

CODE OF BUSINESS CONDUCT AND ETHICS

**Parkbridge Lifestyle Communities Inc.
And Wholly-Owned Subsidiary Corporations**

Effective April, 2011

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PARKBRIDGE LIFESTYLE COMMUNITIES INC.
CODE OF BUSINESS CONDUCT AND ETHICS

For the employees, officers and directors of Parkbridge Lifestyle Communities Inc. (the “**Corporation**”) and of its subsidiaries, and any person involved (directly or through a management entity) in providing management service to the Corporation (each, a “**Representative**”):

1. Introduction

The Corporation requires the highest standards of professional and ethical conduct from its Representatives. Our reputation for honesty and integrity among our shareholders and other stakeholders is key to the success of our business. No Representative will be permitted to achieve results through violations of laws or regulations, or through unscrupulous dealings.

This Code of Business Conduct and Ethics (the “**Code**”) reflects our commitment to a culture of honesty, integrity and accountability, and outlines the basic principles and policies with which all Representatives are expected to comply. Please read this Code carefully.

In addition to following this Code, in all aspects of your business activities, you are expected to seek guidance in any case where there is a question about compliance with both the letter and spirit of our policies and applicable laws. This Code sets forth general principles and does not supersede the specific policies and procedures that are covered in the Corporation’s specific policies statements. Reference in this Code of Ethics to the Corporation means Parkbridge Lifestyle Communities Inc. and its subsidiaries and affiliates.

Your cooperation and commitment is necessary to the continued success of our business and the cultivation and maintenance of our reputation as a good corporate citizen.

2. Conflicts of Interest

A conflict of interest occurs when an individual’s private interest interferes, or appears to interfere, in any way with the interests of the Corporation. A conflict situation can arise when a Representative takes actions or has interests that may make it difficult to perform his or her work effectively. Conflicts of interest also arise when a Representative or a member of his or her family receives improper personal benefits as a result of his or her position in the Corporation. Loans to, or guarantees of obligations of, such persons are likely to pose conflicts of interest, as are transactions of any kind between the

Corporation and any other organization in which you or any member of your family have an interest.

Activities that could give rise to conflicts of interest are prohibited unless specifically approved in advance by the Chair or the Chief Executive Officer of the Corporation (the “CEO”). It is not always easy to determine whether a conflict of interest exists, so any potential conflicts of interests must be reported immediately to the Chair or the CEO.

3. Corporate Opportunities

Representatives are prohibited from taking for themselves personally, or for any member of their family, or for any entity in which they have an interest, opportunities that arise through the use of the Corporation’s property or information, or from or by the use of the Representative’s position, and from using the Corporation’s property, information or his or her position for personal gain, directly or indirectly. Representatives are also prohibited from competing with the Corporation.

4. Confidentiality

Representatives must maintain the confidentiality of information entrusted to them by the Corporation or that otherwise comes into their possession in the course of their relationship with the Corporation, except when disclosure is authorized or legally mandated. The obligation to preserve confidential information continues even after you no longer have a relationship with the Corporation.

Confidential information includes all non-public information that, if disclosed, may be of use to competitors, or harmful to the Corporation or its customers. It also includes information that suppliers and customers have provided to us.

5. Protection and Proper Use of Corporation Assets

All Representatives must endeavour to protect the Corporation’s assets and ensure their efficient use. Theft, carelessness and waste have a direct negative impact on the Corporation. Any suspected incidents of fraud or theft should be immediately reported for investigation.

Corporation assets, such as funds, supplies, computers or other assets, may only be used for legitimate business purposes. Corporation assets may never be used for illegal purposes.

The obligation to protect the Corporation’s assets includes the protection of proprietary information. Proprietary information includes any information that is not generally known to the public or would be helpful to our competitors. Examples of proprietary information are intellectual property, business and marketing plans and employee information. The obligation to preserve proprietary information continues even after you no longer have a relationship with the Corporation.

6. Insider Trading

Insider trading is unethical and illegal. Representatives are not allowed to trade in securities of the Corporation while in possession of material non-public information regarding the Corporation. It is also illegal to “tip” or pass on inside information to any other person who might make an investment decision based on that information or pass the information on further. You must comply with all policies adopted by the Corporation in respect of trading in the Corporation’s securities. However, as long as the Corporation is not a reporting issuer, this is not an issue.

7. Fair Dealing

Each Representative should deal fairly with the Corporation’s security holders, customers, suppliers, competitors and employees. No Representative should take unfair advantage of anyone through illegal conduct, manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

8. Compliance with Laws, Rules and Regulations

Compliance with both the letter and spirit of all laws, rules and regulations applicable to our business is critical to our reputation and continued success. When in doubt, check with a senior executive of the Corporation. All Representatives must respect and obey the laws of the cities, provinces, states, and countries in which we currently operate or may operate in the future, and Representatives must avoid even the appearance of impropriety. Representatives who fail to comply with this Code and applicable laws will be subject to disciplinary measures, up to and including termination of your relationship with the Corporation.

9. Compliance With Competition Laws

The Corporation believes in fair and open competition, and adheres strictly to the requirements of the competition laws. As a general proposition, any sharing of information with a competitor may present problems under the competition laws. Accordingly, all Representatives should avoid any such discussion with a competitor relating to the business of the Corporation or the competitor without first obtaining the approval of the CEO.

10. Compliance with Environmental Laws

The Corporation is sensitive to the environmental, health and safety consequences of its operations. Accordingly, the Corporation has adopted an Environmental Policy and otherwise intends to be in strict compliance with all applicable Federal and Provincial health and safety laws and regulations. If any Representative has any doubt as to the applicability or meaning of a particular environmental, health or safety-law or regulation, he or she should discuss the matter with the Environmental Officer of the Corporation.

11. Discrimination and Harassment

We value the diversity of our employees and are committed to providing equal opportunity in all aspects of employment. Abusive, harassing or offensive conduct is unacceptable, whether verbal, physical or visual. Examples include derogatory comments based on racial, ethnic, religious or sexual characteristics, and unwelcome sexual advances. Representatives are encouraged to speak out when any person's conduct makes them uncomfortable, and to report harassment when it occurs.

12. Safety and Health

We are all responsible for maintaining a safe workplace by following safety and health rules and practices. The Corporation is committed to keeping its workplaces free from hazards. Please report any accidents, injuries, unsafe equipment, practices or conditions immediately to a supervisor or other designated person. If at any time a Representative feels that there is a safety risk, the Representative has the right to stop work and report the safety risk. Threats or acts of violence or physical intimidation are prohibited.

In order to protect the safety of all Representatives, Representatives must report to work free from the influence of any substance that could affect their work activities.

13. Accuracy of Corporation Records and Reporting

Honest and accurate recording and reporting of information is critical to our ability to make responsible business decisions. The Corporation's accounting records are relied upon to produce reports for the Corporation's management, shareholders, creditors, governmental agencies and others. Our financial statements and the books and records on which they are based must accurately reflect all corporate transactions and conform to all legal and accounting requirements as well as to our system of internal controls.

All Representatives have a responsibility to ensure that the Corporation's accounting records do not contain any false or intentionally misleading entries. We do not permit misclassification of transactions as to accounts or accounting periods. All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.

Business records and communications often become public through legal or regulatory investigations or the media. We should avoid exaggeration, derogatory remarks, legal conclusions or inappropriate characterizations of people and companies. This applies to communications of all kinds, including e-mail, informal notes and inter-office memos. Records should be retained and destroyed in accordance with the Corporation's records retention policy.

14. Use of E-Mail and Internet Services

The Corporation's e-mail systems and internet services are provided to help us do work. Incidental and occasional personal use is permitted, but never for any improper purpose.

You may not access, send or download any information that could reasonably be insulting or offensive to another person, such as sexually explicit messages, cartoons or jokes, unwelcome propositions, ethnic, racial, religious or sexual slurs, or any other message that could reasonably be viewed as insulting, offensive or harassment. Also remember that “flooding” our systems with junk mail and trivia hampers the ability of our systems to handle legitimate Corporation business and is prohibited.

Your messages (including voice mail) and computer information are considered Corporation property and you should not have any expectation of privacy. Unless prohibited by law, the Corporation reserves the right to access and disclose this information as necessary for business purposes. Use good judgment, and do not access, send or store any messages or information that you would not want to be seen or heard by other individuals.

Violation of these policies may result in disciplinary actions up to and including termination of your relationship with the Corporation.

15. Political Activities and Contributions

We respect and support the right of our Representatives to participate in political activities. However, these activities should not be conducted on Corporation time or involve the use of any Corporation resources, such as telephones, computers or supplies. Representatives will not be reimbursed for personal political contributions.

We may occasionally express our views on local and national issues that affect our operations. In such cases, Corporation funds and resources may be used, but only when permitted by law and by our strict Corporation guidelines and the Corporation’s Communications Policy and its unanimous shareholder agreement(s) (and its subsidiaries’). The Corporation may also make contributions to political parties or candidates where it is legal and customary to do so but only if to do so would not contravene the unanimous shareholder agreement(s) that binds the Corporation and its subsidiaries. No Representative may make or commit to political contributions on behalf of the Corporation, other than as authorized by the Corporation.

16. Gifts and Entertainment

Business gifts and entertainment are customary courtesies designed to build goodwill among business partners. These courtesies include such things as meals and beverages, tickets to sporting or cultural events, discounts not available to the general public, travel, accommodation and other merchandise or services. A problem may arise when such courtesies compromise (or appear to compromise) our ability to make objective and fair business decisions. The same rules apply to Representatives offering gifts and entertainment to our business associates.

Offering or receiving any gift, gratuity or entertainment that might be perceived to unfairly influence a business relationship must be avoided. These guidelines apply at all times, and do not change during traditional gift-giving seasons.

The value of gifts should be nominal, both with respect to frequency and amount. Gifts that are repetitive (no matter how small) may be perceived as an attempt to create an obligation to the giver and are therefore inappropriate. Likewise, business entertainment should be moderately scaled and intended only to advance business goals. If, for example, tickets to a sporting or cultural event are offered, then the person offering the tickets should plan to attend the event as well. Use good judgment. “Everyone else does it” is not sufficient justification. If you are having difficulty determining whether a specific gift or entertainment item lies within the bounds of acceptable business practice, ask yourself these guiding questions:

- (a) Is it legal?
- (b) Is it clearly business related?
- (c) Is it moderate, reasonable, and in good taste?
- (d) Would public disclosure embarrass the Corporation?
- (e) Is there any pressure to reciprocate or grant special favors?

Strict rules apply when we do business with governmental agencies and officials. Because of the sensitive nature of these relationships, a senior executive must approve the offering or making of any gifts or hospitality to governmental employees.

17. Waivers of the Code of Business Conduct and Ethics

Any waiver of this Code for a Representative will be made only by the Board of Directors, in accordance with the Corporation’s (and its subsidiaries’) unanimous shareholder agreements.

18. Compliance with Code

This Code cannot, and is not intended to, address all of the situations you may encounter. There will be occasions where you are confronted by circumstances not covered by this Code and where you must make a judgment as to the appropriate course of action. In those circumstances we encourage you to use your common sense, and to contact your supervisor or manager for guidance.

Each Representative will be provided with a copy of the Code and will be required to sign an acknowledgement in the form of the Statement of Compliance, included with and forming part of this Code as Appendix A. This Statement of Compliance is considered and deemed to also apply to the company’s Corporate Disclosure and Communications Policy and other policies referenced in this Code.

If a Representative believes that a violation of the Code or any law, rule or regulation has been or is likely to be committed by the Representative or someone else who is a Representative, or that there exists questionable accounting, internal accounting controls or auditing matters, the Representative has an obligation to promptly report the relevant information. If a Representative that is an employee feels uncomfortable approaching such employee's supervisor with his or her concern, or has any specific or general questions, the Representative may contact the CEO or any member of the executive of the Corporation.

If a Representative believes it is inappropriate to raise a complaint or report of a violation with either a supervisor or any member of the executive of the Corporation, you can write to the Chair of the Audit Committee of the Corporation (for issues related to questionable accounting, internal accounting controls, or auditing matters, or disclosure) or the Chair (or Lead Independent Director of the Corporation, if a Lead Independent Director has been appointed) (for all other types of issues, including harassment or discrimination, misuse of the Internet, conflicts of interest or inappropriate gift giving or receiving).

Directors shall raise all complaints or reports of a violation to the Chair of the Board (or to the Lead Independent Director, if one has been appointed).

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

Confidentiality of reported violations will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review and subject to law. You may make a report anonymously, in which case you should write a letter and include as much specific detail as possible, including back-up documentation where feasible, in order to permit adequate investigation of the concern or conduct reported. Vague, non-specific or unsupported allegations are inherently more difficult to pursue.

The party receiving the complaint must make a record of its receipt, document how the situation was dealt with and file a report with the Chair of the Audit Committee. The Chair of the Audit Committee will retain all such reports, but will also maintain a separate log that will track the receipt, investigation and resolution of reported complaints specifically related to questionable accounting, internal accounting controls, or auditing matters or disclosure matters. Based on this log, the Chair of the Audit Committee will periodically compile a comprehensive summary of all of these types of complaints and the corrective actions taken and will bring the summary to the attention of the Board for review, since the Board is ultimately responsible for the Corporation's compliance with the accounting, auditing and disclosure-related aspects of the Code. The Chair (or Lead Independent Director, if a Lead Independent Director has been appointed) shall report all complaints received by the Chair or Lead Independent Director to the Board for review.

The Chair of the Audit Committee will bring any other complaints or reported violations that are not related to accounting controls, auditing or disclosure to the attention of the Chair of the Board (or the Lead Independent Director, if one has been appointed).

Retaliation is prohibited. We want you to know that we will not discharge, demote or suspend you if you, in good faith, bring forward concerns about actual or potential violations of laws, rules or regulations, or the Code. However, we reserve the right to discipline you if you make an accusation without a reasonable, good faith belief in the truth and accuracy of the information or if you knowingly provide or make false information or accusations. “Good faith” does not mean that you have to be right – but it does mean that you must believe you are providing truthful information.

If you believe that you have been unfairly or unlawfully retaliated against, you may file a complaint with the Chair of the Board (or the Lead Independent Director, if one has been appointed).

External Contacts:

Chair of the Audit Committee

K.N. (Ken) Cullen, C.A.

Box 14, Site 4, RR#1

Millarville, Alberta

Telephone: 403-931-2140

Telephone: 403-585-2083

Email: kcullen@telusplanet.net

19. Replaces Prior Code of Business Conduct and Ethics

This Code of Business Conduct and Ethics of the Corporation replaces in its entirety and prior or existing code of business conduct and ethics of the Corporation.

CODE OF BUSINESS CONDUCT AND ETHICS

STATEMENT OF COMPLIANCE

All directors, officers, employees and other Representatives must complete this Statement of Compliance.

I have reviewed and am familiar with Code of Business Conduct and Ethics (the “**Code**”) of Parkbridge Lifestyle Communities Inc. for directors, officers, employees, and other Representatives (as defined in the Code).

I hereby agree to comply with the Code, including its provisions for non-disclosure of information during and after appointment or employment.

To the best of my knowledge, I am not involved in any such situation that conflicts or might appear to conflict with the Code.

Name:	_____
	(please print)
Position Title:	_____
Location:	_____
Date:	_____
	(mm/dd/yy)
Signature:	_____