

CODE OF PROFESSIONAL CONDUCT AND ETHICS GUIDE

The success of American International Industries, Inc. (the "Company") is directly tied to our reputation for integrity in the markets in which we operate. We earn customer, vendor, and shareholder loyalty and trust because we are honest, dependable, reliable and responsible. We adhere to the highest ethical standards (more than merely required by law or expected by others) because it is the right thing to do and makes good business sense. We take great pride in our reputation for integrity.

Simply stated, we act with integrity by incorporating the values of honesty, fairness, respect, loyalty, and cooperation into all our business decisions and actions. These values serve as the foundation for the following ethical business principles:

- We treat people with dignity and care.
- We transact business fairly and honestly, promoting the Company's best interests, without regard to our personal interests.
- We safeguard all the Company's property and information and treat others' property and information with the same respect.
- We work to enhance the quality of life in the communities we serve.
- We comply with the law.

To help guide our associates to make the best possible decisions, the Company has created this Code of Professional Conduct and Ethics Guide (the "Code"). Although this is not a detailed manual for resolving every question or conflict, the Code of Professional Conduct and Ethics Guide has been designed to provide useful guidance about the way associates are to do business every day. As an associate, it is your responsibility to read and understand the Code, as well as other the Company policies and guidelines, and comply with them both in letter and spirit.

How the Code of Professional Conduct and Ethics Guide Applies to You

The Code applies to all associates, including officers of the Company and its subsidiaries. The Code also applies to our independent (outside) directors with regards to their Company-related activities. References to "the Company" or the "Company" in this Code refer to American International Industries, Inc. and its direct and indirect subsidiaries. References in the Code to "associates" refer to directors, officers and employees of the Company. 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.

All the Company associates will:

- Be alert and sensitive to situations that could result in a violation of this Code or even have the appearance of being a Code violation.
- Report all situations that are or might involve a violation of this policy to a member of the Board of Directors and/or Company's Audit Committee.
- When in doubt of whether an action violates this Code, take responsibility to ask questions that will provide clarity prior to taking action.

Reporting Violations:

Under federal law, the Company has provided associates with a telephone hotline to anonymously report accounting, internal control and auditing complaints to the Audit Committee of the Board of Directors. Beginning on April 12, 2007, the Company Employee Ethics Hotline will be maintained by Lighthouse Services, Inc., an outside agency not affiliated with the Company. A special toll-free number and website will enable the Company employees to report violations of the Code of Conduct, particularly those regarding questionable accounting or auditing matters to a specially trained third-party; callers will not be talking to a Company employee when they call. Other types of complaints (for example, human resources issues or suggestions for improving the Company non-financial processes) should be directed to the appropriate resources within your business unit or the corporate office. The Company Employee Ethics Hotline is available 24 hours a day, seven days a week. You may choose to remain anonymous when calling the hotline and any employee who reports possible or actual wrongdoing in good faith will not be retaliated against if they choose to share their identity. Associates may report a complaint by dialing 800-398-1496 or by visiting the Lighthouse Services, Inc. website at www.lighthouse-services.com. The Chairman of the Audit Committee will provide the Audit Committee with a report of all complaints received and the results of its investigation.

Investigations and Disciplinary Action

We will initiate a prompt investigation following any credible indication that a breach of law or this Code may have occurred. We will also initiate appropriate corrective action as we deem necessary, which may include notifying appropriate authorities. The Company strives to impose discipline for each violation of the Code that fits the nature and particular facts of the violation. The Company generally will issue warnings or reprimands for less significant, first-time offenses. Violations of a more serious nature may result in an action such as suspension without pay, demotion, or reduction of compensation. Termination of employment generally is reserved for conduct such as theft or other violations amounting to a breach of trust, or for cases where a person has engaged in multiple violations. Termination may also be appropriate for ethical violations if the associate has had appropriate training and consciously chose to pursue unethical behavior. Violations of the Code are not the only basis for disciplinary action. The Company has additional guidelines and procedures governing conduct, and violations of those guidelines and procedures may also result in corrective or disciplinary action.

No Retaliation

We will not retaliate against anyone who, in good faith, notifies us of a possible violation of law or 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 employees 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, the environment, securities fraud and federal law relating to fraud against shareholders.

Approvals and Waivers

Approvals required under this Code should be documented. Any request for a waiver of this Code must be submitted in writing to the Chairman of the Audit Committee 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 our Board of Directors or its designated committee and will be promptly disclosed to the extent required by law or regulation.

General Standards of Conduct

Our Code of Professional Conduct and Ethics Guide is designed to provide our associates with knowledge of our values and provide guidance for maintaining and enhancing our culture of integrity. They include:

- Buying Products and Services. We will buy the Company's products and services through negotiations that are open, competitive and fair.
- Receiving Gifts, Entertainment and Other Payments. We will not receive (or appear to receive) any unapproved personal benefit as a result of our positions with the Company. Vendor gifts or entertainment will not persuade our vendor selection process.
- Giving Gifts, Entertainment and Other Payments. We will offer gifts and entertainment as a means of building customer relationships, but we will not use gifts or entertainment to improperly influence a customer's purchasing decision.
- Maintaining and Disclosing Company Information. We will accurately and completely maintain all Company information (including records and reports), use Company information only for business purposes, and disclose confidential information only when authorized.
- Protecting and Preserving Company Property. We will protect and preserve all of the facilities, technology, furniture, equipment, products, documents and other assets of the Company, and treat Company assets as the sole property of the Company to be used only for Company purposes.
- Obtaining and Using Competitors' and Others' Information and Property. We will only obtain information about competitors and others from a variety of legitimate sources, and will avoid the circumstance or appearance of unlawfully misusing or taking the information or property of others.
- Being Socially Responsible, including Community, Public Service, and Political Action. We will strive to be good corporate citizens by acting with integrity at all times, in a manner which will positively reflect on the Company, and by making or encouraging appropriate contributions of time and money in the communities we serve.
- Promoting Health, Safety and the Environment. We will conduct our business responsibly, in a manner designed to protect the health and safety of our associates, customers, the public and the environment.

Compliance with Applicable Laws

First and foremost, our 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.

Conflicts of Interest

The Company adheres to the ethical principle that no associate, nor any an associate's family, may have any personal interest outside the Company which conflicts with the interest of the Company and puts the associate in a position where the associate's relationship with the Company could be used for personal gain. It is in the interest of associates and the Company to:

- Avoid improper situations, and/or
- Document the obtaining of advance approval by management of situations that might appear questionable but which are, in fact, proper.

Purpose

In order to assist associates in complying with this principle, the Code provides guidelines which define situations that are not acceptable, or which require documentation of having obtained advanced approval from management or the Board of Directors.

General Guidelines

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

- Lending to or borrowing from individuals or organizations (other than financial institutions) that do business or compete with the Company;
- Benefiting personally from the sale, purchase or lease of goods or services to or from the Company, either directly or through an intermediary;
- Accepting any gifts or entertainment of sufficient value to affect the associate's objectivity and judgment;
- Having a direct or indirect interest in any organization doing, or seeking to do, business or competing with the Company;
- Having personal business dealings (including any transactions or relationships where the intended or realized financial benefits would not be attributable to the Company) with an individual or organization doing, or seeking to do, business or competing with the Company; and
- Using or revealing confidential Company information for personal gain.

In any situation when an associate feels an exception is warranted, advanced written approval by Chief Executive Officer, Chief Financial Officer, or other senior executive officer, must be obtained. In all cases, approvals must be obtained from a level higher than the associate's immediate manager. A potential conflict of interest that involves a director and/or an executive officer must be approved by our Board of Directors or its designated committee and will be promptly disclosed to the extent required by law or regulation.

Any situation that involves an associate of a company acquired by the Company should be reported as soon as practical. Any time you believe a conflict of interest may exist, you must disclose the potential conflict of interest to your immediate manager, who has the responsibility to review the situation and report it to the Chief Executive Officer, Chief Financial Officer, or other senior executive officer, for determination as to whether or not the situation is detrimental to the 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 direct or indirect interest in a supplier, customer or other third party with whom we do business. A "direct or indirect interest" is defined below. Before doing business on our behalf with an organization in which a family member works or has a direct or indirect interest, an associate must disclose the situation to his or her supervisor and discuss it with them. Document the approval if it is granted. If the only interest you have in a customer or supplier is because a family member works there, then you do not need to disclose the relationship or obtain prior approval unless you deal with the customer or supplier. "Family members" include your spouse, parent, sibling, children, equivalents through marriage, or any member of your household.

Guidelines on Gifts

Gifts from individuals or organizations having or seeking a business relationship with the Company shall generally be discouraged. Gifts include gifts of merchandise, free or discounted services performed for associates or an associate's family, or free or discounted vacation facilities or equipment received from individuals or organizations having, or seeking, a business relationship with the Company. The following rules apply:

- Associates must not accept cash gifts.
- Gifts of merchandise or services may be accepted subject to these limitations:
- Gifts valued at \$300 or less may be accepted without advance approval.

- Gifts valued at more than \$300 in the aggregate may be accepted, but only with the advance written approval of the Chief Executive Officer, Chief Financial Officer, or other senior executive officer. Such gifts must be reported on the annual questionnaire.
- Gifts valued at \$300 or more in the aggregate must be approved in advance by the Chief Executive Officer, Chief Financial Officer, or other senior executive officer, and must also be reported on the annual questionnaire.

Guidelines on Entertainment

The Company recognizes that a reasonable amount of entertainment of the Company associates by individuals or organizations having or seeking a business relationship with the Company is a normal part of business practices and courtesy. Entertainment includes meals and events, e.g. concerts, sports event, golf outings, etc., provided by individuals or organizations having, or seeking, a business relationship with the Company. Such entertainment is subject to the following rules:

- Entertainment tied directly to business activity valued at \$300 or less may be accepted without advance approval.
- Entertainment tied directly to business activity valued at more than \$300 may be accepted only with advance approval, and must be reported on the annual Conflict of Interest questionnaire.
- Entertainment more than two times annually by the same individual or organization, or events involving air transportation or overnight accommodations, regardless of amount, must be approved in advance by the Chief Executive Officer, Chief Financial Officer, or other senior executive officer, and must be reported on the annual questionnaire.
- Entertainment valued at \$300 or more in the aggregate must be approved in advance by the Chief Executive Officer, Chief Financial Officer, or other senior executive officer, and must also be reported on the annual questionnaire.

Guidelines on Associate Interests in Organizations Seeking to do business with the Company

The Company recognizes that some associates have interests in organizations, outside the Company. Direct or indirect interests include an interest as an owner, partner, security holder, option holder, director, officer, associate, consultant, borrower or lender (other than financial institutions) or trustee or beneficiary of a trust, but does not include an interest as a security holder of less than 1% of the outstanding stock or other security of a publicly owned entity whose securities are regularly traded on the open market. The Company has no wish to interfere with or prohibit such business interests. The following guidelines are intended to avoid even the appearance of impropriety when organizations in which you have an interest seek to do business with the Company:

- If you have a direct or family interest in an organization that seeks to do business with the Company you are required to report the situation in writing prior to the organization initiating contact with the Company.
- If such a situation is reported involving (1) an associate, then Chief Executive Officer, Chief Financial Officer, or other senior executive officer, is responsible for evaluating the situation and providing written approval or disapproval of the business relationship, or (2) a director or executive officer, then the Board of Directors or its designated committee is responsible for evaluating the situation and providing approval or disapproval of the business relationship.
- If the business relationship is approved, the written approval shall include information on the basis for selection, e.g. competitive quotes.
- Such relationships must also be reported on the annual questionnaire.

Outside Employment

Outside employment and interests could give rise to a conflict of interest with respect to an associate's employment with the Company. Outside employment and interests may detract from the business opportunities or reputation of the Company, or they may adversely affect an associate's job performance. Consequently, you must notify your supervisor of an intention to accept supplemental employment prior to accepting any position so a decision can be made as to whether a conflict of interest exists. Associates should complete a Report of Dual Employment form for their supervisors' review. Any such employment will be subject, but not limited to, the Company's Code of Professional Conduct and Ethics Guide and any other active employment agreements.

Service on Boards

Serving on local religions, civic, or cultural boards is encouraged as long as it is not a conflict of interest. Serving on the board of any organization whatsoever that receives attest services from one of the associated CPA firms is prohibited. Serving as a director of another business entity 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 our company's interests, you must discuss it with your supervisor and obtain their approval. This rule does not apply to non-employee directors of our Company.

Business Opportunities

Business opportunities relating to the kinds of products and services we usually sell or the activities we typically pursue that arise during the course of your employment or through the use of our property or information belong to us. Similarly, other business opportunities that fit into our strategic plans or satisfy our commercial objectives that arise under similar conditions also belong to us. You may not direct these kinds of business opportunities to our competitors, to other third parties or to other businesses that you own or are affiliated with.

Annual Questionnaire

Each year, the Board of Directors and designated associates will complete a "Conflict of Interests Questionnaire." The Chairman of the Audit Committee will develop and distribute the questionnaire. The Audit Committee of the Board of Directors will review the results to determine if associate relationships and transactions are consistent with this procedure. Failure to properly complete the questionnaire may be grounds for disciplinary action, including, where appropriate, termination of employment. If you have any questions concerning a potential conflict of interest, contact your supervisor.

Accuracy of Company Records

All information you record or report on our behalf, whether for our 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 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 Internal Revenue Service and the Securities and Exchange Commission. Our public communications and the reports we file with the Securities and Exchange Commission and other government agencies should contain information that is full, fair, accurate, timely and understandable in light of the circumstances surrounding disclosure. Our 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, audit committee and independent public accountants with all pertinent information that they may request. We encourage open lines of communication with our audit committee, accountants and auditors and require that all our personnel cooperate with them to the maximum extent possible. It is unlawful for you to fraudulently influence, induce, coerce, manipulate or mislead our independent public accountants for the purpose of making our financial statements misleading.

Complaints

Under federal law, the Company has provided associates with a telephone hotline to anonymously report accounting, internal control and auditing complaints to the Audit Committee of the Board of Directors. Beginning on April 12, 2007, the Company Employee Ethics Hotline will be maintained by Lighthouse Services, Inc. an outside agency not affiliated with the Company. A special toll-free number and website will enable the Company employees to report violations of the Code of Conduct, particularly those regarding questionable accounting or auditing matters to a specially trained third-party; callers will not be talking to a Company employee when they call. Other types of complaints (for example, human resources issues or suggestions for improving the Company non-financial processes) should be directed to the appropriate resources within your business unit or the corporate office. The Company Employee Ethics Hotline is available 24 hours a day, seven days a week. You may choose to remain anonymous when calling the hotline and any employee who reports possible or actual wrongdoing in good faith will not be retaliated against if they choose to share their identity. Associates may report a complaint by dialing 800-398-1496 or by visiting the Lighthouse Services, Inc. website at www.lighthouse-services.com. The Chairman of the Audit Committee will provide the Audit Committee with a report of all complaints received and the results of its investigation.

Media Policy

It is the policy of the Company that all associates refrain from talking to members of the media on Company-related issues. If a media representative contacts you, you are expected to refer all inquiries to the Company Director of Media Relations or to the Chief Executive officer or Chief Financial Officer. As a publicly traded company, consistency and clarity of message is critical in preserving the Company's reputation throughout the business public and press. Furthermore, the Company is subject to regulatory disclosure rules relative to the dissemination of inside information. Any information that is not widely known or has not been publicly disclosed may be considered insider information and has the potential to affect the stock price. Associates are prohibited from releasing any nonpublic Company-related information in the public arena. If an associate discloses inside information, whether to an industry or local publication or to an Internet message board, he or she is selectively disclosing information to that forum's audience rather than the general public, potentially providing a trading advantage for this audience. Selective disclosure also raises liabilities. When material information becomes disclosed inadvertently, it may be the Company's responsibility to disseminate the information immediately, even if the Company is not ready to do so. The release of material, nonpublic information seriously undermines the Company's efforts to maintain full, fair and consistent disclosure and preserve realistic investor expectations. Our common interest is to see the Company share prices reflect the Company's positive growth potential. By keeping the investment community accurately apprised of the Company's progress, investors are better able to properly value the Company stock.

Unacceptable Activities

We expect each associate to act in a mature and responsible way at all times. Please see your supervisor if you have any questions concerning any work or safety rules. Violation of Company rules or unacceptable

behavior, misconduct or performance can result in disciplinary action up to and including discharge. Some of the more obvious and serious unacceptable activities include, but are not limited to:

- Violation of Company rules.
- Any actions that are extreme in nature and obviously detrimental to the Company's efforts to operate profitably.
- Violation of the Workplace Substance Abuse Policy.
- Possession of firearms, weapons or explosives on Company property or in any Company vehicle.
- Engaging in criminal conduct; acts of violence; making threats of violence toward anyone associated with the Company; fighting, horseplay or provoking a fight; negligent damage of property, negligence or any careless action which endangers the life or safety of others.
- Refusing to cooperate with an internal or legal investigation.
- Insubordination or refusing to obey instructions issued by management pertaining to your work.
- Refusal to accept or assist with a special assignment.
- Threatening, harassing, intimidating or coercing fellow associates on or off premises at any time for any purpose.
- Engaging in an act of sabotage.
- Causing the destruction or damage of Company property, information, or the property of fellow associates, customers, suppliers or visitors in any manner.
- Theft or misappropriation of Company property or the property of fellow associates; unauthorized possession or removal of any Company Property; unauthorized use of Company equipment or property for personal reasons; using Company equipment for personal profit.
- Dishonesty; falsification or misrepresentation on your application for employment or other work records; lying about sick or personal leave; falsifying reason for a leave of absence or other data requested by the Company; alteration of Company record or other Company documents.
- Violation of non-disclosure agreement; giving confidential or proprietary the Company information to competitors or other organizations or to unauthorized the Company associates; working for a competing business while a the Company associate; breach of confidentiality of personnel information.
- Deliberate neglect of duty.
- Sleeping on the job.
- Use of abusive, unprofessional or insulting language toward another associate or customer.
- Failure to report to work for two consecutive days without notifying your supervisor or failure to provide satisfactory evidence to your supervisor for the purpose of your absence.
- Excessive tardiness (more than three a year) and/or absenteeism; failure to follow appropriate procedures for reporting absences and tardiness; or failure to call in sick on a daily basis.
- Violation of security or safety rules or failure to observe or practice safety rules or practices.

Company Property

Respect and protection of both Company and associates' personal property is everyone's concern. It is expected that associates will take appropriate care of Company equipment at all times and do everything possible to avoid damage to the equipment and associated media. Intentional destruction of equipment or media will result in immediate termination of employment. No Company supplied information, furniture, equipment or supplies should be used for personal use, nor removed from the physical confines of the Company, unless your supervisor approves it and your job specifically requires its use. Computer equipment, including laptops, may not be used for personal benefit - this includes word processing and computing functions. Please report any missing or damaged property to your supervisor immediately. The Company is not responsible for loss or damage of your personal property.

Confidential Information

Our customers and suppliers entrust the Company with important information relating to their businesses. The nature of this relationship requires respect for confidentiality, even after associates leave our employment. By safeguarding the information received, the Company earns the respect and further trust of our customers and suppliers. Confidential materials provided to you during employment including, but not limited to, Company procedures, client information, associate information, marketing plans and fee information shall not be divulged during employment or after termination of employment without written authorization by an officer of the company. Any information developed or received by an associate is also considered confidential material and covered under this policy. Any violation of confidentiality seriously injures the Company's reputation and effectiveness. Therefore, please do not discuss the Company confidential business information with anyone who does not work for us, and never discuss business transactions with anyone who does not have a direct association with the transaction. If someone outside the Company asks questions that you are not comfortable answering due to confidentiality issues, please refer them to the highest level of local management. All the Company employees, regardless of job or classification, will be held to the highest standard of confidentiality and non-disclosure. As a result, all the Company employees will be required to sign a the Company Confidentiality Agreement barring the employee from using or disclosing confidential information to any party, whether internal or external, unless required by law or otherwise authorized by an officer of the Company. Any associate who improperly uses or discloses trade secrets or confidential business information will be subject to disciplinary action, up to and including discharge and/or legal action, even if he or she does not actually benefit from the disclosed information.

Personal Relations

The success of the Company depends upon the quality of the relationships between the Company, our associates, our customers, our suppliers, our shareholders and the general public. Regardless of your position, you are a the Company ambassador. The more goodwill you promote, the more our customers will respect and appreciate you, our Company and its products and services.

Here are several things you must do to help give customers a good impression of the Company:

- Deal with customers in a professional, courteous and respectful manner.
- Communicate pleasantly and respectfully with other associates at all times.
- Follow-up on requests and questions promptly, provide professional replies to such inquiries, and perform all duties in an orderly and professional way.
- Take great pride in your work and enjoy doing your very best.

These are the building blocks for your continued success, as well as the success of our Company. Failure to comply with these rules may be grounds for corrective action up to and including termination.

Associate Responsibilities

All associates are expected to conduct themselves and behave in a courteous manner that is conducive to the efficient and safe operation of the Company. Responsible conduct includes, but is not limited to, the following:

- Report to work punctually, at the proper workstation, ready for work.
- Notify your supervisor prior to the start of your normally scheduled start time when it is necessary for you to be absent or late for work.
- Treat all customers and fellow associates in a courteous way.
- Refrain from behavior or conduct deemed offensive or unacceptable, or which is subject to disciplinary action.
- Perform your assigned tasks efficiently, and in accordance with established quality standards.
- Report to management any conduct by fellow associates, customers or suppliers which appears to be suspicious, unethical or illegal.