

Dynamex Inc.

Use of Inside Information

PURPOSE:

This policy establishes guidelines for compliance with United States federal statutes and regulations of the Securities and Exchange Commission (SEC) and the Listing Exchange regarding the use of inside information.

DISCUSSION:

Federal law and the Listing Exchange regulate the use and public disclosure of corporate inside information. The purpose of such regulations is to protect the interests of shareholders by providing them with prompt and complete information about significant corporate developments which might affect the value of their investments and to assure that insiders do not profit from information not available to the investing public.

These laws, rules and regulations require the Company and its directors and employees and agents to ensure that information about the Company is not used unlawfully in connection with the purchase and sale of securities. In most cases, violations of federal securities laws may also be violations of state securities laws, and additional penalties may accrue under laws of other jurisdictions.

Employees should pay particularly close attention to the applicable laws against trading while in the possession of inside information. The federal securities laws are based on the belief that all persons trading in a company's securities should have equal access to all material information about that company. **For example, if a person possesses material nonpublic financial information regarding a company or its securities, that person is prohibited from buying or selling stock in the company until the information has been disclosed and disseminated to the public. This is because the person knows information that will probably cause the stock price to change, and it would be unfair for the person to have an advantage over the rest of the investing public.**

In general, it is a violation of United States federal securities laws for any person to buy or sell securities if he or she is in possession of material inside information relating to those securities. Information is material if it could affect a person's decision whether to buy, sell or hold the securities. Information is inside information if it has not been publicly disclosed. Furthermore, it is illegal for any person in possession of material inside information to provide other people with such information or to recommend that they buy or sell the securities. (This is called tipping.) In such case, both the person who provides and the person who receives the information may be held liable.

A violation of the United States federal insider trading laws can expose the insider to criminal fines of up to three times the profits earned (or losses avoided) and imprisonment for up to ten years, in addition to civil penalties of up to three times the profits earned (or losses avoided), and injunctive actions. The securities laws also

subject controlling persons to civil penalties for illegal insider trading by employees. **Controlling persons include the Company and may also include directors, officers, and supervisory personnel. These persons may be subject to fines up to the greater of \$1,000,000 or three times the profits earned (or losses avoided) by the inside trader.**

Inside information (including information about companies OTHER THAN Dynamex obtained as a result of working for the Company) does not belong to the individual directors, employees or agents who acquire it, but instead is an asset to the Company. A person who uses such information for personal benefit or discloses it to others outside the Company violates the Company's interests and commits a fraud against members of the investing public and against the Company.

Insider trading prohibitions also apply to trading in options, such as put and call options. Options trading is highly speculative and very risky. People who buy options are betting that the stock price will move rapidly. Selling a security short is also a highly speculative transaction wherein the trader sells stock that he does not yet own, betting that the stock price will go down in the immediate future so that the trader may purchase the stock at the lower price and deliver such stock to the buyers of the stock he previously sold. For those reasons, when a person trades in options in his or her employer's securities or sells his or her employer's securities short, regulators will become suspicious that the person was trading on the basis of inside information, particularly where the trading occurs prior to an announcement or major event. In such cases it is difficult for an Employee to prove that he or she did not know about the announcement or event.

If information of a material nature regarding corporate activities, developments, or discussions becomes or threatens to become known to outsiders, the corporation is required to make prompt and thorough disclosure of such information to the public. (See paragraph 2 under POLICY for comments on what is material.) The Listing Exchange has issued guidelines stating that, where it is possible to confine formal or informal discussions to a small group of the top management of the company or companies involved, and their individual confidential advisors and where adequate security can be maintained, premature public announcement may properly be avoided. Corporate matters subject to this regulation have been declared to include negotiations leading to acquisitions and mergers, stock splits, the making of arrangements preparatory to an exchange or tender offer, changes in dividend rates or earnings, calls for redemption, new contracts, and other material developments.

POLICY:

This Policy applies to all Employees of the Company without regard to nationality or country of residence. Every Employee must observe the prohibition on trading on material inside information. Please see Frequently Asked Questions and Answers Related to Insider Trading Policy attached as Exhibit A.

Trading While in Possession of Nonpublic Information.

Nondisclosure. Material inside information must not be disclosed to anyone other than persons within the Company whose positions require them to know it until it has been publicly released by the Company.

Trading in Company Securities. No director, employee, or agent shall place a purchase or sale order, or recommend that another person place a purchase or sale order, in the Company's securities when he or she has knowledge of material information concerning the Company that has not been disclosed to the public. It is difficult to describe exhaustively what constitutes material information, but one should assume that any information positive or negative, which might be of significance to an investor, as part of the total mix of available information, in determining whether to purchase, sell, or hold the Common Stock would be material. Information may be significant for this purpose even if it would not alone determine the investor's decision. **Examples include a potential business acquisition, internal financial information which departs in any way from what the market would expect, substantial new business developments, material adverse developments in litigation, the acquisition or loss of a major contract or an important financing transaction.** It should be emphasized that this list is merely illustrative. There are no exceptions for any trading or transactions that may be necessary or excusable for independent reasons (such as the need to raise money for an emergency). Even the appearance of an improper transaction must be avoided. **Any Employee who possesses material inside information shall wait until the second business day after the information has been publicly released before trading or recommending that others trade.**

Speculation. Employees are strictly prohibited from engaging in the following types of transactions (even if they do not possess material non-public information):

(a) Short sales of the Common Stock (that is, where a person borrows Common Stock, sells it and then buys Common Stock at a later date to replace the borrowed shares);

(b) Buying or selling puts or calls on the Common Stock (a put is an option or right to sell a specific stock at a specified price prior to a set date, and a call is an option or right to buy a specific stock at a specific price prior to a set date.); and

(c) Any purchases or sales within the two week period prior to any earnings releases and two full days thereafter.

In addition, the Company may, from time to time, issue instructions advising designated personnel that they may not, for designated periods, buy or sell securities of the Company or other public companies, or that no such securities may be traded by those designated

persons without the prior approval of Counsel or such other person designated by Counsel.

Trading in Other Securities. No director, employee, or agent shall place a purchase or sale order, or recommend that another person place a purchase or sale order, in the securities of another company (or related derivative securities, such as put or call options) if the director, employee, or agent learns in the course of his or her position or employment confidential information about the other company that is likely to affect the value of those securities. **For example, it would be a violation of this Policy and the securities laws if an Employee learned through Company sources that the Company intended to purchase assets from another company, and then bought or sold stock in that other company because of the likely increase or decrease in the value of its securities.**

Confidentiality. Serious problems could be caused for the Company by unauthorized disclosure of internal information about the Company, whether or not for the purpose of facilitating improper trading in the Common Stock or derivative securities. **Company personnel should not discuss internal Company matters or developments with anyone outside of the Company, except as required in the performance of regular corporate duties.**

This prohibition applies specifically, but not exclusively, to inquiries about the Company which may be made by the financial press, investment analysts, or others in the financial community. It is important that all such communications on behalf of the Company be through a Designated Company Spokesperson (See Dynamex Disclosure Policy) under carefully controlled circumstances.

PROCEDURE:

A. When leaks of material information are suspected, rumored or discovered, this fact must be reported immediately to a Designated Company Spokesperson(s). The Designated Company Spokesperson(s) are:

Rick McClelland	214-561-7504
Ray Schmitz	214-561-7503

B. If a director, employee or agent desiring to purchase or sell any Company securities is uncertain as to his or her responsibilities hereunder, such person should contact the Company Spokesperson(s) for counsel in this regard. Employees are encouraged to contact the Company Spokesperson(s) to discuss any proposed transaction involving the Common Stock as to the securities law consequences and the propriety of such a transaction. If you have any doubt as to your responsibilities under these guidelines, seek clarification and guidance from the Company Spokesperson(s) before you act. Do not try to resolve uncertainties on your own.

C. The Vice President – Chief Financial Officer shall distribute to directors, officers, employees and agents of the Company a memorandum relating to insider trading at least annually.

Exhibit A : FREQUENTLY ASKED QUESTIONS AND ANSWERS RELATED TO INSIDER INFORMATION

What is Insider Trading?

Insider trading occurs when a person buys or sells Company Common Stock or derivative securities while in the possession of material, non-public information about the Company. Liability also can occur if this kind of information is passed on to a person (a practice known as tipping) who then trades in the security. Insider trading is not confined to Common Stock. If, for example, an Employee learns that a contract is about to be entered into with another public company, trading in the securities of that other company also is prohibited if the information is material and not yet disclosed to the public.

Intent generally is not relevant. A casual comment made to another person could be a tip, even without knowledge or intent that the other person will trade in the stock. In essence, being in possession of material inside information imposes an obligation not to disclose that information to an unauthorized person. This non-disclosure obligation is in addition to any confidentiality responsibilities you may have to the Company.

Who is an Insider?

Any person (directors, officer, employees, and non-employees alike) who is in possession of material, non-public information is an insider for purposes of these restrictions. Outside counsel and outside vendors such as printers, for example, may be insiders.

What is Material Information?

Material information, as used in this context, is any fact or circumstance which, if known to a reasonable investor, would have a reasonable likelihood of influencing the decision to invest or to sell. Both good and bad news can be material. In simple terms, material information is anything that is likely to affect the price of Company Common Stock or derivative securities. Examples of material information include:

- (i) Proposed significant business acquisitions, whether through direct purchase or joint venture arrangements;
- (ii) a significant increase or decline in sales or earnings;
- (iii) a default or anticipated default under debt instruments or material contracts;

- (iv) the termination or breach of a material contract;
- (v) a proposal for a merger
- (vi) a tender offer for Company Common Stock;
- (vii) an earnings estimate or revision of a previous public earnings estimate;
- (viii) major litigation or the threat of major litigation
- (ix) liquidity problems;
- (x) extraordinary management developments, such as resignations or new appointments; and
- (xi) significant changes in state or Federal regulatory policy affecting the Company's operations.

This list is not exhaustive; if in doubt about whether information is material, do not trade in Company Common Stock or derivative securities and do not discuss the information outside of the Company unless and until the information becomes public through proper channels. Bear in mind that your conduct will be viewed with the benefit of hindsight.

What is Non-Public Information?

An insider may trade only when he or she is certain that official announcements of material information have been sufficiently publicized so that the public has had the opportunity to evaluate the information. Thus, insider trading is not made permissible merely because material information is reflected in rumors or other unofficial statements in the press or marketplace. An insider may not attempt to beat the market by trading simultaneously with, or shortly after, the official release of such information. As a normal rule, information is considered non-public until at least two full trading days have passed after the information is released by the Company to a national wire service. For example, if an announcement is made on a Monday, trading should not occur until Thursday.

What are the Penalties for Insider Trading?

The consequences of insider trading violations can be enormous:

For individuals who trade on inside information or who tip information to others:

- * civil penalty of up to three times the profit gained or the loss avoided;

- * criminal fine (no matter how small the profit) of up to \$1 million;

and

* jail term of up to ten years.

Individuals also may be prohibited from serving as directors or officers of the Company or any other public company.

These penalties are in addition to any sanctions the Company itself may impose, including dismissal for cause.

DYNAMEX INC
INSIDER TRADING POLICY
SIGNATURE PAGE

I, _____, have read and fully understand the Dynamex Insider Trading Policy and agree to abide by the policies and procedures set forth. I understand that I am subject to disciplinary action, including termination, should I violate this policy for any reason.

Signature

Date