

PSIVIDA CORP.

DISCLOSURE POLICY

Objectives and Scope of Policy

pSivida Corp. (the “Company”) as a publicly traded company has certain legal and regulatory requirements regarding the public disclosure of material information. Accordingly, the Company has developed the disclosure policy set out below. This disclosure policy has been approved by the Company’s Board of Directors and is designed to ensure the following:

- that communications to the investing public about the Company are timely, factual and accurate, broadly disseminated in accordance with all applicable legal and regulatory requirements, including the Fair Disclosure Regulation adopted by the Securities and Exchange Commission (the “SEC”) and the applicable listing rules of securities exchanges on which the Company is listed; and
- that confidential or proprietary information of the Company is disclosed to third parties only under protection of a confidentiality agreement or similar instrument, or to persons already under an obligations of confidentiality in relation to the Company and its confidential or proprietary information.

The provisions in this policy relating to public disclosure cover, among other things:

- documents filed with securities regulators;
- written statements made in the Company’s annual, quarterly and current reports, news releases, letters to stockholders and any other public disclosure documents;
- presentations and speeches by employees of the Company;
- information contained on the Company’s website and other electronic communications;
- oral statements made in meetings and telephone conversations and other communications with analysts and investors; and
- interviews with the financial media, speeches, press conferences and conference calls where the topics are primarily of interest to the investment community.

The Company will not selectively disclose any material information. Material information must be disclosed to The NASDAQ Stock Market, LLC (“NASDAQ”) and the Australian Securities Exchange (“ASX”) in accordance with the applicable listing rules and by making all required SEC filings or furnishings.

Material Information

In general, material information means information relating to the Company that would, if the information were publicly known:

- be likely to have an effect on the price or value of the Company's securities; or
- be information that a reasonable investor would want to know in deciding whether or not to buy or sell the Company's securities.

Examples of possible material information include, but are not limited to:

- the financial performance of the Company;
- developments with respect to the clinical development of the Company's product candidates;
- developments with respect to the commercialization of any of the Company's products, whether by the Company or by the Company's licensees, partners or other similar companies;
- entry into or termination of a material contract (such as a license or supply agreement);
- a material acquisition or sale of assets by the Company;
- an actual or proposed takeover or merger;
- an actual or proposed change to the Company's capital structure, including a stock split;
- a proposed dividend or a change in dividend policy;
- developments regarding significant litigation or government agency investigations;
- liquidity problems;
- major changes in management; or
- a material claim against the Company or other unexpected liability.

Directors, officers and employees must inform the Chief Executive Officer or Principal Financial Officer of any potentially material information or proposal as soon as practicable after such individual becomes aware of that information. The ASX Listing Rules provide that the Company is aware of information if a member of the Board or executive officer has, or ought reasonably to have, come into possession of the information in the course of the performance of his or her duties as a member of the Board or executive officer of the Company.

ASX Exemption from Disclosure Obligation

An exemption from the requirement to make disclosure under ASX Listing Rule 3.1 is set out in ASX Listing Rule 3.1A, but **only operates when all three elements of the exemption are satisfied**. If any of the requirements cease to be satisfied, the entity must disclose the information promptly and without delay.

Each of the three elements that must be established for information to be exempt from disclosure are discussed in more detail as follows:

A reasonable person would not expect the information to be disclosed (ASX Listing Rule 3.1A.3)

A reasonable person would not expect the information to be disclosed. This test is an objective one. Generally, information that falls within the two elements below of the exemption will also satisfy the reasonable person test.

The surrounding circumstances are relevant to determining whether this element is satisfied. A reasonable person would not expect information to be disclosed if the result would be to cause unreasonable prejudice to the entity. For example, if the premature disclosure of information could jeopardize a potential transaction to which the Company was a party, such information need not be disclosed as such premature disclosure would prejudice the interests of the entity and investors. Similarly, a reasonable person would not expect disclosures of an inordinate amount of detail.

Confidentiality (ASX Listing Rule 3.1A.2)

ASX Listing Rule 3.1A.2 requires that the information that is not to be disclosed be confidential. The information is confidential and ASX has not formed the view that the information has ceased to be confidential. ASX has confirmed that the word ‘confidential’ means ‘secret’. The mere fact that a confidentiality agreement has been entered into will not automatically satisfy this element.

“Confidential” in this context has the sense of secret, and generally implies control by the Company of the use that can be made of the information. The mere fact that a confidentiality agreement has been entered into will not automatically satisfy this element.

Information will be confidential for the purposes of this element if:

- it is known only to a limited number of people;
- the people who know the information understand that it is to be treated in confidence and only to be used for permitted purposes; and
- those people abide by that understanding.

Unusual activity in the Company’s securities may suggest that the information is no longer confidential.

The ASX accepts that confidentiality is not breached if information is given to the Company’s advisers, a person with whom the Company is negotiating, or other regulatory authorities, if it is given on a basis which restricts its use to the stated purpose.

One of the Elements in ASX Listing Rule 3.1A.1 applies

One of the five elements in ASX Listing Rule 3.1A.1 must also be established. These elements are:

- it would be a breach of the law to disclose the information;
- the information concerns an incomplete proposal or negotiation;

- the information comprises matters of supposition, or is insufficiently definite to warrant disclosure;
- the information is generated for internal management purposes of the Company; or
- the information is a trade secret.

Under ASX Listing Rule 3.1B, the exemption to make disclosure under ASX Listing Rule 3.1 will be lost if ASX considers that there is, or is likely to be, a false market in the Company's securities. In such circumstances, the Company must provide ASX with the relevant information requested to correct or prevent the false market.

Disclosure Procedures

The Company's Chief Executive Officer and Principal Financial Officer are the spokespersons designated by the Company to communicate with the investment community, investors, regulators and the media. The Chief Executive Officer may specifically designate other members of the Company's management team or external investor relations consultants to speak on behalf of the Company with respect to a particular topic or purpose. Such persons shall be Company spokespersons only for the particular circumstance of each such person's designation as spokesperson.

No other person or persons are authorized to communicate on behalf of the Company. Directors, officers or employees who are not designated spokespersons must not respond under any circumstances to inquiries from the investment community, investors, regulators, the media or others. All such inquiries should be referred to one or more of the designated spokespersons.

The principal methods of publicly disclosing material information by the Company will be by news release and SEC and ASX filings. No material news released may be issued by the Company unless it has been approved by the Company's Chief Executive Officer or Principal Financial Officer.

No Selective Disclosure; Corrective Actions

There must be no selective disclosure of material information. Previously undisclosed material information must not be disclosed to selected individuals. In order to ensure that non-public material information is not inadvertently disclosed, directors, officers and employees are prohibited from participating in internet chatrooms or newsgroup discussions on matters pertaining to the Company's activities.

In the event of unintentional or inadvertent selective disclosure of undisclosed material information, the person or persons involved should immediately contact the Company's Chief Executive Officer or Principal Financial Officer. The Company will determine as soon as practicable whether there is a need (based on who received the unintentional selective disclosure) to disclose the material information to the public or to require that the party to whom the information was disclosed enter into a written confidentiality agreement. If the Company determines that disclosure of the information is required, the Company shall broadly disseminate the information, by news release, SEC and ASX filings or other appropriate means, as soon as practicable, but in any case by the earlier of 24 hours after the initial event of selective disclosure or the commencement of the next day's trading after the initial event of selective disclosure.

Maintaining Confidentiality

All directors, officers and employees of the Company who have knowledge of material information relating to the Company that has not been communicated to the public are prohibited from communicating that information internally or externally to anyone else (including lenders, legal counsel, auditors and financial advisors), except on a “need-to-know” basis. A need-to-know basis is the communication of only that information which is necessary for the recipient to be able to perform his or her responsibilities at or for the Company.

Outside parties privy to undisclosed material information relating to the Company must be advised that they may not divulge the information to anyone else, except on a need-to-know basis and subject to an obligation to keep the information confidential, and that they may not trade the securities of the Company until the information is publicly disclosed. An outside party may be required to enter into a written confidentiality agreement. Any questions in this regard should be directed to the Company’s legal counsel.

Trading Halts

It may be necessary to request a trading halt from the ASX or NASDAQ to ensure that orderly trading in the Company’s securities is maintained and to manage disclosure issues. The Company’s Chief Executive Officer and Principal Financial Officer will make all decisions in relation to trading halts. No Company employee is authorized to seek a trading halt except with the approval of the Company’s Chief Executive Officer or Principal Financial Officer.

News Releases

News releases will be disseminated through an approved news wire service that provides simultaneous national and international distribution. News releases will be transmitted to all stock exchanges, including NASDAQ and the ASX, relevant regulatory bodies, major business wires and national financial media. News releases will be posted on the Company’s website as soon as possible after release over the news wire. The news release section of the Company’s website shall include a notice that advises the reader that the information posted was accurate at the time of posting, but may be superseded by subsequent publicly disclosed information.

Conference Calls

Conference calls with the investment community may be held to report on quarterly earnings, guidance concerning future operating performance and major corporate developments so that the information will be accessible simultaneously to any and all interested parties.

- Conference calls will be preceded by a meeting of the Company participants to review responses to anticipated questions and to identify information that may require public disclosure prior to the conference call.
- The Company may use the conference call to adjust forward-looking guidance given in a prior conference call.
- Analysts and members of the investment community will be encouraged to ask questions that may involve responses requiring disclosure of additional material information during

these public sessions and not to participate in one-on-one sessions seeking such information.

- The Company will give adequate notice of the conference call through a press release and by posting it on the Company website together with information on how to access the call.
- Conference calls will also be accessible by audiocast on the Company website for a reasonable period of time after the call, as determined by management.

Industry Conferences

This policy applies to any form of communication, such as a speech, roundtable discussion, or presentation by any director, officer or employee of the Company made at any industry conference or similar event. Material, non-public information shall not be disclosed in presentations, breakout discussions or in materials. Remarks to be made at any industry conference should be carefully scripted to avoid disclosure of material non-public information. Notwithstanding the preceding, material non-public information may be disclosed at an industry conference or similar event if (i) the Company has provided adequate notice of the industry conference or similar event through a press release along with information on how to access the presentation and (ii) any material non-public information disclosed at an industry conference or similar event shall be accessible on the Company website after such industry conference or similar event.

Analysts and Institutional Investors

The Company recognizes that meetings with analysts and institutional investors are an important element of the Company's investor relations program. The Company will meet with analysts and investors on an individual or small group basis, as needed, and will initiate contact with, or respond to, analysts and investors in a timely, consistent and accurate fashion in accordance with this Policy. The Company will provide only non-material information at individual and group meetings, in addition to previously publicly disclosed information.

Analysts' Research Reports

The Company will only review analysts' research reports for the purpose of pointing out factual errors based on publicly disclosed information.

The Company will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with the analyst's model or earnings estimates, except in public disclosure formats as contemplated herein (such as publicly announced conference calls). The Company will not post analysts' research reports on its website.

Forward-Looking Information or Guidance

"Forward-looking information" is information about prospective results of operations, financial position, cash flow, trends, risks or business activities. Forward-looking information is based on assumptions about future conditions or courses of action. The following are guidelines for the Company in publicly disclosing forward-looking information:

- The forward-looking information, if determined to be material, will be disseminated, if at all, broadly by news release, SEC and ASX filings or other appropriate means, in accordance with this Policy.
- The information will be clearly identified as forward-looking.
- The Company must have a reasonable basis for the forward-looking information.
- The forward-looking information will be accompanied by a statement that
 - identifies risks and uncertainties that may cause the actual results to differ materially from the forward-looking information as disclosed; and
 - disclaims any intention or obligation of the Company to update or revise the forward-looking information, whether as a result of new information, future events or otherwise.

Notwithstanding this disclaimer, should subsequent events demonstrate that facts have materially changed, the Company will evaluate with legal counsel whether to issue a news release or file a report with the SEC and ASX containing the new information.

- The foregoing “safe harbor” statements or disclaimers will be given both during conference calls, and during any webcast, public presentation, industry conference, or public speech. Safe harbor disclaimers must also be provided if forward-looking statements are made during participation in industry or analyst conferences.

Non-GAAP Information

“Non-GAAP” Information is information about the financial results which is not presented in accordance with U.S. generally accepted accounting principles (“GAAP”). In the event non-GAAP information is presented in a news release, industry or analyst conference, or other public presentation, the most directly comparable GAAP measure shall be made available together with a reconciliation (by a clearly understandable method) of the differences between the GAAP and non-GAAP information, either in the presentation or by reference to a posting on the Company’s website; in a news release GAAP information shall be presented with equal or greater prominence.

Stockholder Communications

The Company’s communication strategy requires communication with stockholders, stakeholders and other constituents involved with the Company in an open and timely manner so that the market has sufficient information to make informed investment decisions on the operations and results of the Company. The strategy provides for the use of systems that ensure a regular and timely release of information about the Company to, and to promote effective communications with, stockholders, stakeholders and other constituents involved with the Company. Mechanisms employed include:

- documents filed with security regulators;
- periodic reports (e.g. annual, quarterly and current reports);

- news releases, letters to stockholders and any other public disclosure documents; and
- presentations at the annual meeting of stockholders and other stockholder meetings.

The Company also posts all reports, documents filed with security regulators and media releases and copies of significant business presentations on the Company's website at www.psivida.com.

In addition to the disclosure requirements of the securities exchanges and various investor relation forums, the Company places considerable importance on effective two way communications with stockholders. Accordingly, the Board encourages full participation of stockholders at each annual meeting of stockholders and any other stockholder meetings to ensure a high level of accountability and understanding of the Company's strategy and goals. The Company's practice is to also invite its independent registered public accounting firm to attend the annual meeting of stockholders and be available to answer stockholder questions about the conduct of the audit and the preparation and content of its report.

Notices of the annual meeting of stockholders and any other stockholder meetings, together with accompanying information such as the proxy statement and other explanatory memorandum, are sent to stockholders either by mail or email, and are also placed on the Company's website.

Company's Website

No posting may be made to the Company's website unless it has been approved in advance by the Chief Executive Officer or Principal Financial Officer. Investor relations material will be contained within a separate section of the Company's website and will include a notice that advises the reader that the information posted was accurate at the time of posting, but may be superseded by subsequent disclosures. All data posted to the Company's website, including text and audiovisual material, shall show the date that the material was posted.

Rumors and Speculation

The Company will not normally comment, affirmatively or negatively, on rumors. This policy also applies to rumors on the Internet. Specifically, the Company will not comment on market speculation concerning potential mergers, acquisitions or divestitures, or other future business activities or events.

Disclosure Controls

The Company shall maintain a system of disclosure controls to ensure that material information in the possession of persons other than the designated spokespersons is timely and accurately communicated to the designated spokespersons.

Review of Company Disclosure Policy

This policy shall be reviewed annually by the Board of Directors.

Disciplinary Action

Breaches of this policy may lead to disciplinary action being taken against employees and consultants, including dismissal in serious cases.

Contacts

If you have any questions arising from this Policy, you may contact one of the persons listed below.

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