

AKOUSTIS TECHNOLOGIES, INC.

Code of Ethics and Conduct

Purpose

The Board of Directors (the “Board”) of Akoustis Technologies, Inc. (together with its subsidiary, the “Company”) has adopted this Code of Ethics and Conduct (the “Code”) in order to (i) promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest; (ii) promote full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the U.S. Securities and Exchange Commission (the “SEC”) and in other public communications made by the Company; (iii) promote compliance with applicable governmental laws, rules, and regulations; (iv) ensure the prompt internal reporting of violations of the Code to an appropriate person; and (v) ensure accountability for adherence to the Code.

This Code applies to all directors, officers, and employees of the Company. When this Code refers to “employees,” the term includes the employees, officers, directors, agents, and designated representatives of the Company. All employees are required to be familiar with the Code, comply with its provisions, and report any suspected violations as described below under the heading, “Reporting and Investigation of Code Violations.”

Honest and Ethical Conduct

The Company’s policy is to promote high standards of integrity by conducting its affairs honestly and ethically. Each employee must act with integrity and observe the highest ethical standards of business conduct in his or her dealings with the Company’s customers, suppliers, partners, service providers, competitors, employees, and anyone else with whom he or she has contact in the course of performing his or her job.

Compliance with Laws and Regulations

Employees must comply with the letter and spirit of the law, use good judgment and common sense, and adhere to the highest standards of ethical conduct. All employees must respect and obey all applicable local, state, and federal statutes, rules, and regulations.

No employee may use “inside” information to trade in securities of the Company or securities of another Company for personal benefit. Inside information is any material non-public information that a reasonable investor would consider important in making a decision to purchase, sell, or hold securities in a company. If an employee possesses inside information regarding the Company or any other company, he or she must not:

- Trade in that company’s securities while in possession of the information;
- Use the inside information for personal gain or for another’s personal gain; or
- “Tip” others who may buy or sell securities using this information.

Conflicts of Interest

A conflict of interest occurs when an individual's personal or family interests give the appearance of impropriety or divided loyalty between the individual's interests and the interests of the Company. Employees must avoid any situation that creates a real or perceived conflict of interest. Conduct or activities that involve a conflict of interest violate this Code unless they are approved in advance. The Audit Committee (the "Audit Committee") of the Board, or if the Board has not designated an Audit Committee, a majority of the Company's disinterested independent directors, must provide the approval if the conduct or activity involves a director or an executive officer, unless otherwise required by the rules of the SEC or a national securities exchange on which the securities of the Company are listed. In all other cases, Jeffrey B. Shealy, the Company's President and Chief Executive Officer, is authorized to handle approvals.

It is not possible to list every activity that might present an actual or apparent conflict of interest. However, the following are examples of conduct or activities that would violate this Code unless approved in advance as described above:

- Participation by an employee (or his or her family member) in a business transaction involving the Company and another entity or individual with whom the employee (or his or her family) has a financial relationship;
- The use for personal gain by employees (or their family members) of any confidential or proprietary information obtained as a result of their relationship with the Company; and
- Receipt by an employee (or his or her family member) of improper personal benefits as a result of the employee's position in the Company.

Employees must report any actual or potential conflict of interest as soon as they discover it.

Confidentiality

Employees must maintain the confidentiality of information entrusted to them by the Company or by its customers, suppliers, or partners, except when disclosure is expressly authorized or is required or permitted by law. Confidential information includes all non-public information (regardless of its source) that might be of use to the Company's competitors or harmful to the Company or its customers, suppliers, or partners if disclosed.

Financial Integrity and Disclosure

The Company's periodic reports and other documents filed with the SEC, including all financial statements and other financial information, must comply with applicable federal securities laws and SEC rules. All employees are required to ensure that all records and reports are full, fair, accurate, timely, truthful, and understandable. Employees must never misstate facts, omit critical information, modify records or reports to mislead others, participate in unauthorized extra contractual promises, commitments, or "side letters" on behalf of the Company, or assist others in doing so. Each Employee must comply with the Company's system of internal accounting

controls and cooperate fully with the Company's accounting and auditing personnel, including the Company's independent public accountants and counsel.

The Company's Chief Executive Officer, Chief Financial Officer, and Principal Accounting Officer or Controller, as the case may be (the "Senior Financial Officers"), have overall responsibility for assuring full, fair, accurate, timely, and understandable disclosure of relevant financial information to stockholders and investors. In particular, they are responsible for ensuring that the Company complies with the rules of the SEC governing disclosure of financial information and for assuring that press releases and communications with investors and securities analysts are fair and accurate. Among other things, the Senior Financial Officers must:

- Establish and maintain internal control over financial reporting designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, and disclosure controls and procedures designed to ensure that financial information is recorded, processed, summarized and reported to those responsible for preparing periodic reports and other public communications and to assure our reports and communications are complete, accurate and timely.
- Oversee the appropriate personnel to help ensure that the procedures governing internal control over financial reporting and disclosure controls and procedures are being followed.
- Carefully review each periodic report for accuracy and completeness before it is filed with the SEC and carefully review each public communication containing financial information before it is released.
- Promptly disclose to their superiors, and if necessary to the Audit Committee or to the Board if the Board has not designated an Audit Committee, and our independent registered public accounting firm, any material weaknesses in, or concerns regarding, our disclosure controls and procedures or internal control over financial reporting.
- Never create or maintain secret or unrecorded funds, assets, or accounts, or intentionally make a payment or approve an invoice, expense report, or other document that is incorrect, misleading or inaccurate.

Reporting and Investigation of Code Violations

Actions prohibited by this Code must be reported to the reporting person's supervisor, if applicable. In other cases or in cases, including where it might be inappropriate or uncomfortable for a reporting person to discuss an issue or question with his or her supervisor, or if the supervisor does not address the issue or question to the reporting person's satisfaction, the reporting person should discuss the matter with an officer of the Company, the Audit Committee or, if the Board has not designated an Audit Committee, the Board. Questions or concerns about compliance with this Code, other policies and procedures, or applicable laws should be directed in the same manner. After receiving a report of an alleged prohibited action, the supervisor, officer, the Audit Committee, or the Board, as the case may be, must promptly take all

appropriate actions necessary to investigate and achieve an appropriate and satisfactory resolution. All employees are expected to cooperate in any internal investigation of misconduct.

Enforcement

Violations of this Code will subject the violator to disciplinary action, up to and including termination. The Company will investigate alleged violations of this Code and provide any person who is alleged to have violated this Code a fair opportunity to be heard regarding the alleged conduct. Disciplinary measures will depend on the circumstances of the violation, and consideration will be given to whether or not a violation was intentional.

No Retaliation

No one will be retaliated against for reporting ethics violations. Since the duty to come forward is a requirement, this policy applies even where the good faith allegation proves ultimately groundless. Anyone who violates the Company's non-retaliation policy will be subject to disciplinary action. Anyone who knowingly makes a false or misleading report also will be subject to disciplinary action. Except as required by law, the Company will take reasonable steps to safeguard the confidentiality of statements and other information reported under this Code, unless it is not practicable to do so or the interests of the Company require disclosure.

Waivers

Any waiver of any provision of this Code may be made only by the Board and shall be disclosed as required by SEC rules, the rules of any securities exchange on which securities of the Company are listed, and applicable law.

Originally adopted as of October 20, 2016

ACKNOWLEDGMENT OF RECEIPT OF CODE OF ETHICS AND CONDUCT

I have received and read the Akoustis Technologies, Inc. Code of Ethics and Conduct (the “Code of Ethics and Conduct”). I understand the standards, policies and practices contained in the Code of Ethics and Conduct and understand that there may be additional policies, practices or laws specific to my position. I further agree to comply with the Code of Ethics and Conduct.

If I have questions concerning the meaning or application of the Code of Ethics and Conduct, any company policies or practices, or the legal and regulatory requirements applicable to my position, I know I can consult my supervisor, if applicable, an officer of the Company, the Audit Committee, or the Board of Directors, as the case may be, and that my questions or reports to these sources will be maintained in confidence unless it is not practicable to do so or the interests of the Company require disclosure.

Employee Name

Signature

Date

Please sign and return this form to Lora Shealy, Secretary of the Company.