

MYND ANALYTICS, INC.

CODE OF CONDUCT AND ETHICS

PURPOSE

This Code of Conduct and Ethics (the "Code of Conduct") has been prepared to help those to whom it applies understand and comply with MYnd Analytics, Inc.'s, (the "Company"), policies and procedures. This Code of Conduct applies to: (i) members of the Company's Board of Directors; and (ii) all employees and officers of the Company, including the Company's Chief Executive Officer and Chief Financial Officer; and any other person performing similar functions (collectively, the "Senior Financial Officers") however they are subject to an additional code of Conduct attached hereto as Appendix A *Code of Ethics for Senior Financial Officers*. The Senior Financial Officers are subject to a separate code of ethics. Overall, the purpose of our Code of Conduct is to deter wrongdoing and promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable disclosure in reports and documents that we file with, or submit to, the SEC and in other public communications made by us;
- compliance with applicable securities exchange and governmental laws, rules and regulations;
- prompt internal reporting of code violations to an appropriate person or persons identified in this Code of Conduct; and
- accountability for adherence to the Code of Conduct.

POLICY

The Company is committed to the highest ethical standards and to compliance with all applicable laws and regulations. It is the obligation of those subject to this Code of Conduct to:

- Conduct themselves honestly and ethically;
- Avoid conflicts of interest, and disclose to the Company any relationship that appears to constitute a conflict of interest; and
- Comply with applicable securities exchange and governmental laws, rules and regulations.

DUTY TO REPORT VIOLATIONS

You are responsible for reporting in good faith to the Company any circumstances that you believe may constitute a violation of this Code of Conduct. You should report suspected violations to your immediate supervisor in the event you are an Employee and to the Chief Executive Officer or Chairman of the Board in the event you are an Executive or Board member. Supervisors receiving such reports are required to disclose such reports to the Chief Executive Officer. The Company will investigate these matters. There will be no action taken against you for good faith reporting of suspected policy violations; however, you will not be protected from possible disciplinary action if you report in bad faith or have otherwise engaged in misconduct.

The Chief Executive Officer or the Chief Executive Officer's designee will investigate all

asserted violations of this Code of Conduct. Waivers of this Code of Conduct with respect to conduct by any person subject to it must be approved by the Chief Executive Officer or the Chief Executive Officer's designee, and any waivers that relate to members of the Board of Directors or executive officers must also be approved by the Board of Directors.

ETHICAL BUSINESS PRACTICES

The Company requires that you maintain lawful and ethical business practices at all times. Examples of certain prohibited activities are set forth below. These examples are intended to highlight some prohibited practices, but they do not address every kind of prohibited practice.

- **Bribery.** Use of Company funds or property for illegal, unethical or otherwise improper purposes, including bribes, kickbacks and payoffs, is prohibited.
- **Political Contributions and Activities.** In the United States, federal and many state laws prohibit corporations from making direct political contributions to candidates. No one subject to this Code of Conduct may make any political contribution of any kind, on the federal, state, or local level, in the name of the Company, or use Company funds or materials for this purpose. You should not make political contributions based on a promise to be reimbursed by the Company.
- **Gifts and Entertainment.** You and members of your family must not solicit nor accept loans, fees, services, or monetary gifts of any kind from suppliers, customers or others dealing with the Company. To the extent permitted by law, you may accept unsolicited non-monetary gifts or entertainment which conform to customary business practices and are not of significant value. Should you accept such gifts or entertainment, you must not give the person or entity offering such gifts or entertainment any preferential treatment.
- **Offering Business Courtesies.** If you offer a business courtesy, you must be assured that it cannot reasonably be interpreted as an **attempt to gain an unfair business advantage or otherwise reflect negatively upon the Company.** You may never use personal funds or resources to do something that cannot be done with Company resources. Accounting for business courtesies must be done in accordance with approved company procedures. Other than to Company's government customers, for whom special rules apply, the Company may provide non-monetary gifts (i.e., company logo apparel or similar promotional items) to customers. Further, management may approve other courtesies, including meals, refreshments or entertainment of reasonable value, provided that:

The practice does not violate any law or regulation or the standards of conduct of the recipient's organization.

The business courtesy is consistent with industry practice, is infrequent in nature and is not lavish.

The business courtesy is properly reflected on the books and records of the Company.

CONFLICTS OF INTEREST AND OUTSIDE ASSOCIATIONS AND ACTIVITIES

You have a duty to avoid business, financial, or other relationships that might conflict with the Company's interests or impair or influence your ability to discharge your duties. There are potential conflicts of interest inherent in certain situations such as when:

- You or a member of your family has a direct or indirect financial interest in, or obligation to, an actual or potential competitor, supplier, or customer. (This does not include small stock ownership in publicly traded companies).
- You conduct business on behalf of the Company with a supplier or customer in which a relative of yours is a representative, officer or director.
- You acquire real property, leaseholds, patents, or other property or rights in which the Company has, or you have reason to believe that the Company is likely to have, an interest.

CONFIDENTIAL INFORMATION AND TRADING STOCK IN A PUBLIC COMPANY

It is illegal and against Company policy for you to buy or sell Company stock, when in possession of "inside information." Such activity is further governed by the Company's Policy on Insider Trading and Policy Regarding Special Trading Procedures.

COOPERATING WITH GOVERNMENT AUTHORITIES

It is the policy of the Company to cooperate with governmental investigations or inquiries. Accordingly, if you reasonably believe that a government investigation or inquiry is in progress, you should communicate that information immediately to your immediate supervisor if you are an Employee and to the Company's Chief Executive Officer or Chairman if you are an Executive or member of the Board of Directors. You should never:

- Destroy or alter any Company documents in anticipation of a request for those documents from any government agency or judicial authority.
- Make any false or misleading statements to any governmental investigator during an investigation.
- Attempt to cause any other person to fail to provide information to a government investigator, or to provide false or misleading information.

COMPANY DISCLOSURE OBLIGATIONS

As a public company, the Company is required to make disclosures about its activities and operations in quarterly reports filed shortly after the end of its first three fiscal quarters and in an annual report filed shortly after the end of its fiscal year. It is the policy of the Company to make full, fair, accurate, timely and understandable disclosure in reports and documents that it files with, or submits to, the SEC and in other public communications made by the Company. While the disclosure rules are complex, essentially the Company is obligated to disclose anything that a reasonable investor would want to consider in deciding whether to purchase or sell the Company's stock. If you are aware of an act or omission which you believe satisfies this standard and you do not believe that such act or omission has been disclosed by the Company, you should describe that information to your immediate supervisor if you are an Employee and to the Chief Executive Officer or Chairman if you are an Executive or member of the Board of Directors.

All information provided to immediate supervisors pursuant to this Code of Conduct are to be communicated by such immediate supervisor to the Chief Executive Officer of the Company or the Chief Executive officer's designee.

Effect of this Code of Conduct. NOTHING PROVIDED FOR IN THIS CODE IS INTENDED TO CREATE A CONTRACT OF EMPLOYMENT FOR ANY INDIVIDUAL. Employees are at will employees and may terminate their employment whenever they wish upon 30 days' notice and for whatever reason, just as the Company may terminate an individual's employment at any time and for any reason.

Effective September 19, 2017

APPENDIX A

CODE OF ETHICS FOR SENIOR FINANCIAL OFFICERS

MYnd Analytics, Inc. (the "Company") maintains a Code of Conduct and Ethics Policy applicable to all directors and employees of the Company including the Chief Executive Officer ("CEO"), the Chief Financial Officer ("CFO") and all senior financial officers. The provisions of the Policy cover ethical conduct, conflicts of interest and compliance with law. In addition, the CEO, CFO and all senior financial officers are subject to the following additional specific policies:

- The CEO, CFO and all senior financial officers are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the Company with the SEC. Accordingly, it is the responsibility of the CEO, CFO and each senior financial officer promptly to bring to the attention of the Disclosure Committee of the Company (the Disclosure Committee) any material information of which he or she may become aware that affects the disclosures made by the Company in its public filings or otherwise assist the Disclosure Committee in fulfilling its responsibilities.
- The CEO, CFO and each senior financial officer shall promptly bring to the attention of the Disclosure Committee and the Audit Committee any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.
- The CEO, CFO and each senior financial officer shall promptly bring to the attention of the General Counsel or the Chairman of the Board, and to the Audit Committee any information he or she may have concerning any violation of the Company's Business Conduct and Ethics policy, including any actual or apparent conflicts of interest between personal and professional relationships, involving any management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.
- The CEO, CFO and each senior financial officer shall promptly bring to the attention of the General Counsel or the Chairman of Board, and to the Audit Committee any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof, or of violation of the Business Conduct and Ethics Policy or of these additional procedures.
- The Board of Directors shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of the Business Conduct and Ethics policy or of these additional procedures by the CEO, CFO and the Company's senior financial officers. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Business Conduct and Ethics policy and to these additional procedures, and shall include written notices to the individual

involved that the Board has determined that there has been a violation, censure by the Board, demotion or re-assignment of the individual involved, suspension with or without pay or benefits and termination of the individual's employment or such other action as the Board may determine is appropriate under the circumstances. In determining what action is appropriate in a particular case, the Board of Directors or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.

Effective September 19, 2017