

## As an industry leader, TransForce Inc. meets and complies with the Toronto Stock Exchange's guidelines for effective corporate governance.

We do more than obey a set of rules; we have adopted a fundamental attitude, based on our principle of Accountability.

### CODE OF ETHICS

To ensure we meet the highest standards of governance, the Board of Directors is guided – and TransForce's business activities are shaped – by the principles outlined in TransForce's Code of Ethics. The Code applies to everyone from the Board to all employees of TransForce's operating divisions. It incorporates all of our guiding principles and provides a frame of reference for dealing with complex and sensitive issues. It is the responsibility of the Board's Corporate Governance and Nominating Committee to ensure compliance, on a regular basis and as required, with the controls described in the Code in the following areas:

1. Compliance with Laws and Regulations
  - a) Unfair Trade Practices – Compliance with Competition and Anti-Trust Laws
  - b) Disclosure of Information and Dealing in TransForce Securities
2. Maintaining Confidential and Proprietary Information
3. Protecting Competitors' Information
4. Avoiding Conflicts of Interest
5. Safeguarding Company Assets
6. Dealing with Public or Government Officials
7. Ensuring Equitable Employment and Compensation
8. Encouraging Public Relations
9. Establishing Accurate Records and Reporting
10. Controlling Information Technologies and the Internet
11. Protecting the Environment
12. Promoting Occupational Health, Safety and Compliance

### BOARD OF DIRECTORS

TransForce is governed by its Board of Directors, which is elected annually by the shareholders. The Board currently has eight members, of whom the majority are defined as independent, one is management, and two are associated with the Corporation's largest investor. The Board also has its own governing charter.

### BOARD COMMITTEES

The Board of Directors has established three committees to assist with the analysis of issues and allow more time for the full board to discuss and debate business matters. Each committee is governed by its own charter, which is reviewed on a yearly basis.

#### Audit Committee

The Board's Audit Committee was established to assist the Board of Directors in fulfilling its oversight responsibilities by reviewing, with its auditors, the financial reports and other financial information provided to the public, the internal controls regarding finance and accounting, and the Corporation's auditing, accounting and financial reporting processes.

The committee consists of three independent Directors. Its responsibilities include:

- Review annual and quarterly financial statements with management and independent auditors prior to the release or filing of reports
- Review and discuss with management all significant issues regarding corporate risk, accounting principles and practices
- Recommend independent auditors to the Board, ensure independence, and review the performance of the independent auditors
- Review and discuss results and significant findings by the independent auditors
- Evaluate effectiveness and independence of the Corporation's internal audit function

#### Human Resources and Compensation Committee

The Human Resources and Compensation Committee consists of three Board members, appointed annually, who are all independent Directors. Its responsibilities include:

- Assess the Corporation's management succession plan
- Assess the Corporation's performance and compensation plan for senior officers
- Review human resources practices

#### Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee consists of three Board members, appointed annually, who are all independent Directors.

In addition to overseeing the Corporation's Code of Ethics and Disclosure Policy, the Committee has authority and responsibility for a number of areas including:

- Implement Corporate Governance Policies and ensure compliance
- Assess Board membership needs and recommend Board nominees
- Assess Committee and Board effectiveness
- Institute training or development activities
- Determine the composition of the Board's committees
- Review any related party transaction

In addition to the Code of Ethics, the Board of Directors has implemented the following:

- Disclosure Policy
- Rules for Conduct of Insider Trading
- Whistleblower Policy