

# **OncoGenex Pharmaceuticals, Inc.**

## **CODE OF BUSINESS CONDUCT AND ETHICS**

(Approved by the Board of Directors on March 9, 2009 and amended March 4, 2010)

### **Purpose**

OncoGenex Pharmaceuticals, Inc. (the "Corporation" or "OncoGenex") strives to conduct all aspects of its business in accordance with the highest ethical and legal principles. This Code of Business Conduct and Ethics (the "Code") covers a wide range of business practices and procedures. It does not cover every issue that may arise and is meant to serve as a guide for each employee, officer and director of the Corporation ("OncoGenex Personnel") in meeting those principles. All OncoGenex Personnel must conduct themselves in accordance with this Code and seek to avoid even the appearance of improper behavior. The compliance environment within each supervisor's assigned area of responsibility will be a significant factor in evaluating the quality of that individual's performance. This Code should also be provided to, and followed by, the Corporation's agents and representatives, including consultants, when working for or on behalf of the Corporation. Additionally, we have appointed the Corporation's principal financial officer to serve as the Corporation Ethics Officer to ensure adherence to this Code. While serving in this capacity, the Corporation Ethics Officer reports to the Board of Directors (the "Board").

This Code seeks to deter wrongdoing and to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- full, fair, accurate, timely and understandable disclosure in reports and documents that the Corporation files with, or submits to, the Securities and Exchange Commission (the "SEC") and Canadian provincial security regulators, and in other public communications made by the Corporation;
- compliance with applicable governmental laws, rules and regulations;
- the prompt internal reporting to an appropriate person or persons identified in this Code of violations of this Code; and
- accountability for adherence to this Code.

OncoGenex Personnel who violate the standards in this Code may be subject to disciplinary action, up to and including termination of employment. This Code supersedes all other codes of conduct, policies, procedures, instructions, practices, rules or written or verbal representations to the extent that they are inconsistent with this Code. However, nothing in this Code otherwise alters the at-will employment policy, if applicable, of OncoGenex. OncoGenex is committed to continuously reviewing and updating our policies and procedures. This Code, therefore, is subject to modification.

### **Honest and Ethical Conduct**

It is OncoGenex's policy to promote high standards of integrity by conducting our affairs in an honest and ethical manner. The integrity and reputation of OncoGenex depends on the honesty, fairness and integrity brought to the job by each person associated with OncoGenex. Unyielding personal integrity is the foundation of corporate integrity.

## **Compliance With Applicable Laws, Rules and Regulations**

Obeying the law is the foundation on which the Corporation's ethical standards are built. Disregard of the law will not be tolerated. Violation of domestic or foreign laws, rules and regulations may subject an individual, as well as OncoGenex, to civil and/or criminal penalties. OncoGenex Personnel should be aware that conduct and records, including emails, are subject to internal and external audits and to discovery by third parties in the event of a government investigation or civil litigation. It is in everyone's best interests to know and comply with their respective legal obligations.

## **Conflicts of Interest**

All OncoGenex Personnel have a duty to avoid business, financial or other direct or indirect interests or relationships which conflict with the interests of the Corporation or which divide their loyalty to the Corporation. Any activity which even appears to present such a conflict must be avoided or terminated unless, after disclosure to the appropriate level of management, it is determined that the activity is not harmful to the Corporation or otherwise improper.

A conflict of interest or the appearance of a conflict of interest may arise in many ways. For example, the following may constitute conflicts of interest:

- providing services to a competitor or proposed or present supplier, customer or other person with which OncoGenex has a business relationship;
- having an ownership interest in a competitor of OncoGenex or in a business with which the Corporation has or is contemplating a business relationship;
- conducting OncoGenex business with yourself, a relative or significant other, or with a business with which you or a relative or significant other is associated in any significant role;
- soliciting or accepting gifts, favors, loans or preferential treatment from any person or entity that does business or seeks to do business with OncoGenex; or
- accepting a position as a consultant to, or a director, officer or employee of, or otherwise operate an outside business if the demands of the outside business would interfere with the director's, officer's or employee's responsibilities to the Corporation.

Conflicts of interest should be avoided and in all cases must promptly be disclosed fully to OncoGenex. In the case of any officer or director, disclosure must be made to the Audit Committee. Following such disclosure, the matter will be considered by the Audit Committee in order to determine what, if any, corrective or other action is required. In the case of any other employee, disclosure must be made to the Chief Executive Officer or the Corporation Ethics Officer. Following such disclosure, the matter shall be considered by the Chief Executive Officer or shall be considered by the Corporation Ethics Officer pursuant to guidelines approved by the Chief Executive Officer, in order to determine what, if any, corrective or other action is required.

Conflicts of interest may not always be clear-cut, so if OncoGenex Personnel have a question, they should consult with higher levels of management or OncoGenex's Chief Executive Officer or Corporation Ethics Officer. If OncoGenex Personnel become aware of a

conflict or potential conflict, they should bring it to the attention of a manager or other appropriate personnel or consult the procedures described under "Reporting."

### **Equal Employment Opportunity and Harassment**

OncoGenex' personnel decisions are based entirely on merit and contribution to the Corporation's success. Concern for the personal dignity and individual worth of every person is an indispensable element in the standard of conduct at OncoGenex. The Corporation affords equal employment opportunity to all qualified persons without regard to any impermissible criterion or circumstance. This means equal opportunity in regard to each individual's terms and conditions of employment and in regard to any other matter that affects in any way the working environment of OncoGenex Personnel. We do not tolerate or condone any type of discrimination prohibited by law, including harassment.

### **Confidentiality**

OncoGenex Personnel must maintain the confidentiality of confidential information entrusted to them by OncoGenex, except when disclosure is authorized by OncoGenex's written policies or its Corporation Ethics Officer or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Corporation, if disclosed, and information that suppliers and other business partners have entrusted to us. The obligation to preserve confidential information continues even after employment ends. In connection with this obligation, every employee should have executed an agreement that addresses confidentiality and proprietary information when he or she began employment with OncoGenex. Confidentiality may be addressed in employment or consulting agreements.

### **Public Disclosure of Information**

Applicable securities laws require OncoGenex to disclose certain information in various reports that the Corporation must file with or submit to the SEC or Canadian provincial securities regulators. In addition, from time to time, OncoGenex makes other public communications, such as issuing press releases. OncoGenex's policy is to provide full, fair, accurate, timely and understandable disclosure in reports filed with the securities regulators and other public communications.

### **Insider Trading**

In order to assist with compliance with laws against insider trading, the Corporation has adopted an Insider Trading Policy. A copy of this policy, which has been distributed to every employee, is available in the Corporation's internal policy database. If you have any questions, please consult the Corporation Ethics Officer.

### **Record-Keeping**

OncoGenex requires honest and accurate recording and reporting of information in order to make responsible business decisions and to comply with the law.

All of OncoGenex's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect OncoGenex's transactions and must conform both to applicable legal requirements and to OncoGenex's system of internal controls. In addition, OncoGenex's financial statements shall conform to generally accepted accounting principles and OncoGenex's accounting policies. OncoGenex requires that:

- no entry be made in OncoGenex's books and records that intentionally hides or disguises the nature of any transaction or of any of OncoGenex's liabilities or misclassifies any transactions as to accounts or accounting periods;
- transactions be supported by appropriate documentation;
- the terms of sales and other commercial transactions be reflected accurately in the documentation for those transactions and all such documentation be reflected accurately in our books and records;
- OncoGenex Personnel comply with our system of internal controls; and
- no cash or other assets be maintained for any purpose in any unrecorded or "off-the-books" fund.

OncoGenex's accounting records are also relied upon to produce reports for our management, stockholders and creditors, as well as for governmental agencies. In particular, OncoGenex relies upon its accounting and other business and corporate records in preparing the periodic and current reports that OncoGenex files with the SEC or Canadian provincial securities regulators. Securities laws require that these reports provide full, fair, accurate, timely and understandable disclosure and fairly present our financial condition and results of operations. OncoGenex Personnel who collect, provide or analyze information for or otherwise contribute in any way in preparing or verifying these reports should strive to ensure that OncoGenex's financial disclosure is accurate and transparent. In addition:

- OncoGenex Personnel may not take or authorize any action that would intentionally cause OncoGenex's financial records or financial disclosure to fail to comply with generally accepted accounting principles, the rules and regulations of the SEC or Canadian provincial securities regulators, or other applicable laws, rules and regulations;
- all OncoGenex Personnel must cooperate fully with OncoGenex's Finance Department, as well as OncoGenex's independent public accountants and counsel, respond to their questions with candor and provide them with complete and accurate information to help ensure that OncoGenex's books and records, as well as OncoGenex's reports filed with the SEC or Canadian provincial securities regulators, are accurate and complete; and
- OncoGenex Personnel should not knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of our reports filed with the SEC or Canadian provincial securities regulators or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of OncoGenex's reports accurate in all material respects.

### **Protection and Proper Use of Corporation Assets**

OncoGenex Personnel should endeavor to protect OncoGenex's assets and ensure their efficient use. Any suspected incident of fraud or theft should immediately be reported for investigation. Corporation equipment should not be used for non-OncoGenex business, though limited incidental personal use is permitted. By using Corporation equipment, OncoGenex Personnel waive any rights to personal privacy in the messages or data transmitted thereby or stored therein. Any information in the messages or data transmitted thereby or stored therein

may be subject to disclosure as required by applicable law or as deemed appropriate by the management of OncoGenex.

The obligation to protect OncoGenex's assets includes protecting its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business, marketing plans, scientific and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of such information violates OncoGenex policy and could also subject individuals to civil or even criminal penalties.

### **Waivers of the Code**

Waivers of this Code may only be granted by OncoGenex's Chief Executive Officer; provided, however, that any waiver of this Code for executive officers (including, where required by applicable laws, our principal executive officer, principal financial officer, principal accounting officer or controller (or persons performing similar functions)) or directors may be granted only by the Board or, to the extent permitted by the rules of Nasdaq and such other securities exchanges and quotation systems on which the Corporation's securities are then listed, the Nominating and Governance Committee. Any such waiver of this Code for executive officers or directors, and the reasons for such waiver, will be disclosed as required by applicable laws, rules or securities market regulations.

### **Reporting**

If you become aware of any actual or suspected violation of this Code by any OncoGenex Personnel, you are required to report the actual or suspected violation to the appropriate Corporation authorities within the Corporation under the terms of the Corporation's Whistle Blowing Policy. All OncoGenex Personnel should review the Corporation's Whistle Blowing Policy, which describes:

- the manner in which suspected violations of this Code should be reported;
- the manner in which the Corporation will conduct investigations; and
- the protections afforded to persons making such disclosures.

If you have concerns regarding an activity but are unsure whether a violation has occurred, we encourage you to disclose your concerns pursuant to the Whistle Blowing Policy.

OncoGenex does not allow retaliation for reports of misconduct by others made in good faith by OncoGenex Personnel. OncoGenex will take prompt disciplinary action against any employee who retaliates for such reports, which may include termination of employment. OncoGenex Personnel are expected to cooperate in internal investigations of misconduct.

If any investigation indicates that a violation of this Code has probably occurred, OncoGenex will take such action as we believe to be appropriate under the circumstances. If it is determined that any OncoGenex Personnel is responsible for a Code violation, he or she will be subject to disciplinary action up to, and including, termination of employment and, in appropriate cases, civil action or referral for criminal prosecution. Appropriate action may also be taken to deter any future Code violations.

Any OncoGenex Personnel that are aware of a violation of this Code and do not report it are themselves in violation of this Code and may be subject to the disciplinary actions described above.

## **Dissemination and Amendment**

This Code will be distributed to each new employee, officer and director of OncoGenex upon commencement of his or her employment or other relationship with OncoGenex.

OncoGenex may amend this Code. OncoGenex will disclose any amendments pertaining to executive officers or directors as required by law or securities market regulations. The most current version of this Code can be found on OncoGenex's website.

## COMPLIANCE CERTIFICATE

I have read and understand the OncoGenex Pharmaceuticals, Inc. Code of Business Conduct and Ethics (the "Code"). I will adhere in all respects to the ethical standards described in the Code. I further confirm my understanding that any violation of the Code will subject me to appropriate disciplinary action, which may include demotion or discharge.

I certify to OncoGenex Pharmaceuticals, Inc. that I am not in violation of the Code, unless I have noted such violation in a signed Statement of Exceptions attached to this Compliance Certificate.

Date: \_\_\_\_\_

Name: \_\_\_\_\_

Title/Position: \_\_\_\_\_

**Check one of the following:**

- A Statement of Exceptions is attached.
- No Statement of Exceptions is attached.