



**CODE OF CONDUCT
OF
Vyant Bio, Inc.**

- 1. Purpose.** This Code of Conduct (this “Code of Conduct”) of Vyant Bio, Inc. (the “Company”) is adopted by the Company in order to set forth the behavior expected of each director, officer and employee of the Company (collectively, “Representatives”). This Code of Conduct applies to each Representative and aims to foster an atmosphere of self-awareness and prudent conduct within the Company. This Code of Conduct will be publicly available and is intended to satisfy the requirements of a code of ethics as set forth in the applicable stock exchange listing requirements and Section 406(c) of the Sarbanes-Oxley Act of 2002, and any regulations promulgated thereunder.
- 2. Compliance with Laws, Rules and Regulations.**

 - a. Acting ethically and obeying the law, both in letter and spirit, are among the core values of the Company. We expect Representatives to understand the legal and regulatory requirements applicable to their area of responsibility, including federal, state, and foreign laws, as well as the relevant regulatory schemes. All Representatives are also expected to act with integrity and to exercise good judgment and common sense in their efforts to comply with all applicable laws, rules, and regulations and are encouraged to ask their immediate superiors or management of the Company for advice when they are uncertain about them.
 - b. We also believe that every Representative is responsible for becoming familiar with the Company’s policies so that they may integrate them into every aspect of our business.
 - c. The Company considers violation of the law, Company policies, and this Code of Conduct to be a serious matter. Any violation may subject a Representative to disciplinary action, up to and including termination. Additionally, those who work with us, including founders, contractors, consultants, volunteers, and their representatives (collectively, “Third Parties”), are expected to maintain professional conduct and follow all applicable laws and regulations.
 - d. Certain violations may be referred to legal authorities for investigation and civil or criminal prosecution. If you become aware of the violation of any law by the Company, whether by its Representatives or any Third Party doing business on behalf of the Company, it is your responsibility to promptly report the matter to your immediate superiors or management of the Company. While the Company strives to address matters internally, nothing in this Code of Conduct should discourage you from reporting illegal activity, including any violation of the law whether federal, state, local, or foreign law, rule or regulation, to the appropriate regulatory authority. This Code of Conduct should not be construed to prohibit Representatives from testifying, participating, or otherwise assisting in any state or federal administrative, judicial or legislative proceeding or investigation.
- 3. Addressing Conduct that is Harmful to Our Culture and Values.** The Company respects the rights of all Representatives to express themselves. We believe that open dialogue and free



expression of ideas is critical to our business. However, the Company will take all reasonable and appropriate steps to address situations where a Representative's conduct or speech endangers the safety of others, violates others' rights to be free from harassment, discrimination, and retaliation, or otherwise conflicts with the Company's culture and values, up to and including termination of employment.

4. Honest and Ethical Conduct and Fair Dealing.

- a. The Company's Representatives should endeavor to act honestly, ethically, and fairly in both internal and external dealings, including interactions with co-workers, shareholders, customers, service providers, and any other third parties with which the Company may conduct business. Statements regarding the Company's business must not be untrue, misleading, deceptive, or fraudulent. You must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice. Representatives are also prohibited from creating or submitting false, inaccurate, or misleading invoices, receipts, or other financial or business-related documents to the Company or related businesses.
- b. Representatives must promptly report any known or suspected violations of this Code of Conduct or any other questionable behavior (and may do so anonymously) to the chairperson of the Audit Committee of the Company (the "Audit Committee") (audit.committee@vyantbio.com) and to the Company's Chief Financial Officer (andrew.lafrence@vyantbio.com). No retaliatory action of any kind will be permitted against anyone making such a report, and the Audit Committee will strictly enforce this prohibition. Upon learning of any unethical business conduct, or dishonest or illegal acts, the Audit Committee shall investigate the report as it deems appropriate and provide feedback to the reporting party (unless such party is anonymous) as to the result of its investigation.

5. Unacceptable Behavior.

- a. The rules set forth in this Section 5 are intended to provide Representatives with notice of what is expected of them. However, such rules cannot possibly identify every type of unacceptable conduct and performance. Therefore, Representatives should be aware that conduct not specifically listed below but which adversely affects or is otherwise detrimental to the interests of the Company, other Representatives, Third Parties or customers, may also result in disciplinary action, up to and including immediate termination.
- b. Representatives may be disciplined for misconduct, including but not limited to the following:
 - i. Violating this Code of Conduct;
 - ii. Insubordination, dishonesty, theft or altercations;
 - iii. Misusing or destroying Company property or the property of another on the Company's premises;



- iv. Violating the Company conflict of interest rules, including those contained in this Code of Conduct;
 - v. Disclosing or using confidential or proprietary information without authorization;
 - vi. Falsifying or altering Company records, including an application for employment or time records;
 - vii. Interfering with the work performance of others;
 - viii. Harassment, including sexually harassing Representatives, customers or Third Parties;
 - ix. Being under the influence of, manufacturing, dispensing, distributing, using, or possessing illegal or controlled substances on Company property or while conducting Company business;
 - x. Consuming or being under the influence of alcohol on Company premises during a non-Company sponsored event. Sponsored Company events are defined as a Company gathering, trade show or other outside business events where at least one member of the executive team; President level or above is present for the entire event;
 - xi. Sleeping on the job or leaving your work location/work site without authorization;
 - xii. Violation of safety or health rules;
 - xiii. Possessing a firearm or other dangerous weapon or materials on Company property or while conducting Company business;
 - xiv. Being convicted of a crime that indicates unfitness for the job or raises a threat to the safety or well-being of the Company, its Representatives, customers or property;
 - xv. Gambling on Company premises or while conducting Company business; and
 - xvi. Failure to call in or report for your scheduled shift of work. An absence of three (3) consecutive scheduled workdays without notifying your supervisor or his or her designee is job abandonment and is considered a voluntary resignation.
- c. The Company reserves the right to proceed directly to a written warning, demotion, or termination for misconduct or performance deficiency, without resort to prior disciplinary steps, when the Company deems such action appropriate.

6. Conflicts of Interest. Representatives must avoid any investment, interest, or association that interferes or might interfere with the independent exercise of their own individual best judgement, and with their obligation to act in the best interests of the Company. If competing actions, interests, or relationships make it difficult to perform your work objectively and effectively, or if you or a family member could receive improper personal benefit as a result of a position with or connection to the Company, you must disclose the potential conflict of interest in accordance with the Company's conflict of interest guidelines and excuse yourself from situations where the conflict could impact your business judgment. Conflicts of interest may include, but are not limited to, the following examples:



- a. Giving favor or preference to any supplier, customer, or third party based upon personal, financial or relationship considerations;
- b. Doing business on behalf of the Company with a member of your household or a close relative, unless the transaction is disclosed to the Company in writing, and is on arms- length terms and is consistent with the purposes of this Code of Conduct;
- c. Having a financial interest in any firm or company which is a competitor of the Company if such financial interest represents a material percentage of your total net worth, or if such ownership creates a direct conflict of interest in connection with work you are performing for the Company;
- d. Having, directly or indirectly, a financial interest in or hold any employment, managerial, directorial, consulting, or other position with any firm or company which does or seeks to do business with the Company, if such interest or position may influence any decision thatyou might make in the performance of your regular duties; and
- e. Making loans from the Company to, or guarantees by the Company of obligations of, youor your respective household members and close relatives.

The Company's Chief Financial Officer shall report to the Audit Committee (i) each quarter, all new Conflicts of Interest and (ii) on an annual basis, all ongoing Conflicts of Interest.

7. **Waivers.** The Company's Board of Directors, in its discretion, may grant a waiver of any provision of this Code of Conduct to any Representative. If a waiver is granted for a director or executive officer, any applicable stock exchange listing requirements may require that suchwaiver be reported to the shareholders of the Company.

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REPRESENTATIVE ACKNOWLEDGMENT

PLEASE SIGN AND RETURN TO THE COMPANY

I acknowledge that I have received and read a copy of the Company's Code of Conduct. I understand that I am responsible for complying with the Code of Conduct during my engagement with the Company.

I HAVE CAREFULLY READ THIS ACKNOWLEDGEMENT.

Date: _____

Signature: _____

Printed Name: _____

PLEASE LIST BELOW ANY RELATIONSHIPS OR KNOWN CONFLICTS OF INTEREST THAT MAY REQUIRE DISCLOSURE UNDER THIS CODE OF CONDUCT:
