s intranet (the “Firm Policies”) applicable to such director, officer employee or consultant. The Firm Policies are not part of this Code.

II. COMPLIANCE AND REPORTING

1. Directors, officers and employees should strive to identify and raise potential issues before they lead to problems, and should ask about the application of this Code whenever in doubt. Any director, officer or employee who becomes aware of any existing or potential violation of this Code should promptly notify, in the case of employees, the Chief Ethics Officer (Ward McMahon), and in the case of directors and the Chief Executive Officer, the Chief Operating Officer and the Chief Financial Officer (the “Senior Financial Officers”), the Lead Director (Terry Lyons). We refer to such contacts as “Appropriate Ethics Contacts”. The firm will take such disciplinary or preventive action as it deems appropriate to address any existing or potential violation of this Code brought to its attention.

2. Any questions relating to how these policies should be interpreted or applied should be addressed to an Appropriate Ethics Contact.

III. WAIVERS OF THIS CODE

From time to time, the firm may waive certain provisions of this Code. Any director, officer or employee who believes that a waiver may be called for should discuss the matter with an Appropriate Ethics Contact (Ward McMahon or Terry Lyons). Waivers for executive officers (including Senior Financial Officers) or directors of the firm may be made only by the Board of Directors or a committee of the Board.

IV. PERSONAL CONFLICTS OF INTEREST

1. A “personal conflict of interest” occurs when an individual’s private interest improperly interferes with the interests of the firm. Personal conflicts of interest are

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prohibited as a matter of firm policy, unless they have been approved by the firm. In particular, a director, officer or employee must never use or attempt to use his or her position at the firm to obtain any improper personal benefit for himself or herself, for his or her family members or for any other person, including loans or guarantees of obligations, from any person or entity.

2. Service to the firm should never be subordinated to personal gain and advantage. Conflicts of interest should, to the extent possible, be avoided.

3. Any director, officer or employee who is aware of a material transaction or relationship that could reasonably be expected to give rise to a conflict of interest should discuss the matter promptly with an Appropriate Ethics Contact.

V. PUBLIC DISCLOSURE

It is the firm's policy that the information in its public communications, including filings with securities regulatory authorities, be full, fair, accurate, timely and understandable. All directors, officers and employees who are involved in the company's disclosure process, including the Senior Financial Officers, are responsible for acting in furtherance of this policy. In particular, these individuals are required to maintain familiarity with the disclosure requirements applicable to the firm and are prohibited from knowingly misrepresenting, omitting or causing others to misrepresent or omit, material facts about the firm to others, whether within or outside the firm, including the firm's independent auditors. In addition, any director, officer or employee who has a supervisory role in the firm's disclosure process has an obligation to discharge his or her responsibilities diligently.

VI. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

1. It is the firm's policy to comply with all applicable laws, rules and regulations. It is the personal responsibility of each director, officer and employee to adhere to the standards and restrictions imposed by those laws, rules and regulations. The Firm Policies provides guidance as to certain of the laws, rules and regulations that apply to the firm's activities.

2. Generally, it is both illegal and against firm policy for any director, officer or employee who is aware of material non-public information relating to the firm, any of the firm's clients or any other private or governmental issuer of securities to buy or sell any securities of those issuers or recommend that another person buy, sell or hold the securities of those issuers.

3. More detailed rules governing the trading of securities by the firm's directors, officers and employees are set forth in the Firm Policies. Any director, officer or

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employee who is uncertain about the legal rules involving his or her purchase or sale of any firm securities or any securities in issuers that he or she is familiar with by virtue of his or her work for the firm should consult with an Appropriate Ethics Contact before making any such purchase or sale.

VII. CORPORATE OPPORTUNITIES

1. Directors, officers and employees owe a duty to the firm to advance the firm's legitimate business interests when the opportunity to do so arises. Directors, officers and employees are prohibited from taking for themselves (or directing to a third party) a business opportunity that is discovered through the use of corporate property, information or position, unless the firm has already been offered the opportunity and turned it down or unless taken in accordance with Firm Policies. More generally, directors, officers and employees are prohibited from using corporate property, information or position in a manner contrary to the firm's interests.

2. Sometimes the line between personal and firm benefits is difficult to draw, and sometimes both personal and firm benefits may be derived from certain activities. The only prudent course of conduct for our directors, officers and employees is to make sure that any use of firm property or services that is not solely for the benefit of the firm is approved beforehand through the Appropriate Ethics Contact.

VIII. CONFIDENTIALITY

In carrying out the firm's business, directors, officers and employees often learn confidential or proprietary information about the firm, its clients/customers, prospective clients/customers or other third parties. Directors, officers and employees must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally mandated. Confidential or proprietary information includes, among other things, any non-public information concerning the firm, including its businesses, financial performance, results or prospects, and any non-public information provided by a third party with the expectation that the information will be kept confidential and used solely for the business purpose for which it was conveyed.

IX. FAIR DEALING

We have a history of succeeding through honest business competition. We do not seek competitive advantages through illegal or unethical business practices. Each director, officer and employee should endeavour to deal fairly with the firm's clients, service providers, suppliers, competitors and employees. No director, officer or employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any unfair dealing practice.

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X. EQUAL EMPLOYMENT OPPORTUNITY AND HARASSMENT

Our focus in personnel decisions is on merit and contribution to the firm's success. Concern for the personal dignity and individual worth of every person is an indispensable element in the standard of conduct that we have set for ourselves. The firm affords equal employment opportunity to all qualified persons without regard to any impermissible criterion or circumstance. This means equal opportunity in regard to each individual's terms and conditions of employment and in regard to any other matter that affects in any way the working environment of the employee. We do not tolerate or condone any type of discrimination prohibited by law, including harassment.

XI. PROTECTION AND PROPER USE OF FIRM ASSETS

All employees should protect the firm's assets and ensure their efficient use. All firm assets should be used for legitimate business purposes only.