

**SKYLINK AVIATION INC.
CODE OF BUSINESS CONDUCT AND ETHICS**

Forward

To my Fellow SkyLink Professionals:

Our Company is founded on our commitment to the highest ethical principles and standards. We value honesty and integrity above all else. Upholding these commitments is essential to our continued success.

The law and the ethical principles and standards that comprise this Code of Business Conduct and Ethics must guide our actions in everything we do. The Code is, of course, broadly stated. Its guidelines are not intended to be a complete listing of detailed instructions for every conceivable situation. Instead, it is intended to help you develop a working knowledge of the laws and regulations that affect your job.

Adhering to this Code is essential and is required in all aspects of our business. I have personally taken the time to study it carefully and I encourage you to do the same. I have also signed a statement confirming that I have read this Code carefully, and I expect you to do the same by signing the confirmation form that appears on the final page.

Ultimately, our most valuable asset is our reputation. Complying with the principles and standards contained in this Code is the starting point for protecting and enhancing that reputation. Thank you for your continued commitment to SkyLink!

Jan Ottens
President and Chief Executive Officer

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Introduction

All of SkyLink's employees, officers and directors must read and use this Code of Business Conduct and Ethics (the "Code") to ensure that each business decision follows our commitment to the highest ethical standards and the law. Adherence to this Code and to our other official policies is essential to maintaining and furthering our reputation for fair and ethical practices among our customers, shareholders, employees and communities.

It is the responsibility of every one of us to comply with all applicable laws and regulations and all provisions of this Code and the related policies and procedures. Each of us must report any violations of the law or this Code. Failure to report such violations and failure to follow the provisions of this Code may have serious legal consequences and will be disciplined by the Company. Discipline may include termination of your employment.

This Code summarizes certain laws and the ethical policies that apply to all of SkyLink's employees, officers and directors. Several provisions in this Code refer to more detailed policies that either (1) concern more complex policies or legal provisions or (2) apply to select groups of individuals within the Company. If these detailed policies are applicable to you, it is important that you read, understand, and be able to comply with them. If you have questions as to whether any detailed policies apply to you, contact your immediate supervisor or the Chief Compliance Officer.

Situations that involve ethics, values and violations of certain laws are often very complex. No single Code of Conduct can cover every business situation that you will encounter. Consequently, we have implemented the compliance procedures outlined in the sections of this Code entitled "Administration of the Code" and "Asking for Help and Reporting Concerns." The thrust of our procedures is ***WHEN IN DOUBT - ASK!***

If you do not understand a provision of this Code, are confused as to what actions you should take in a given situation, or wish to report a violation of the law or this Code, you should follow those compliance procedures. Those procedures will generally direct you to talk to either your immediate supervisor or the Chief Compliance Officer. There are few situations that cannot be resolved if you discuss them with your immediate supervisor or the Chief Compliance Officer in an open and honest manner.

After reading this Code, you should:

- Have a thorough knowledge of the Code's terms and provisions.
- Be able to recognize situations that present legal or ethical dilemmas.
- Be able to deal effectively with questionable situations in conformity with this Code.

In order to be able to accomplish these goals, we recommend that you take the following steps:

- Read the entire Code thoroughly.

- If there are references to more detailed policies that are not contained in this Code, obtain and read those policies if they apply to you.
- Think about how the provisions of this Code apply to your job, and consider how you might handle situations to avoid illegal, improper, or unethical actions.
- If you have questions, ask your immediate supervisor the Chief Compliance Officer.

When you are faced with a situation and it is not clear as to what action you should take, ask yourself the following questions:

- Is the action legal?
- Does the action comply with this Code?
- How will your decision affect others, including SkyLink's customers, suppliers, shareholders, employees and the community?
- How will your decision look to others in hindsight? If your action is legal but can result in the appearance of wrongdoing, consider taking alternative steps.
- How would you feel if your decision were made public? Could the decision be honestly explained and defended?
- Have you contacted your immediate supervisor or the Chief Compliance Officer regarding the action?

To reiterate, ***WHEN IN DOUBT - ASK!***

Please note that this Code is not an employment contract and does not modify the employment relationship between us and you. We do not create any contractual or legal rights or guarantees by issuing these policies, and we reserve the right to amend, alter and terminate policies at any time and for any reason.

Compliance with Laws

First and foremost, SkyLink policy is to behave in an ethical manner and comply with all laws, rules and government regulations that apply to our business. Although we address several important legal topics in this Code, we cannot anticipate every possible situation or cover every topic in detail. It is your responsibility to know and follow the law and conduct yourself in an ethical manner. It is also your responsibility to report any violations of the law or this Code.

Because SkyLink operates in many jurisdictions and locales it is imperative that Skylink employees, consultants and other representatives of the Company strictly comply with all applicable laws and regulations wherever we do business.

Anticorruption

The SkyLink Board of Directors have adopted extensive policies with respect to anticorruption and bribery as well as specific “due diligence” procedures to implement these policies. SkyLink policies with respect to anticorruption and bribery are attached as Appendix 1 to this Code. As an employee, you will be expected to undergo annual training and recertification.

In addition, SkyLink prohibits the use of illegal or improper payments to other Skylink employees or employees of the Company’s suppliers or customers. Payments made to consultants, distributors, agents or other intermediaries must be at prevailing customary rates and for actual, legitimate services provided. Payments to a SkyLink employee or a member of the employee’s family in any form from a supplier, customer or any other party doing business with the Company are strictly prohibited.

Conflicts of Interest

All of us must be able to perform our duties and exercise judgment on behalf of our Company without influence or impairment, or the appearance of influence or impairment, due to any activity, interest or relationship that arises outside of work. Put more simply, when our loyalty to SkyLink is affected by actual or potential benefit or influence from an outside source, a conflict of interest exists. We should all be aware of any potential influences that impact or even appear to impact our loyalty to SkyLink. In general, you should avoid situations where your personal interests conflict, or appear to conflict, with those of the Company.

Any time you believe that a conflict of interest may exist, you must disclose the potential conflict of interest to your immediate supervisor. Any activity that is approved, despite the actual or apparent conflict, must be documented. A potential conflict of interest that involves an executive officer must be approved by our Board of Directors.

It is not possible to describe every conflict of interest, but some situations that could cause a conflict of interest include:

- Doing business with family members

- Having a financial interest (either directly or through a family member) in another company with whom we do business or with whom one of our suppliers does business
- Taking a second job
- Managing your own business
- Serving as a director of another business
- Being a leader in some organizations
- Diverting a business opportunity from our company to another company

Doing Business with Family Members

A conflict of interest may arise if family members work for a supplier, customer or other third party with whom we do business. It also may be a conflict if a family member has a financial interest in a supplier, customer or other third party with whom we do business. Before doing business on our behalf with an organization in which a family member works or has a financial interest, you must disclose the situation to your immediate supervisor and discuss it with them. Together with your supervisor, you must document the approval if it is granted.

“Family members” include your:

- Spouse
- Brothers or sisters
- Parents
- In-laws
- Children
- Life partner

Employing relatives or close friends who report directly to you may also be a conflict of interest. Although the Company encourages employees to refer candidates for job openings, employees who may influence a hiring decision must avoid giving an unfair advantage to anyone with whom they have a personal relationship. In particular, supervisors should not hire relatives or attempt to influence any decisions about the employment or advancement of people related to or otherwise close to them, unless they have disclosed the relationship to their immediate supervisor who has approved the decision.

Ownership in Other Businesses

Personal investments can cause a conflict of interest. In general, you should not own, directly or indirectly, a financial interest in any company that does business with SkyLink or seeks to do business with SkyLink without disclosing such conflict to your supervisor and obtaining the appropriate approvals. You also should not own a financial interest in any of SkyLink’s competitors.

If you or a family member has a financial interest in a company with whom we do business or propose to do business, that interest must be approved by your immediate supervisor or if an Executive Officer by the Skylink Board of Directors.

Notwithstanding the foregoing, non-employee directors of SkyLink and their family members may have significant financial interests in or be affiliates of suppliers, customers, competitors and third parties with whom we do business or propose to do business. However, a director must:

- disclose any such relationship promptly after the director becomes aware of it,
- remove himself or herself from any Board activity that directly impacts the relationship between SkyLink and any such company with respect to which the director has a significant financial interest or is an affiliate, and
- obtain prior approval of the Board of Directors or its designated committee for any transaction of which the director is aware between SkyLink and any such company.

Outside Employment

Sometimes our employees desire to take additional part-time jobs or do other work after hours, such as consulting or other fee-earning services. This kind of work does not in and of itself violate the SkyLink Code of Business Conduct and Ethics. However, the second job must be strictly separated from your job with SkyLink, and must not interfere with your ability to devote the time and effort needed to fulfill your duties as a SkyLink employee. You cannot engage in any outside activity that causes competition with SkyLink or provides assistance to SkyLink's competitors or other parties (such as suppliers) with whom SkyLink regularly does business. You should avoid outside activities that embarrass or discredit SkyLink. Outside work may never be done on Company time and must not involve the use of SkyLink's supplies or equipment. Additionally, you should not attempt to sell services or products from your second job to SkyLink.

Service on Boards

Serving as a director of another corporation may create a conflict of interest. Being a director or serving on a standing committee of some organizations, including government agencies, also may create a conflict.

Before accepting an appointment to the board or a committee of any organization whose interests may conflict with SkyLink's interests, you must discuss it with immediate supervisor and obtain written approval. This rule does not apply to non-employee directors of the Company.

Business Opportunities

Business opportunities relating to the kinds of products and services that SkyLink usually sells or the activities SkyLink typically pursues that arise during the course of your employment or through the use of the Company's property or information belong to SkyLink. Similarly, other business opportunities that fit into SkyLink's strategic plans or satisfy the Company's commercial objectives that arise under similar conditions also belong to SkyLink. You may not direct these

kinds of business opportunities to SkyLink's competitors, to other third parties or to you personally or to other businesses that you own or are affiliated with.

Loans

In certain circumstances loans or an advancement of salary may be extended in certain unique circumstances. In either case, approval must be granted by your immediate supervisor AND the Company's Chief Financial Officer. The same approval process must be followed in the case of an Executive Officer with the addition of the Chief Compliance Officer and the Chief Executive Officer.

Gifts and Entertainment

We are dedicated to treating all persons and firms with whom we do business fairly and impartially. Therefore, our employees must not give or receive gifts, entertainment or gratuities that could influence or be perceived to influence business decisions. Misunderstandings can usually be avoided by conduct that makes clear that SkyLink conducts business on an ethical basis and will not seek or grant special considerations.

Accepting Gifts and Entertainment

You should never solicit a gift or favor from those with whom we do business. You may not accept gifts of cash or cash equivalents at any time.

You may accept novelty or promotional items or modest gifts related to commonly recognized occasions, such as a promotion, holiday, wedding or retirement, if:

- this happens only occasionally
- the gift was not solicited
- disclosure of the gift would not embarrass SkyLink or the people involved
- the total value of all gifts received from any individual or company (including all individuals related to such company) in a twelve month period is under \$250.

You may accept an occasional invitation to a sporting activity, entertainment or meal if

- there is a valid business purpose involved
- this happens only occasionally
- the activity is of reasonable value and not lavish

A representative of the giver's company must be present at the event. If you are asked to attend an overnight event, you must obtain prior approval from immediate supervisor.

Giving Gifts and Entertaining

Gifts of nominal value (under \$100) and reasonable entertainment for customers, potential customers and other third parties with whom we do business are permitted (assuming a Company representative is present at any entertainment). Further, any gift or entertainment must:

- support the Company's legitimate business interests
- be reasonable and customary, not lavish or extravagant
- not embarrass the Company or the recipient if publicly disclosed

Receipts and other substantiation materials as mandated by the Company's Chief Financial Officer must be provided particularly for those entertainment expenses that are paid through a Company credit card. The Chief Financial Officer may, in his/her discretion, deduct from an employee's salary or other compensation those entertainment expenses that are paid through a Company credit card but no or insufficient substantiation is provided.

Under no circumstances can any bribe kickback or illegal payment or of any kind be made. Further under no circumstances can you give a gift of cash or cash equivalents. Special rules apply when dealing with government employees. These are further discussed in this under "Compliance with Laws – Anticorruption Laws" and in SkyLink's "Anti-Corruption Policy and Procedures Manual," under "Compliance Procedures."

Fair Dealing

SkyLink has built a reputation as a trustworthy and ethical member of our community and our industry. SkyLink is committed to maintaining the highest levels of integrity and fairness within the Company. When we fail to negotiate, perform or market in good faith, we may seriously damage SkyLink's reputation and lose the loyalty of our customers. You must conduct business honestly and fairly and not take unfair advantage of anyone through any misrepresentation of material facts, manipulation, concealment, abuse of privileged information, fraud or other unfair business practice.

Responding to Inquiries from the Press and Others

SkyLink is subject to laws that govern the timing of our disclosures of material information to the public and others. Only certain designated employees may discuss the Company with the news media, securities analysts and investors. All inquiries from outsiders regarding financial or other information about our company should be referred to the Chief Executive Officer or the Chief Financial Officer.

Political Activity and Charitable Contributions

SkyLink fully complies with all political contribution laws. Company funds may not be used for contributions of any kind to any political party or committee or to any candidate or holder of any government position (national, state or local) unless such contribution is permitted by law and complies with SkyLink company policy.

It is against our policy for you to lobby SkyLink's other employees on behalf of a political candidate during the work day. It is also against our policy to reimburse an employee for any political contributions or expenditures. Outside normal office hours, you are free to participate in political campaigns on behalf of candidates or issues of your choosing, as well as make personal political contributions.

Skylink has a long and proud tradition of being a responsible corporate citizen. However, the Company must be certain that any charitable contribution made on its behalf is not designed for an improper purpose, such as concealing illegal payments or laundering money. Any request for a charitable contribution of any type must be initiated through your immediate supervisor and approved by the Company's Chief Compliance Officer and Chief Financial Officer.

Safeguarding Corporate Assets

We have a responsibility to protect Company assets entrusted to us from loss, theft, misuse and waste. Company assets and funds may be used only for proper business purposes and may never be used for illegal purposes. If you become aware of theft, waste or misuse of Company assets or funds or have any questions about your proper use of them, you should speak with your immediate supervisor right away.

It is also important that you protect the confidentiality of Company information. Confidential or proprietary information includes all information that is not generally known to the public and is helpful to the Company, or would be helpful to competitors. Proprietary information should be marked accordingly, kept secure and access limited to those who have a need to know in order to do their jobs.

Our business relations are built on trust, and our customers and suppliers count on that trust. If you learn information from them that is not otherwise public, you should keep that information confidential at all times.

E-mail and internet usage are provided by the Company for business use and there is no right to privacy in any material created, received or sent on the Company systems. The Company reserves the right to monitor Internet and e-mail usage and to filter or block objectionable content. The origination or communication of offensive, hostile, malicious, unlawful or abusive material, not in keeping with Company values is prohibited. Only Company software and hardware may be supported and the Company reserves the right to remove any hardware or software that is not appropriately licensed, supported or that disrupts network/system performance. All personal computers which are connected to the Company network must employ standard virus protection software.

Equal Employment Opportunity and Anti-Harassment

SkyLink is committed to providing a workplace that is free of all forms of workplace violence and unlawful harassment. Under this Policy, harassment is verbal or physical conduct that denigrates or shows hostility or aversion toward an individual because of that individual's race, color, creed, religion, sex, gender, age, national origin, citizenship status, physical or mental disability, alienage, physical or mental disability, medical condition, genetic predisposition, veteran status, military status, marital or registered domestic partner status, sexual orientation, citizenship status, status as a victim of domestic violence or of stalking and sex offenses; AIDS related complex or HIV status or any other impermissible criterion or circumstance protected under the law that has the (1) purpose or effect of creating an intimidating, hostile or offensive work environment; (2) has the purpose or effect of unreasonably interfering with an individual's work performance; or (3) otherwise adversely affects an individual employment opportunities.

Sexual Harassment

In addition to the above, Skylink will not tolerate and specifically prohibits sexual harassment. Any Skylink employee, consultant or representative of the Company that is found to have engaged in any form of unlawful sexual harassment will be subject to discipline including termination.

For purposes of this Policy, sexual harassment is defined as unwelcome sexual advances, requests for sexual favors and or verbal or physical conduct of a sexual nature when (1) submission of such conduct is made either explicitly or implicitly a term or condition of employment; (2) submission or rejection of such conduct is used as the basis for employment decisions affecting such individual; or (3) such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive work environment.

Reporting Harassment

If you observe conduct that you believe to be discriminatory or harassing, or if you feel you have been the victim of discrimination or harassment, you should notify your immediate supervisor and the Chief Compliance Officer right away.

The Company prohibits retaliation against any employee who reports discrimination or harassment or for filing a good faith complaint under our anti-discrimination and anti-harassment policies or for cooperating in an investigation and will not tolerate or permit retaliation by management, employees or co-workers. To the fullest extent possible, the Company will keep complaints and the terms of their resolution confidential. If an investigation confirms harassment or discrimination has occurred, the Company will take corrective action against the offending individual, including such discipline up to and including immediate termination of employment, as appropriate.

Reasonable Accommodation

Skylink Aviation Inc. is committed to working with and providing reasonable accommodations for employees and applicants with physical or mental disabilities. Disabled employees are encouraged to provide notification from their doctor describing any restrictions on their ability to perform the essential duties or functions of their jobs.

The Chief Compliance Officer has been assigned specific responsibilities for implementing and monitoring affirmative action and other equal opportunity programs. One of the tenants of this Code, however, is that all employees are accountable for promoting equal opportunity practices within our company. We must do this not just because it is the law, but because it is the right thing to do.

Health, Safety, Privacy and the Environment

Skylink respects the privacy rights and interests of all its employees and provides safeguards for the protection of its employee's personal information that is collected, held and used.

SkyLink is committed to providing safe and healthy working conditions by following all occupational health and safety laws governing our activities.

SkyLink believes that management and each and every employee have a shared responsibility in the promotion of health and safety in the workplace. You should follow all safety laws and regulations, as well as Company safety policies and procedures. You should immediately report any accident, injury or unsafe equipment, practices or conditions.

You also have an obligation to carry out Company activities in ways that preserve and promote a clean, safe, and healthy environment. You must strictly comply with the letter and spirit of applicable environmental laws and the public policies they represent.

The consequences of failing to adhere to environmental laws and policies can be serious. SkyLink as a company, as well as individuals, may be liable not only for the costs of cleaning up pollution, but also for significant civil and criminal penalties. You should make every effort to prevent violations from occurring and report any violations to your immediate supervisor.

SkyLink is committed to providing a work place that is free of illegal drugs and alcohol. Substance abuse poses health and safety risks both to the abuser and to his or her fellow employees.

As a general rule, weapons are not allowed on corporate property by Skylink employees except where the Chief Executive Officer has determined after consultation with the General Counsel that the nature and location of the mission require that certain designated Skylink employees be authorized to carry weapons for the defense of themselves, other Skylink employees/representatives and clients. The use of weapons should be for defensive purposes only and those Skylink employees designated to carry these weapons must receive appropriate training and certification in their safe use.

Accuracy of Company Records

All information you record or report on behalf of the Company, whether for Company purposes or for third parties, must be done accurately and honestly. All of our records (including accounts and financial statements) must be maintained in reasonable and appropriate detail, must be kept in a timely fashion, and must appropriately and accurately reflect our transactions. Falsifying records or keeping unrecorded funds and assets is a severe offense and may result in prosecution or loss of employment. When a payment is made, it can only be used for the purpose spelled out in the supporting document.

Information derived from our records is provided to our shareholders and investors as well as government agencies. Thus, our accounting records must conform not only to our internal control and disclosure procedures but also to generally accepted accounting principles and other laws and regulations, such as those of the government taxation authorities and the Securities and Exchange Commission. SkyLink's public communications and the reports we file with the various government agencies should contain information that is full, fair, accurate, timely and understandable in light of the circumstances surrounding disclosure.

SkyLink's internal and external auditing functions help ensure that our financial books, records and accounts are accurate. Therefore, you should provide our accounting department, internal auditing staff, and independent public accountants with all pertinent information that they may request or that we would reasonably expect them to request. We encourage open lines of communication within SkyLink and require that all SkyLink personnel cooperate to the maximum extent possible.

If you are unsure about the accounting treatment of a transaction or believe that a transaction has been improperly recorded or you otherwise have a concern or complaint regarding an accounting matter, our internal accounting controls, or an audit matter, you should confer with your immediate supervisor and/or the Chief Financial Officer; or you may submit your concern, on a confidential or anonymous basis to the Chief Compliance Officer.

Record Retention

Our records should be retained or discarded in accordance with SkyLink's record retention policies and all applicable laws and regulations. From time to time we are involved in legal proceedings that may require us to make some of our records available to third parties. SkyLink's General Counsel will assist you in disseminating appropriate information to third parties and provide you (or your immediate supervisor) with specific instructions.

It is a crime to alter, destroy, modify or conceal documentation or other objects that are relevant to a government investigation or otherwise obstruct, influence or impede an official proceeding. The law applies equally to all of SkyLink's records, including formal reports as well as e-mail, expense reports and internal communication. If the existence of a subpoena or a pending government investigation is known or reported to you, you should immediately contact

our General Counsel and you must retain all records that may pertain to the investigation or be responsive to the subpoena.

Administration of the Code

Distribution

All of SkyLink's directors, officers and employees will receive a copy of this Code when they join the Company. Updates of the Code will be distributed to all directors, officers and employees.

Role of Supervisors and Officers

Supervisors and officers have important roles under this Code and are expected to demonstrate their personal commitment to this Code by fostering a workplace environment that promotes compliance with the Code and by ensuring that employees under their supervision participate in the Company's compliance training programs.

Reporting Violations

You are obliged to report violations of this Code or the law and to cooperate in any investigations into such violations. We prefer that you give your identity when reporting violations, to allow the Company to contact you in the event further information is needed to pursue an investigation, and your identity will be maintained in confidence to the extent practicable under the circumstances and consistent with enforcing this Code. However, you may anonymously report violations.

Investigations

The Chief Compliance Officer will initiate a prompt investigation following any credible indication that a breach of law or this Code may have occurred. The Chief Compliance Officer in conjunction with the Chief Executive Officer and the Board of Directors will initiate appropriate corrective action as they deem necessary, which may include notifying appropriate authorities.

Disciplinary Action

If you violate any provision of this Code, you may be subject to disciplinary action, up to and including termination. Please be aware that the Company may seek civil remedies from you and if your violation results in monetary loss to the Company, you may be required to reimburse the Company for that loss. If you are involved in a violation, the fact that you reported the violation, together with the degree of cooperation displayed by you and whether the violation is intentional or unintentional, will be given heavy consideration in the Company investigation and any resulting disciplinary action.

No Retaliation

Skylink Aviation, Inc will not retaliate against anyone who, in good faith, notifies us of a possible violation of law or of this Code, nor will we tolerate any harassment or intimidation of any employee who reports a suspected violation. In addition, there are federal “whistleblower” laws that are designed to protect you from discrimination or harassment for providing information to us or governmental authorities, under certain circumstances, with respect to certain laws such as those governing workplace safety and anti-corruption and bribery among others.

Approvals

Approvals required under this Code should be documented.

Waivers

Any request for a waiver of this Code must be submitted in writing to the Company’s Chief Compliance officer who has authority to decide whether to grant a waiver. However, a waiver of any provision of this Code for a Director or an Executive Officer must be approved by SkyLink’s Board of Directors or its designated committee and will be promptly disclosed to the extent required by law or regulation.

Certifications

All new employees must sign a certificate confirming that they have read and understand this Code. We will also require an annual certification of compliance with the Code by all employees, consultants and representatives of the Company. However, failure to read the Code or sign a confirmation certificate does not excuse you from complying with this Code.

Asking for Help and Reporting Concerns

SkyLink takes this Code seriously and consider its enforcement to be among the Company’s highest priorities. We also acknowledge that it is difficult to develop a full understanding of applicable laws and regulations in our business given the fact that the Company is subject to the laws of multiple jurisdictions. However, violations of the Code will be addressed even when the employee is unsure of the appropriate action - it is your responsibility to ask questions. A rule of thumb is that you should imagine that the “New York Times Rule” applies – if you wouldn’t want to see it on the front page, don’t do it. Whenever you have a question or concern, are unsure about what the appropriate course of action is, or if you believe that a violation of the law or this Code has occurred:

- You should talk with your immediate supervisor. He or she may have the information you need, or may be able to refer the matter to an appropriate source, including the General Counsel or Chief Compliance Officer as circumstances warrant.

- If you are uncomfortable talking with your immediate supervisor, you may also contact any manager in the Company with whom you feel comfortable or the Chief Compliance Officer.
- In addition, if you have concerns or complaints about accounting or audit matters or SkyLink's internal accounting controls, you may confer with your immediate supervisor or the Chief Financial Officer or you may submit your concern or complaint, on a confidential or anonymous basis, to the Chief Compliance Officer.

Confirmation Certificate

I have been provided with a copy of the Code of Business Conduct and Ethics of Skylink Aviation Inc. I acknowledge that I have read the Code and understand my responsibilities under it. I further acknowledge that I should follow the compliance procedures described in the Code if I have any questions or concerns.

Employee Name:_____

Date:_____

SKYLINK AVIATION INC.
CODE OF BUSINESS CONDUCT AND ETHICS

Appendix 1

ANTICORRUPTION POLICY AND PROCEDURES MANUAL

STATEMENT OF CORPORATE ANTICORRUPTION POLICY

SkyLink Aviation Inc. (“**SkyLink**” or the “**Company**”) is committed to complying with all laws and regulations that apply to its worldwide business and maintaining the highest standards of ethical business conduct. Two important laws that apply to SkyLink’s business are the U.S. *Foreign Corrupt Practices Act* (“**FCPA**”) and the Canadian *Corruption of Foreign Public Officials Act* (“**CFPOA**”).

It is the policy of SkyLink senior management to prohibit corrupt payments to foreign officials by or on behalf of SkyLink entities to obtain or retain business. In addition to the FCPA and the CFPOA, there are other laws that prohibit commercial bribery (i.e., corrupt payments or offers that do not necessarily involve a foreign official). While this compliance manual (“**Manual**”) does not address these other laws, all SkyLink entities are expected to be aware of how these laws affect their operations and institute effective procedures for compliance with these laws.

It is SkyLink’s policy that (i) all directors, officers, and employees of the Company, its subsidiaries and joint ventures controlled and/or managed by the Company; (ii) all agents, advisors, consultants, representatives and contractors of the Company working on Company business; and (iii) all shareholders of the Company and owners, employees, agents and consultants of such shareholders acting on behalf of the Company (collectively, the “**Company Persons**”) *must observe* the highest standards of ethical behavior in the performance of their duties.

It is the Company’s belief that this policy will be most effectively carried out in practice if there is available to Company Persons a clear expression and understanding of the types of conduct that would violate the Company’s ethical standards.

Accordingly, this Manual is being distributed to educate and advise all relevant Company Persons of the various ethical and legal responsibilities that are imposed by the FCPA, the CFPOA and by the Company’s policy and procedures affecting the performance of their duties. This Manual also establishes policy and procedures which, when followed, will assist Company Persons in the performance of their duties in an honest and ethical manner, and will help to avoid situations that could give rise to possible violations of the FCPA or the CFPOA.

Company Persons should familiarize themselves with this Manual in order to ensure that they conduct their activities in accordance with the FCPA, the CFPOA and similar anticorruption laws that prohibit payments to government officials. If, after becoming familiar with this Manual, you have any questions or concerns regarding the Company’s compliance policies and procedures, either in general or as applied in any particular circumstance, contact the Chief Compliance Officer (“**CCO**”). **The name of the Company’s current CCO, together with his contact information, is set forth on Attachment A to this Manual.**

The Company is dedicated to the highest level of compliance. As such, the Company expects and demands full compliance with all applicable laws and the provisions of this Manual. The Company’s commercial viability and reputation must not be compromised by noncompliance.

It is important to emphasize that compliance with the FCPA, the CFPOA and other related laws is just one part of compliance with SkyLink's overall ethics policies. Your continued commitment to our high ethical standards is expected and appreciated.

ADMINISTRATION OF ANTICORRUPTION POLICY AND PROCEDURES

The SkyLink Board of Directors (the "**Board**") has delegated to SkyLink's senior management the ultimate responsibility for ensuring that the Company meets its obligations under the FCPA and CFPOA. The CCO is responsible for the overall administration of the Company's policy and procedures detailed in this Manual (the "**Policy and Procedures**"), including without limitation the implementation and administration of the FCPA and CFPOA education and training programs described in paragraph III. The CCO shall report directly to the Chairman of the Board and is authorized to communicate regarding the Policy and Procedures directly with the Company's general counsel (the "**General Counsel**"), outside counsel, the Company's chief financial officer (the "**Chief Financial Officer**"), the Board and the Advisory Committee on Anticorruption and Trade Controls Compliance (the "**Compliance Advisory Committee**")¹ at any time.

Company Persons shall present any questions and/or reports regarding SkyLink's anticorruption Policy and Procedures, and any potential or actual violations of them, to the CCO. The CCO shall respond to such questions and/or reports in a timely manner. The CCO shall immediately report any potential or actual violation of the FCPA, CFPOA or the Policy and Procedures to the General Counsel, Chief Financial Officer and Chairman of the Board. In consultation with the Compliance Advisory Committee and together with the General Counsel, the CCO shall investigate any such potential or actual violation. The CCO is empowered to take all necessary steps to investigate any suspected violation of the FCPA, CFPOA or similar law, statute or regulation. The CCO and General Counsel may consult with the outside counsel regarding such suspected violations and the appropriate corrective or other actions, and shall prepare a comprehensive report including the findings of such investigation and recommended corrective or other actions for the Board, in consultation with the Compliance Advisory Committee. The CCO and General Counsel shall jointly present the report to the Chairman of the Board and the Chief Financial Officer. Furthermore, the CCO shall report to the Board annually and the Compliance Advisory Committee quarterly on the status of the Company's compliance with the FCPA, CFPOA, other applicable and similar statutes, law or regulations and the Policy and Procedures, and notify the Board and the Compliance Advisory Committee regarding any practical issues that have arisen in connection with administration of the Policy and Procedures during the preceding year.

The General Counsel is responsible for advising the Company, including the CCO, with respect to any legal issues related to compliance with the FCPA, CFPOA, other similar and applicable laws, statutes or regulations and the Policy and Procedures, and assisting the CCO with the investigation of any potential or actual violations thereof as more fully described above. In carrying out the foregoing responsibilities, the General Counsel may utilize the assistance of outside counsel.

¹ The charter of the Advisory Committee on Anticorruption and Trade Controls Compliance can be found in **Attachment D**.

Notwithstanding anything herein to the contrary, the Board, in its sole discretion, may at any time determine that an independent investigation of any suspected violation of the FCPA, CFPOA or similar law, statute and regulation is warranted and, in such case, the Board will directly retain outside counsel to conduct the investigation.

EDUCATION AND TRAINING

The CCO, in consultation with the General Counsel and outside counsel shall develop, implement and conduct FCPA and CFPOA related educational and training programs for all Company Persons whose job function is or could be pertinent to FCPA and CFPOA compliance. These educational and training programs shall be conducted at least once per year. Each year, the Company Persons who participate in the FCPA and CFPOA educational and training programs will sign the Compliance Certificate attached hereto as Attachment B. At a minimum, all Company management and accounting personnel, including all persons who have access to Company funds or who have responsibility for recording transactions that impact the Company's books and records, will participate in the educational and training programs and execute the Compliance Certificate.

The educational and training programs shall include written and oral presentations regarding the FCPA, CFPOA, other similar and applicable laws, statutes or regulations and the Policy and Procedures, as well as group question and answer sessions and the opportunity for one-on-one discussions, if requested by a Company Person.

The CCO shall participate in and complete on-going formal FCPA and CFPOA education.

OVERVIEW OF FOREIGN CORRUPTION PROHIBITIONS

The US Government aggressively pursues civil and criminal investigations into potential violations of the FCPA and prosecutes companies and individuals it finds responsible for committing FCPA violations.

The FCPA prohibits bribes to foreign officials, either directly or through intermediaries, for the purpose of obtaining or retaining business, or directing business to any other persons, and requires that companies maintain adequate internal controls, including the maintenance of accurate accounting records, to prevent such corrupt payments.

The FCPA's prohibitions are potentially applicable to any individual or company, including foreign persons. The FCPA applies to (1) "issuers" (persons who have issued registered securities in the United States) (2) "domestic concerns" (i.e., companies incorporated in the United States and U.S. citizens and permanent residents), and (3) non-U.S. nationals or non-U.S. companies conducting business in the United States. It also applies to non-U.S. directors, officers, employees, agents, and shareholders acting on behalf of an issuer or U.S. company. Accordingly, SkyLink requires full compliance with the FCPA and all other applicable improper payment laws by all directors, officers, employees, agents, representatives and shareholders of the Company, regardless of nationality or work location.

Similarly, the CFPOA prohibits the giving or offering, directly or indirectly, of a loan, reward, advantage or benefit of any kind to a foreign public official or to any person for the benefit of a foreign public official, in order to obtain or retain an advantage in the course of business. The provisions of the CFPOA are applicable to both individuals and the Company. Unlike the FCPA, the CFPOA does not automatically apply to all foreign directors, officers, employees, agents, or shareholders acting on behalf of the Company. The CFPOA can only be enforced if the offence is committed in whole or in part within Canada. SkyLink nevertheless requires full compliance with the CFPOA and all other applicable improper payment laws by all directors, officers, employees, agents, representatives and shareholders of the Company, regardless of nationality or work location.

A. ANTIBRIBERY PROVISIONS

Both the FCPA and the CFPOA's anti-bribery provisions prohibit not only payments but also promises or offers to pay or transfer anything of value, directly or indirectly, in order to influence a foreign official's act or decision in his or her official capacity, to induce the official to do or omit to do any act in violation of his lawful duty, to obtain any improper advantage, or to induce a foreign official to use his or her influence improperly to affect another's act or decision with regard to business transactions.

Giving, Promising or Authorizing Anything of Value. The FCPA does not just prohibit payments of cash. Rather, it prohibits the transfer, authorization, or promise with an improper purpose, of "anything of value" to a foreign official. As the word "anything" suggests, the concept of "anything of value" is extremely broad and includes, among other items:

- Shares in a company;
- Dividends;
- Promises of future employment;
- Tangible assets, such as vehicles or equipment;
- Futures or options;
- Favorable loan terms;
- Insurance;
- Real property, including buildings or land; and
- Gifts, travel or entertainment that are not directly related to the promotion, explanation, or demonstration of a product, service, or execution of a product.

As this list suggests, something of value does not necessarily have to change hands in order to violate the FCPA. A promise of or scheme or other act in furtherance of a corrupt payment or promise is sufficient for purposes of the statute.

Similarly, the CFPOA prohibits offering or agreeing to give a loan, reward, advantage or benefit of any kind to a foreign public official. The examples provided above are equally applicable to the CFPOA. As with the FCPA, it is not necessary for an item to change hands for

there to be a violation of the CFPOA. A mere promise to do something could be an offence under the CFPOA.

Directly or Indirectly. A person may be liable under the FCPA for payments, promises or offers to pay made through a third party, such as a business partner or non-U.S. owned or controlled entity or affiliate. A third party is any intermediary that may be used in seeking or conducting business, including joint venture partners, agents, representatives, consultants, or others who have ties to a foreign official. Accordingly, even if a person with close ties to the government does not qualify as a “foreign official” as described above, that person can cause an FCPA violation by transferring, directly or indirectly, anything of value to a foreign official.

Similarly, it is an offence under the CFPOA if a loan, reward, advantage or benefit of any kind is given or offered, directly or indirectly, to a foreign public official. As with the FCPA, a loan, reward, advantage or benefit of any kind cannot be given to any person for the benefit of the foreign public official. This has been interpreted to include the foreign public officials’ family members, political party association and third party intermediaries.

If any Company Person knows or reasonably believes that a payment, promise or offer to pay has been, is being or may be made to a foreign official by a third party intermediary for the benefit of or on behalf of the Company, any subsidiary of the Company or any joint venture controlled and/or managed by the Company, the Company Person shall immediately notify the CCO and shall use all reasonable efforts to prevent the payment, promise or offer to pay from occurring.

Foreign Officials. For purposes of the FCPA, “foreign official” means any officer or stakeholder of a government outside the United States or any department, agency or instrumentality thereof, or of a public international organization, or any person acting in an official capacity for or on behalf of any such government or department, agency or instrumentality, or for or on behalf of any such public international organization; an employee of a wholly or partially state-owned enterprise; a legislator; or a member of a royal family that has official government responsibilities. For purposes of this Manual, “public international organization” means an organization that is so designated by the President of the United States and includes, without limitation, organizations such as the United Nations, the International Monetary Fund, the World Bank, the European Union and similar organizations. The U.S. Department of Justice (“**DOJ**”) interprets the term “foreign official” to extend to persons not typically considered to be acting in that capacity, including but not limited to:

- the spouse of a legislator;
- officials at state-owned banks;
- tax authorities;
- advisors to foreign tourist boards;
- officials of state-owned oil companies;
- sewage company officials;
- physicians at state-operated hospitals;

- officials of state-owned bus companies;
- utilities commissions;
- officials of state-owned trading companies; and
- customs authorities.

The CFPOA defines foreign public official very broadly to include:

- a person who holds a legislative, administrative or judicial position of a foreign state;
- a person who performs public duties or functions for a foreign state, including a person employed by a board, commission, corporation or other body or authority that is established to perform a duty or function on behalf of the foreign state, or is performing such a duty or function; and
- an official or agent of a public international organization that is formed by two or more states or governments, or by two or more such public international organizations.

Limited Exception. There are three limited categories of payments that are not prohibited under either the FCPA or the CFPOA. These include limited exceptions for (1) “routine governmental action” that does not require the exercise of discretion by a foreign official; (2) reasonable and bona fide business expenses of a de minimis amount (e.g., payments for SkyLink product samples of nominal value such as coffee mugs or model airplanes which may be provided to clients as promotional gifts); and (3) payments that are legal under the written laws—not merely the customs or traditions—of the foreign country. ***Section V of this Manual provides detailed guidance on the procedures that SkyLink employees must follow before making payments that would qualify for any of these exceptions.*** Please note that for some such payments, the prior approval from SkyLink’s CCO is required and that for all such payments, the creation of detailed records of payments is required.

“Routine governmental action” is defined to encompass only actions that are ordinarily performed by a foreign official in, for example:

- obtaining permits, licenses, and other official documents to qualify an individual or entity to do business in the foreign country;
- processing governmental papers, such as visas;
- providing police protection, mail pick-up and delivery, or scheduling inspections associated with contract performance or inspections related to transit of goods across country;
- loading and unloading cargo, providing phone service, power and water supply, or protecting perishable products or commodities from deterioration; or
- performing other clerical activities that are not discretionary in nature.

The CFPOA also provides, for greater certainty, confirmation that routine governmental action does not include a decision to award new business or to continue business with a

particular party, including a decision on the terms of that business, or encouraging another person to make such a decision.

These exceptions are narrowly construed by the U.S. and Canadian administering agencies and their application requires a careful and fact-specific analysis. Accordingly, SkyLink policy requires that any payment made under these exceptions must be (1) except as otherwise permitted in paragraph V of this Manual, approved in advance by the CCO, and (2) scrupulously documented in the Company's records in accordance with the procedures set forth in this Manual.

B. ACCOUNTING PROVISIONS

The FCPA also requires companies to keep accurate books and records, as well as establish and maintain internal controls to account for all assets and thereby eliminate the possibility of "slush funds" from which illegal payments may be made. These sections of the FCPA brought the force of law to what was already included in the United States Generally Accepted Accounting Principles ("**GAAP**"), which requires the creation and maintenance of internal accounting controls sufficient to provide reasonable assurances that:

- (1) All transactions are executed in accordance with management's general or specific authorization; and
- (2) Transactions are recorded as necessary to permit preparation of financial statements in conformity with GAAP.

In other words, under these regulations, even a petty cash fund could be considered an "off-the-books slush fund" if it is not properly recorded in the Company's books and records.

The Chief Financial Officer shall routinely include in the Company's internal audit process questions and reviews designed to test and verify compliance with the accounting requirements set forth in this Manual.

C. PENALTIES

Criminal Penalties.

There are potentially severe consequences for violation of the FCPA. Each violation of the FCPA's anti-bribery provisions may cost a company up to US \$25 million in fines. Also, officers, directors, and employees can be personally fined up to US \$100,000 and/or sentenced to 5 years imprisonment. Further, violations of the accounting provisions could result in criminal penalties of up to 20 years in prison and fines of up to US \$1 million for individuals and US \$2.5 million for corporations. Other federal statutes provide that an individual may be fined up to US \$250,000 or up to twice the amount of the gross gain or gross loss if the defendant obtained a monetary gain from the offense or caused such a gain to another person.

Individuals who are found guilty of contravening the CFPOA are subject to a five year maximum term of imprisonment. The Company could also be subject to unlimited fines that are

subject only to the discretion of the trial judge. Because this is an indictable offence, there is no limitation period.

Civil Penalties.

DOJ² may also bring a civil action for a fine up to US \$10,000 per violation against any firm or any officer, director, employee, agent, representative or shareholder acting on the firm's behalf, for violations of the anti-bribery provisions. In addition, in an SEC enforcement action, a court may impose an additional fine not to exceed the greater of (1) the gross amount of the pecuniary gain to the defendant as a result of the violation, or (2) a specified dollar limitation. The specified dollar limitations are based on the egregiousness of the violation, ranging from US \$5,000 to US \$100,000 for a natural person and US \$50,000 to US \$500,000 for any other person. Fines imposed on individuals cannot be paid by the Company or principals of the Company.

In addition to monetary fines and imprisonment, violations may affect a company's eligibility for export licenses and privileges as well as its ability to participate in government or international organization contracts. In addition, the negative publicity associated with an FCPA investigation, even one that does not result in penalties, can be extremely damaging for a company or individual involved. Finally, an investigation or conviction of an FCPA violation in the United States may also lead to prosecution under the anticorruption laws of the country in which the activity took place.

For purposes of clarification, the Company will not reimburse any officer, director, employee, agent, representative or shareholder who is compelled to pay any monetary fine or penalty imposed for violation of the FCPA, CFPOA or similar law, statute or regulation.

D. "RED FLAGS" OR WARNING SIGNS

Compliance with the FCPA and the CFPOA requires that employees be aware of "red flags" that may be an indication that someone involved in a business transaction may be making an improper payment.

"Red flags" may include:

1. A request to be paid in cash.
2. An unusual proposal relating to the method of payment for any of the participants in a transaction, such as payment through a third country or in a third country's currency.
3. Any known or suspected family relationship between any participants in the transaction and any government officials.

² The U.S. Securities Exchange Commission ("SEC") may also bring civil actions against publicly traded companies, i.e., companies that have issued registered securities in the United States.

4. Refusal by any participants to sign affidavits or make representations that they will not violate the FCPA and the CFPOA.
5. Large size of a commission paid to an agent in relation to the services performed.
6. Any known or suspected misrepresentations by an agent in the foreign country in connection with the proposed transaction.
7. Any request by any participant in the transaction that the Company prepare any false invoices or other documentation.

This list is not exhaustive and many other types of activities give rise to FCPA and CFPOA concerns depending on the particular facts and circumstances. It is essential to identify and address FCPA and CFPOA concerns as soon as they arise. When concerns arise, immediately contact the CCO.

It is important to note that the existence of a “red flag” does not mean a business transaction cannot be consummated. Rather, it indicates that the business transaction should be further evaluated and that, if the business transaction is pursued, the contract memorializing the same may need to include representations, warranties and indemnities that specifically address the areas of concern.

COMPLIANCE PROCEDURES

Unless permitted by this Manual, no offer, payment, promise to pay, or authorization to pay or provide any money, gifts, or anything of value will be made by or on behalf of the Company to:

- any foreign official, including any member of the armed forces, and including any official, employee, or person acting on behalf of a public international organization or state-owned entity;
- any foreign political party, official of a foreign political party, or candidate for foreign political office; or
- any person, while knowing or being aware of a high probability that all or a portion of any payment will be offered, given or promised, directly or indirectly, to any of the above.

E. FACILITATING PAYMENTS

The prohibition against the offer, payment, promise to pay, or authorization to pay or provide any money, gifts, or anything of value does not apply to payments of money, gifts, or other things of value to foreign officials whose duties are essentially non-discretionary or clerical, when such payments or gifts are necessary to ensure or expedite performance of the official’s duties and are not for the purpose of obtaining or retaining business for SkyLink or directing business to any person. Although permissible in certain limited situations, such facilitating or expediting payments are strongly discouraged. They may be made only when necessary to secure adequate performance of a service or action that SkyLink is entitled to have performed in any case and that is necessary to the conduct of its business.

a. Substantive Requirements:

Except in exigent or urgent circumstances that make it practically impossible to seek prior approval, and subject to the conditions in the next paragraph, no facilitating or expediting payment may be made without the prior approval of the CCO.

In exigent or urgent circumstances that make it practically impossible to seek prior approval, a facilitating or expediting payment may be made without the prior approval required under the previous paragraph, if all of the following conditions are satisfied:

- the payment does not exceed US \$100;
- the payment is for a “routine governmental action” as described by the following list: (a) obtaining permits, licenses, or other official documents that qualify a person to do business in a foreign country; (b) processing governmental papers such as visas and work orders; (c) providing police protection, mail pickup and delivery, or scheduling inspections associated with contract performance or inspections related to transit of goods across country; (d) providing phone service, power and water supply, loading and unloading cargo, or protecting perishable products or commodities from deterioration; and (e) actions of a similar nature;
- the payment is not for any decision by a foreign official whether, or on what terms, to award new business to or continue business with a particular party, or for any action taken by a foreign official involved in the decision-making process to encourage a decision to award new business or to continue business with a particular party; and
- the payment is not made for any decision by a foreign official that involves the misuse or abuse of authority or deviation from official duties by a foreign official.

If an employee or representative is confronted with a request or demand for a bribe from anyone, the request or demand must be immediately reported to the employee’s supervisor and the CCO. All payments of any kind must be clearly reflected in the books and records of the Company.

b. Procedural Requirements:

Within thirty days, each payment made under the exigent or urgent circumstances exception must be fully and accurately reported in writing to the CCO and on an expense report submitted to SkyLink that accurately reflects the payment date, amount paid, recipient and purpose of the payment.

F. REASONABLE AND BONA FIDE EXPENSES

a. Substantive Requirements:

In order to qualify as a reasonable and bona fide expense, the expenditure must be made directly in connection with the promotion, demonstration or explanation of products or services, or in connection with the execution or performance of a government contract. In addition:

- Employees should avoid a pattern of providing gifts, samples, entertainment, meals, travel, lodging and other hospitality to the same

official or group of officials, as this may begin to take on the appearance of bribery;

- There must be a legitimate business purpose that justifies the expense;
- Business meals and events payments should be made with a corporate credit card, where possible, and paid directly to the business that provided the goods or services;
- Entertainment should be local, except in connection with authorized travel;
- Whenever feasible, SkyLink personnel must obtain receipts for all expenses made; and
- Because government business can involve special laws, regulations and obligations, and to avoid any appearance of impropriety, special care must be taken to ensure that all entertainment of foreign officials is legal, in accordance with local government policies, and reasonable.

i. Entertainment and Meals

The frequency of entertainment and meals must be carefully monitored, as the cumulative effect of such expenditures may give rise to the appearance of impropriety. Entertainment and meals for an individual should not exceed 12 events in any calendar year. Where additional entertainment and meals are anticipated, the CCO must be consulted and prior approval must be obtained.

It is strictly prohibited to provide entertainment or meals to a foreign official with the intention of seeking to improperly influence the official to confer a benefit on SkyLink.

It is strictly prohibited to provide entertainment or meals to a foreign official immediately before or after the submission of a public tender proposal, or while regulatory approvals or decisions are pending, if such official has a role or influence in the evaluation, selection or administration of the public tender proposal, contract or other approval or decision.

ii. Gifts and Samples

Reasonable and bona fide expenditures for gifts and samples valued at US \$100 or less may be provided without approval of the CCO as long as they meet the following requirements:

- The gift may only be given as a goodwill gesture, and not to influence the recipient to provide some business advantage to SkyLink.
- An effort should be made to ensure that the gift's symbolic value outweighs its monetary value.
- Gifts of cash and cash equivalents are strictly prohibited.

- Any gift made by a SkyLink employee must be given on behalf of SkyLink as an institution, not on behalf of a particular employee.
- All gifts made must be paid with SkyLink funds.
- If possible, samples given to foreign officials must be closely related to SkyLink's service line (e.g., product models of no intrinsic value bearing the company logo, and should be given in reasonable amounts).
- If a product is potentially of personal use to recipients, the quantities of such samples should be restricted unless they are being provided for official testing and evaluation purposes.

Gifts in higher amounts (i.e., valued at above \$US 100) may not be made without prior approval by the CCO.

b. Procedural Requirements:

Within thirty days, each payment made under the reasonable and bona fide expense exception must be fully and accurately reported in writing to the CCO and on an expense report submitted to SkyLink that accurately reflects the payment date, amount paid, recipient and purpose of the payment.

G. WRITTEN LOCAL LAW

Prior to relying on the written local law affirmative defense to make a payment to a foreign official, SkyLink must obtain the opinion of local counsel that such payment is legal under the written laws of such foreign country.

H. BOOKS AND RECORDS

No false or misleading entries may be made in the books and records of the Company. Company Persons are prohibited from engaging in any arrangements that would result in such entries. No undisclosed or unrecorded funds or assets may be established.

If any employee or representative believes that a payment has been or will be recorded improperly or in any manner that conceals, distorts or otherwise misrepresents the true and accurate nature of the transaction, such employee has the affirmative duty to immediately report this to the CCO.

ANTI-CORRUPTION DUE DILIGENCE PROCEDURES

Unless otherwise approved in writing by the General Counsel (or if there is no General Counsel serving at such time, the CCO), each contract between the Company, any subsidiary of the Company or any joint venture controlled and/or managed by the Company, on the one hand, and a joint venture partner, consultant, agent, contractor, representative or other third party (each a "SkyLink Counterparty"), on the other hand, involving work or services to be performed in

whole or in part outside the United States and Canada shall include representations, warranties and/or covenants from the SkyLink Counterparty addressing the following:

- Compliance with laws (generally);
- Compliance with the FCPA, CFPOA and similar laws, statutes or regulations, including those that prohibit commercial bribery;
- Accuracy of such individual's or entity's record-keeping;
- Cooperation by such individual or entity with the Company's audit activities; and
- Remedies for breach of any representation, warranty or covenant relating to the foregoing (which shall, at a minimum, entitle SkyLink to terminate the contract).

The representations, warranties, covenants and remedies to be included in each contract shall be in a form approved by the General Counsel (or if there is no General Counsel serving at such time, the CCO). In addition, each such contract shall be in writing and shall specify the manner and method of payment of, and approval process for, any disbursement of funds to be made pursuant to the terms thereof.

In addition, prior to entering into any contract involving work or services to be performed outside the United States and Canada through or in conjunction with a SkyLink Counterparty, the Company shall conduct a background check of the prospective SkyLink Counterparty that should, at a minimum, consist of obtaining and reviewing the following information as to the prospective SkyLink Counterparty:

- Size of the entity in terms of people, facilities and revenues;
- Beneficial ownership of the entity;
- Financial standing of individual or entity;
- Number of years of experience;
- Number and reputation of SkyLink Counterparty's other clients;
- Qualifications of SkyLink Counterparty's technical staff;
- Adequacy of SkyLink Counterparty's support staff for the proposed work/services;
- Individual's or entity's reputation for professionalism, integrity and compliance with law; and
- Individual's or entity's familiarity with and adherence to the FCPA, CFPOA and similar laws, statutes and regulations, including those that prohibit commercial bribery.

In furtherance of the foregoing, each such individual or entity shall promptly, and in any event prior to entering into a contract with SkyLink for such work or services, complete and return to the Company a due diligence questionnaire in the form attached as Attachment C hereto.

REPORTING OF POTENTIAL VIOLATIONS

All Company Persons are encouraged to report any potential violation of the FCPA, CFPOA, similar statutes or regulations, or of SkyLink’s Anticorruption Policy and Procedures to the CCO without fear of retribution. Skylink has also established the following hotline number –
3 – for Company Persons to anonymously report any such concerns.

CONSEQUENCES OF NON-COMPLIANCE

In addition to potential civil and criminal liability for the individual employee, the failure by a Skylink employee to comply with the policy and procedures outlined in this manual may result in the employee’s suspension, termination or other disciplinary action.

CONCLUSION

Compliance with the FCPA, CFPOA and similar laws, statutes or regulations, including those that prohibit commercial bribery, is an important part of doing business in foreign countries. These anti-bribery statutes are vigorously enforced. The stakes are high, both for the Company and Company Persons, if a violation of the FCPA, CFPOA or similar laws, statutes or regulations occurs. SkyLink is committed to full compliance with these important laws. SkyLink in turn requires from each Company Person that same commitment to meet these requirements at all times. SkyLink shall promptly and strictly address any failure by a Company Person to comply with the requirements of the FCPA, CFPOA, other similar and applicable laws, statutes or regulations and the Policy and Procedures set forth herein. Therefore, each Company Person must, at a minimum, become familiar with the requirements and prohibitions of the FCPA, CFPOA and SkyLink’s Policy and Procedures so that they are prepared to deal with any situation that may arise in the course of daily business.

If you have any questions that are not addressed in this Manual, please direct them to SkyLink’s CCO. After reviewing this Manual, the Economic Sanctions and Export Controls Manual and any other related Company policies, Company Persons must read and execute the Company’s Compliance Certificate attached hereto as Attachment B.

Adopted by the Board on November 13, 2008, amended by the Board as of February 11, 2009, further amended by the Board as of March 31, 2010 and further amended by the Board as of July 26, 2011.

³To be inserted when established.

Attachment A

Chief Compliance Officer

David Miller

E-mail: dmiller@skylinkaviation.com

Phone: (703) 371-7728

⁴ To the extent the Company appoints a new CCO, this **Attachment A** shall be updated and notice shall be provided to the Company Persons.

Attachment B

Compliance Certificate

As of the date hereof, the undersigned has reviewed the (i) SkyLink Aviation Inc. Anticorruption Compliance Manual and (ii) SkyLink Aviation Inc. Economic Sanctions and Export Controls Manual (collectively, the “**Compliance Manuals**”) and agrees to be bound by, and to comply with, the terms, conditions and procedures set forth in the Compliance Manuals. To the extent the undersigned has any questions or concerns regarding the Compliance Manuals, either in general or as applied in any particular circumstance, the undersigned will contact the Chief Compliance Officer.

Dated this _____ **day of** _____ **20**_____.

By:

^sTo the extent the Company revises the Compliance Certificate, this **Attachment B** shall be updated.

SkyLink Aviation Inc. Due Diligence Questionnaire

This questionnaire is provided to you in connection with the proposed and/or ongoing business transaction(s) (the “*Transactions*”) between SkyLink Aviation Inc. (“*SkyLink*”) and (the “*Company*”). The purpose of this questionnaire is to assist SkyLink in its efforts to conduct its activities in accordance with the requirements of the Canadian Corruption of Foreign Public Officials Act, the U.S. Foreign Corrupt Practices Act (FCPA) and other anticorruption laws. This questionnaire is to be completed by a responsible and knowledgeable official at the Company. Please provide full and complete responses to these questions to facilitate a timely completion of this review. If a question is not applicable, please so indicate. If additional room is necessary, please attach extra pages. Once completed, sign and date the questionnaire and return it to David Miller, SkyLink Aviation Inc., 1027 Yonge Street, Toronto, Ontario Canada M4W 3Y8, or dmiller@skylinkaviation.com.

I. DEFINITIONS

- A. “*Government Body*” means any legislature, agency, bureau, branch, department, division, commission, court, tribunal, public international organization or body of any federal, regional, municipal, local or foreign government or public international organization, including state-owned entities.
- B. “*Government Official*” means any officer, official, or employee exercising authority as a representative of any Government Body.
- C. “*Key Person*” means any shareholder, beneficial owner, investor, director, officer, or employee of the Company.

II. QUESTIONS

A. Company’s Ownership and Management

- 1. Please provide the names of the top five shareholders or beneficial owners of the Company, and its directors and officers.

⁶ If SkyLink’s proposed counterparty is completing the Due Diligence Questionnaire in his or her individual capacity and not on behalf of a company, please revise the Due Diligence Questionnaire accordingly.

B. Relationships with Government Bodies and Officials

1. Is any Key Person (see definition in Section I above), or has any Key Person been, a:

- a. Government Official (see definition in Section I above);
- b. candidate for political office;
- c. political party official; or
- d. is a family member of any of the above. If the answer to this question B.1 is “yes,” please explain the basis for your response.

2. Is any Key Person, or has any Key Person been, an advisor, consultant, aide, or employee of a Government Official or Government Body within the past 5 years? Is any Key Person providing, or has any Key Person provided within the past 5 years, any other assistance to a Government Official or Government Body? If the answer to this question B.2 is “yes,” please explain the basis for your response.

3. Does the Company or any Key Person have any agreements, whether written or verbal, to pay or otherwise compensate any person to lobby, maintain relationships with, or otherwise influence any Government Body or Government Official on behalf of or for the benefit of the Company or SkyLink? If the answer to this question B.3 is “yes,” please explain the basis for your response and provide copies of any such agreements.

4. If the answer to question B.1, B.2 or B.3 is “yes,” please identify the national, regional and local government ministries, committees, and agencies that are responsible for, or involved in, the approval of any agreements, contracts, bids, permits, licenses, or other authorizations that may impact the Transactions.

5. If the answer to question B.1, B.2 or B.3 is “yes,” please identify and describe all current, pending, or potential Company agreements, contracts, bids, permits, licenses, or other authorizations that require approval from any Government Body that may impact the Transactions.

6. Has the Company or any Key Person, either directly or indirectly, made or offered to make payments to officials of a Government Body, or any political candidates, political party officials, or political parties in order to influence any Government Official to award business or to take, or refrain from taking, actions to otherwise assist the Company in connection with the Transactions. If the answer is “yes,” please describe. This includes, without limitation, the giving, offering, or promising of the following:

- Checks or cash;
- Shares or dividends;
- Promises of future employment;

- Tangible assets, such as vehicles or equipment;
- Futures or options;
- Insurance;
- Real property, including buildings or land;
- Gifts, goods or services, such as travel or entertainment, that are not directly related to the promotion, explanation, or demonstration of a product, service, or execution of a product;
- Any other ownership or monetary interest in the business or success of Company;
- Gifts, services or assistance of any kind to family members of Government Officials, political candidates, or political party officials; or
- Any other thing of value or benefit to Government Officials, political candidates, or political party officials or family members of such persons.

7. Has the Company or any Key Person been accused or convicted of bribery or fraud? If so, provide information on the nature, time-frame, enforcement process, outcome and current status of such matters.

Signature:

Name (please print):

Title:

Company:

Date:

Attachment D

SKYLINK AVIATION INC.

CHARTER OF THE ADVISORY COMMITTEE ON ANTICORRUPTION AND TRADE CONTROLS COMPLIANCE

The Board of Directors (the “*Board*”) of SkyLink Aviation Inc. (the “*Company*”) has established the Advisory Committee on Anticorruption and Trade Controls Compliance (the “*Advisory Committee*”) with the powers and responsibilities specifically set forth in this Charter.

1. PURPOSE

The Advisory Committee shall provide advice, guidance and support to the Company’s Chief Compliance Officer (the “*CCO*”) in connection with the administration of the Company’s compliance policies and procedures involving International Trade Laws (as defined below) (the “*Compliance Program*”), including without limitation, the compliance policies and procedures set forth in the Company’s (a) Economic Sanctions and Export Compliance Control Manual and (b) Anticorruption Compliance Manual.

2. COMPOSITION

Unless increased or decreased by the Board, the Advisory Committee shall consist of four members. The initial members of the Advisory Committee shall be:

- a. the Chief Executive Officer of the Company;
- b. the Chief Financial Officer of the Company;
- c. the CCO; and
- d. one (1) non-management member of the Board designated by the Chairman of the Board.

The Chairman of the Advisory Committee (the “*Chairman*”) shall be the CCO.

3. MEETINGS

The Advisory Committee shall hold meetings in person or via video or teleconference on a quarterly basis, and more frequently as necessary to carry out its responsibilities, as determined by the Chairman in its sole discretion. The Advisory Committee may ask any member of management or other party to attend its meetings and provide relevant information. The Advisory Committee shall maintain minutes of each meeting. A majority of the members then serving on the Advisory Committee must be present at any meeting of the Advisory Committee in order to constitute a quorum and conduct business. A majority of the members present at any meeting at which there is a quorum is required to approve any recommendation or other action of the Advisory Committee; provided, however, that to the extent any matter before the Advisory

Committee ends in a tie vote, the Chairman shall be authorized to cast the deciding vote as an additional casting vote in such circumstances.

4. POWERS AND RESPONSIBILITIES

The Advisory Committee's powers and responsibilities shall be as specifically set forth in this section. The Advisory Committee shall:

- a. Review, at least annually, and recommend to the Board changes to the Compliance Program, including any of the Company's policies and procedures that may impact the Company's adherence to its compliance obligations under Canadian, U.S. and other applicable laws on economic sanctions, export controls, unlawful boycotts, and corruption (collectively, "***International Trade Laws***").
- b. Request and receive at least once per quarter from the CCO a report of any material compliance issues relating to the Compliance Program and/or any International Trade Law that have arisen since the Advisory Committee's last quarterly meeting and of the steps taken by the Company to investigate and resolve the same (*such report shall also include updates on any matter previously reported to the Advisory Committee that remains unresolved*).
- c. Assist the CCO, together with the Company's General Counsel (the "***General Counsel***"), in investigating any potential or actual violation of the Compliance Program and/or International Trade Law, and review and advise on the report of the investigation to be delivered by the CCO and General Counsel to the Board (*such report to include, without limitation, the findings of such investigation and recommended corrective or other actions*).
- d. Recommend to the Board that it retain outside counsel to investigate any material compliance issues relating to the Compliance Program and/or International Trade Law reported by the CCO or otherwise brought to the attention of any member of the Advisory Committee.
- e. Recommend to the Board that it retain an independent accounting firm to audit any aspect of the Company's compliance with the Compliance Program and/or International Trade Law.
- f. Confer regularly with the CCO and General Counsel regarding the Compliance Program, and any material compliance issues.
- g. Maintain records of all meetings, investigations and other activities of the Advisory Committee.

5. STANDARD OF CARE

- a. Every member of the Advisory Committee in exercising his or her powers and discharging his or her responsibilities hereunder shall:

- i. act honestly and in good faith with a view to the best interests of the Company; and
 - ii. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- b. Every member of the Advisory Committee shall comply with all applicable laws, including the *Business Corporations Act* (Ontario) (the “*Act*”) and the regulations thereunder, the articles, by-laws and any unanimous shareholder agreement of the Company. For greater certainty, sections 132(1)-(5.1) and 132(6)-(8) of the Act shall apply *mutatis mutandis* to each member of the Advisory Committee.

6. ANNUAL REVIEW

At least annually, the Advisory Committee shall review and reassess this Charter, and any proposed changes shall be submitted to the Board for approval.