
AURINIA PHARMACEUTICALS INC.
CODE OF ETHICS & CONDUCT

(Approved June 21, 2018)

AURINIA PHARMACEUTICALS INC.

Code of Ethics & Conduct

Code of Ethics & Conduct - Introduction

This Code of Ethics & Conduct (“**Code**”) applies to every director, officer (including the Company’s Chief Executive Officer (“**CEO**”) and Chief Financial Officer (“**CFO**”)), and employee of Aurinia Pharmaceuticals Inc. and its affiliated entities (collectively, the “**Company**”). The term “employee” includes any individual that is paid on the Company’s payroll.

The Company operates in accordance with ethical standards and relevant laws. We place the highest value on the integrity of each employee and Company representative. In addition, all employees, officers and the board of directors for the Company are responsible for complying with all applicable laws, regulations and this Code. The Company expects not only legal compliance, but also responsible and ethical behaviour.

The policies in this Code apply to all parts of the Company unless otherwise specifically noted and the Code is not intended to cover and address all Company policies or all applicable laws. The Code outlines minimum requirements, which must be followed. Should there be any question as to which policy, law or custom should preside, you must comply with the more restrictive law, policy or custom and contact your supervisor/manager for guidance.

The Company provides this Code to its employees to offer guidance in properly recognizing and resolving the legal and ethical issues that they may encounter while conducting the Company’s business. The Code may be modified or eliminated at any time without prior notice by the Company.

The contents of this manual supersede and replace any previous employee or corporate policy. Management of the Company reserves the right to unilaterally create exceptions to, modify, change or revoke these policies.

Policy Summary

The Company is dedicated to maintaining its reputation for integrity and good corporate citizenship, and expects all employees to abide by basic principles of ethical and lawful business conduct. The increasing complexity of law and business life has made it appropriate for the Company to formally establish this Code of Ethics & Conduct.

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A. OVERVIEW

The CEO will review annually the Code of Ethics & Conduct with employees to ensure that any questions the employees have with respect to the Code are appropriately dealt with.

Individuals at the Company are granted the autonomy and the support to act independently in the context of the Company's policies, mission, vision and operating plans.

It is impossible in a document of this nature to cover the full spectrum of employee activities. However, the following are meant to be general guidelines provided to employees of the Company to enable them to understand the type of conduct considered acceptable in carrying out their duties on behalf of the Company and, conversely, to delineate conduct that is not in the best interest of the Company.

Inevitably, circumstances will arise, which are not covered by these guidelines that may cause employees to question whether or not a particular activity falls within acceptable behavior. In these circumstances, employees should discuss their proposed course of conduct with their immediate supervisor or a member of management of the Company. The board of directors of the Company (the "**Board**") is responsible for monitoring compliance with the Code. Any employee who violates this Code shall be subject to disciplinary measures which could lead to dismissal or to legal action brought against the employee.

The Code is to take precedence should there be any contradiction with any other divisional policy and/or local customs.

B. HUMAN RELATIONS

The Company is committed to treating one another fairly, and to maintaining employment practices based on equal opportunity for all employees. We will respect each other's privacy and treat each other with dignity and respect irrespective of age, race, color, sex, sexual preference, nationality, or physical condition. We are committed to providing safe and healthy working conditions and an atmosphere of open communication for all of our employees.

All people with whom the Company has business relations, whether customers, suppliers, security holders, competitors or employees, are to be treated in a dignified and understanding manner. Discrimination or harassment of any kind will not be practiced or tolerated. Conformity with legal requirements is not to be regarded as discrimination.

C. ADHERENCE TO CURRENT LAW

All employees are expected to comply with all laws, rules and regulations applicable to the business of the Company. If any employee is in doubt as to whether or not a particular course of action would contravene applicable law, he or she should discuss the proposed activity with management, who in turn should consider seeking the guidance of appropriate Company legal counsel.

D. ELECTRONIC MAIL ("EMAIL")

Where applicable, an employee may be provided with email access. Under no circumstances shall the employee intentionally email messages which include content that is illegal. Email

should be used only for Company business and an employee shall have no expectation of privacy in contents of email usage while using Company provided email account or computer equipment.

E. INTERNET ACCESS

Where applicable, an employee may be provided with internet access. Under no circumstances shall the employee intentionally use Company provided internet access to access information that is illegal. Internet access should be used only for Company business and the employee shall have no expectation of privacy in contents of internet usage while using Company provided computer equipment.

F. MISUSE OF CONFIDENTIAL INFORMATION

Employees are not to use material confidential information gained by virtue of their association with the Company for their own personal gain, use or benefit nor are they to disclose such information for the use of others, unless it is in the best interests of the Company.

G. FINANCIAL AND BUSINESS DISCLOSURE

All employees are to adhere to the Company's Corporate Disclosure Policy. This policy covers material disclosure in all documents and statements communicated in writing, orally and electronically with analysts, investors, the press and the public. Its objective is to ensure that public communications about material developments concerning the Company are timely, factual, accurate and broadly disseminated in accordance with all applicable legal and regulatory requirements.

H. CONFLICTS OF INTEREST

Conflicts of interest can arise in virtually every area of our operations. A "conflict of interest" exists whenever an individual's private interests interfere or conflict in any way (or even appear to interfere or conflict) with the interests of the Company. Employees must strive to avoid conflicts of interest. Employees must each make decisions solely in the best interest of the Company. Any business, financial or other relationship with suppliers, customers or competitors that might impair or appear to impair the exercise of our judgment solely for the benefit of the Company is prohibited. The transaction of business by the Company with businesses beneficially owned in whole or in part, directly by the employee is prohibited unless written approval is requested and received from either the Chief Executive Officer, or the Board of Directors.

Employees should report any actual or potential conflict of interest involving them or others of which they become aware of to their supervisor or the CEO. If you are an officer, you should report any actual or potential conflict of interest involving yourself or others of which you become aware to the Chairman of the Governance & Nominating Committee of the Board. If you are a director, you should report any actual or potential conflict of interest involving yourself or others of which you become aware to the Chairman of the Governance & Nominating Committee of the Board.

I. PROPER MAINTENANCE OF RECORDS

All transactions of the Company must be properly recorded and accounted for on the books of the Company. This is essential to the integrity of the Company's governmental and financial reporting obligations. In particular, (i) no unrecorded or inadequately recorded fund or asset of

the Company is to be established or maintained; and (ii) no false or artificial entries in the books and records of the Company are to be made.

J. POLITICAL AND CHARITABLE ORGANIZATIONS

All employees are encouraged and entitled to make political and charitable contributions from their personal time and funds in the exercise of responsible citizenship. Corporate contributions, of any kind, to political and charitable organizations are to be approved by the Chief Executive Officer, or Chief Financial Officer, with notice to the Audit Committee Chair.

K. COMMUNITY INVOLVEMENT AND THE ENVIRONMENT

The Company is committed to being a responsible corporate citizen of all the communities in which we reside. We will abide by all national and local laws and will strive to improve the well-being of our communities through encouragement of employee participation in civic affairs.

L. RESPONSIBILITY TO REPORT

All employees have a duty to report to the Company's management any violations of the Code of Ethics & Conduct or other corporate policy. Allegations will be investigated by the appropriate personnel, and upon the advice of Company legal counsel, may be reported to the appropriate authorities. Any employee who in good faith raises an issue regarding possible violation of law or Company policy will not be subject to retaliation and their confidentiality will be protected to the extent possible, consistent with law, corporate policy and the requirements to conduct an effective investigation.

M. CORPORATE OPPORTUNITIES AND USE AND PROTECTION OF COMPANY ASSETS

Employees are prohibited from:

1. taking for themselves, personally, opportunities that are discovered through the use of Company property, information or position;
2. using the Company's property, information or position for personal gain; and
3. competing with the Company.

Employees have a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

Employees are personally responsible and accountable for the proper expenditure of the Company's funds, including money spent for travel expenses or for business entertainment. Employees are also responsible for the proper use of property over which they have control, including both the Company's property and funds and property that has been entrusted to their custody. The Company's assets must be used only for proper purposes.

The Company's property should not be misused. The Company's property may not be sold, loaned or given away regardless of condition or value, without proper authorization. Each director, officer and employee should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. The Company's assets should be used only for legitimate business purposes.