

Akoustis Technologies, Inc.

Foreign Corrupt Practices Act Policy

I. POLICY/PURPOSE

Akoustis Technologies, Inc. ("**Akoustis**") is committed to conducting its business ethically and in compliance with all applicable laws and regulations, including the U.S. Foreign Corrupt Practices Act ("FCPA") and other laws that prohibit improper payments or other forms of corruption. This policy prohibits bribery and other improper payments in the course of Akoustis business operations and sets out responsibilities for ensuring compliance with this policy ("**Policy**").

II. INDIVIDUALS COVERED BY THIS POLICY

This Policy covers all Akoustis directors, officers, employees, contractors, agents, and business partners.

III. RESPONSIBILITY FOR ADMINISTRATION

The Akoustis Chief Compliance Officer (as designated in the Akoustis Business Conduct Guidelines) shall administer this Policy.

IV. PROCEDURES

A. The FCPA Generally

The FCPA makes it unlawful to offer anything of value (i.e., bribe) to a foreign official to gain an improper business advantage. An improper business advantage may involve efforts to obtain or retain business, as in the awarding of a government contract, but also can involve regulatory actions such as licensing or approvals. Examples of prohibited regulatory bribery include paying a foreign official to ignore an applicable customs requirement or to accelerate a tax refund. A violation can occur even if an improper payment is only offered or promised and not actually made or the result benefits someone other than the giver (for example, directing business to a third party). Also, it does not matter that the foreign official may have suggested or demanded the bribe, or that a company feels that it is already entitled to the government action.

A "**Foreign Official**" under the FCPA has a broad meaning and can be essentially anyone who exercises governmental authority, and can refer to:

- Any employee of a non-United States Government, including agency employees, legislators, members of political parties, candidates for political office, and members of royal families with official

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governmental responsibilities.

- An official or employee of a state-owned entity (“*SOE*”). This includes commercial companies that are majority-owned or effectively controlled by a foreign government. Note that some telecommunication companies are SOEs.
- Officials of public international organizations.

Foreign official status may often, but not always, be readily apparent. In some instances, individuals may not consider themselves officials or be treated as such by their own governments but still perform the types of functions that would make them a foreign official for purposes of the FCPA.

B. What does the FCPA Prohibit?

The FCPA prohibits offering, promising or giving anything of value to a foreign official to gain an improper business advantage, whether directly or indirectly through others. In addition to cash payments, anything of value may include:

- Gifts, entertainment or other business promotional activities;
- Covering or reimbursing an official’s expenses except as permitted in Section C below;
- Offers of employment or other benefits to a family member or friend of a foreign official; or
- Contributions to a political party, candidate, or even a charitable organization.

Further, the FCPA makes it illegal to make any such payments, offers or gifts to any other person (such as an agent, contractor, consultant or intermediary) while knowing or having reason to know that all or a portion of such payment has been or will be given or offered to a Foreign Official. This means that in some circumstances, and individual or Akoustis may be held liable for the actions of agents and other third parties.

C. What Payments Are Allowed Under the FCPA?

The FCPA allows:

- the provision of bona fide promotional or marketing expenditures (such as meals, entertainment, travel and lodging) ***directly related*** to the promotion of the Company’s products or services, or the execution or performance of a contract with a foreign government, state-owned company, agency, or instrumentality, and

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- the payment of permissible “facilitating payments” to Foreign Officials.

Promotional and Marketing Expenditures: To be permissible, promotional and marketing expenditures must also:

- be reasonable in amount relative to what is customary and usually associated with ethical business practices;
- not create the appearance of being an improper payment, benefit or gift under the circumstances;
- not potentially cause embarrassment for Akoustis, the representatives or the Foreign Official, if disclosed; and
- not be illegal under the local laws, rules or regulations of the particular foreign country.

Generally, meals and beverages should be reasonable for the geographical location of the meal and consistent with all corporate policies and procedures for appropriate business meal reimbursements. In general, entertainment (attendance at a sporting event, concert or other cultural event) will be considered proper and reasonable if the tickets are of a moderate value, the Akoustis representative attends the event with the Foreign Official using the opportunity to promote Akoustis products and disclosure to the public does not present potential for embarrassment for either party.

Promotional or marketing expenditures also require written approval in accordance with Section E below.

Facilitating Payments: A facilitating payment is a payment for routine government action, including expediting fees (facilitation payments) that do not involve discretionary action by foreign officials. Some examples of routine government action include:

- Obtaining permits, licenses or other official documents that qualify a person to do business in a foreign country;
- Processing governmental papers such as visas;
- Providing police protection or mail service;
- Scheduling inspections associated with contract performance;
- Providing phone, power or water service;
- Loading or unloading cargo, or protecting perishable products from deterioration; or
- Other similar actions that are ordinarily and commonly performed by an official.

Although permitted by the FCPA, facilitation payments can be illegal under the laws of other countries.

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Therefore, the Company does not encourage the making of facilitating payments. All facilitating payments must be approved in writing by the Company's Chief Compliance Officer and/or Chief Financial Officer.

D. FCPA Responsibilities

1. Employees and directors. Akoustis employees (including contract staff) and directors engaging in international work for Akoustis' benefit, regardless of location or position, have an obligation to:
 - Abide by the FCPA and all applicable corruption related laws, both foreign and domestic;
 - Be familiar with applicable aspects of this Policy and communicate them to subordinates as appropriate;
 - Ask questions if the Policy or action required to take in a particular situation is unclear;
 - Properly manage and monitor business activities conducted through third-parties;
 - Be alert to indications or evidence of possible wrongdoing, including the "red flags" identified below;
 - Accurately record and account for all transactions, including those that could have FCPA implications;
 - Participate in all FCPA training mandated by the Compliance Officer;
 - For any other action that potentially implicates the FCPA, especially including the making of payments to people or entities abroad, a senior employee who is knowledgeable about the FCPA must review the action; and
 - Promptly report violations or suspected violations to the Chief Compliance Officer, Chief Financial Officer or the Akoustis compliance hotline.

2. Business partners and vendors working outside of the United States. Akoustis business partners, and vendors working outside of the United States have an obligation to:
 - Abide by the FCPA and all applicable corruption related laws, both foreign and domestic;
 - Provide appropriate FCPA training and oversight to employees;
 - Accurately record and account for all transactions, including those that could have FCPA implications; and,
 - Promptly report to the Chief Compliance Officer or Chief Financial Officer any FCPA violations or suspected violations that could directly affect or implicate Akoustis. The Akoustis Chief Compliance Officer can be reached at (704) 274-3601.

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3. “Red Flags” of Potential Corrupt Activity: The following are examples of activity that may indicate a “high probability” of a violation of the FCPA or other anti-corruption laws and must be promptly brought to the Chief Compliance Officer and/or Chief Financial Officer for further guidance:

- Excessive commissions to third-party agents or consultants;
- Unreasonably large discounts to third-party distributors;
- Third-party ‘consulting agreements’ that include only vague descriptions of service;
- Third-party consultant is in a different line of business than that for which it has been engaged;
- Third-party is related to or closely associated with a Government Official;
- Third-party became part of the transaction at the express request or insistence of a Foreign Official;
- Third-party is merely a shell company incorporated in an offshore jurisdiction; and
- Third-party requests advance payment or payment to offshore bank accounts.

E. Authorization Process

1. Authorization for Gifts and Entertainment

Prior written authorization from the Akoustis Chief Compliance Officer and/or Chief Financial Officer is required for payment or reimbursement of meals, beverages and entertainment of Foreign Officials.

In addition, the giving of promotional items or merchandise of more than nominal value and the payment or reimbursement of travel and lodging expenses incurred by or on behalf of Foreign Officials requires the prior written approval of the Company’s General Counsel and/or Chief Financial Officer.

All gifts, travel and other authorized promotional or marketing expenses must be properly documented in accordance with Akoustis’ expense processing policy and must be recorded in the company’s books and records as indicated in Section H below.

2. Authorization for other payments to a foreign government or a Foreign Official

Periodically, you may be required to make certain payments to a government entity or official. Such payments might include visa and customs fees, licensing fees, foreign taxes and the like.

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All proposed payments to a foreign government or official, or any person or entity acting on their behalf, must be preapproved in writing by the Akoustis Chief Compliance Officer and/or Chief Financial Officer. Submit a written request that provides a detailed explanation of the purpose of the payment, along with all relevant written documentation from the relevant governmental entity. For instance, before arriving in a foreign country, obtain visa and customs information online and submit it to the Akoustis Chief Compliance Officer, along with the written request.

If approved, the Akoustis Chief Compliance Officer will notify you in writing. If you do not receive approval in writing from the Akoustis Chief Compliance Officer, then you are not authorized to make the payment. At his/her discretion, the Akoustis Chief Compliance Officer may issue a written, standing approval for certain recurring payments (such as payments for visas to a specific country).

Whenever possible, the payment should be made by wire transfer. For any cash payments, payment should be tendered at the governmental entity's office and a signed or stamped receipt should be obtained.

Note: Whenever possible, payments for licenses or other governmental approvals should be tendered along with the associated application materials.

Submit the receipt to the Akoustis Chief Compliance Officer, along with an expense report that fully and accurately describes the payment and, if applicable, a full set of application materials.

F. Training

Akoustis Chief Compliance Officer will identify employees whose job responsibilities implicate the FCPA and make FCPA compliance training available as deemed appropriate.

G. Use of Foreign Third-Parties

Akoustis periodically utilizes foreign third-parties to enhance its international business. For purposes of this Policy, "foreign third-parties" ("FTP") include *any third party* – regardless of their nationality - *acting on behalf of the Company outside the United States*. Examples of FTPs that are covered by this Policy include, but are not limited to, the following:

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- Sales representatives
- Distributors
- Consultants
- Agents
- Freight Forwarders or Customs Brokers
- Law and Accounting firms
- Joint Venture partners

Many anti-corruption laws, including the FCPA, prohibit the use of FTPs to make payments that would otherwise be prohibited if made directly by Akoustis. Consequently, the Policy imposes two affirmative duties on Akoustis relating to the use of FTPs.

First, you must remain alert for possible violations of the Policy and immediately report them to management. Consciously disregarding, or deliberately ignoring, circumstances that should put you on notice of a probable violation made by a FTP is prohibited.

Second, Akoustis must exercise great discretion in selecting its FTPs. To ensure that the Company only deals with reputable, effective partners, you must comply with the following procedures:

1. All FTPs must be pre-approved by the Chief Compliance Officer before receiving any payments from the Company. If you are uncertain as to whether a foreign person or company qualifies as a FTP under the Policy, consult the Chief Compliance Officer.
2. Before engaging a proposed FTP, you must complete a Foreign Third-Party Approval Form ("FTP Approval Form"), which is accessible via the Company's intranet. A copy of the FTP Approval Form is attached as **Exhibit B**.
3. Use reasonable efforts to have the FTP to complete the Foreign Third-Party Questionnaire (the "FTP Questionnaire"). A copy of the Questionnaire is attached as **Exhibit C**. Note that, once approved, you should use reasonable efforts to have the FTP will complete the FTP Questionnaire on an annual basis.
4. Submit the completed FTP Approval Form and FTP Questionnaire to the Chief Compliance Officer. The Chief Compliance Officer will evaluate the FTP and issue a written notification of approval or denial.

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All approved FTPs must execute a written contract containing anti-corruption representations and warranties. The contract should include a certification of compliance with the Policy. In other words, the FTP must agree to abide by the Anti-Corruption Policy (or substantially equivalent obligations) just as if he or she were an Akoustis employee. For non-English speaking FTPs, the contract should be written in a language that they understand.

Payments to approved FTPs may be made without further vetting or approval, provided they are made pursuant to the written contract.

Akoustis employees must use reasonable efforts to have all approved foreign third-parties complete and execute the Anti-Corruption certification and FTP Questionnaire on an annual basis.

H. Accounting

Special care must be exercised when transactions may involve payments to Foreign Officials. Off-the-books accounts should never be used. Approved facilitation or other payments to Foreign Officials should be promptly reported and properly recorded, with respect to purpose, amount and other relevant factors. Requests for false invoices or payment of expenses that are unusual, excessive or inadequately described must be rejected and promptly reported. Misleading, incomplete or false entries in Akoustis books and records are never acceptable. Akoustis may periodically review internal controls for FCPA compliance, comment on their efficacy, and suggest controls and procedures that should be implemented based on industry best practices.

I. Investigations

Akoustis, under the direction of the Chief Compliance Officer, will investigate suspected FCPA violations, cooperating with outside firms and government agencies as deemed necessary or appropriate.

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J. Disciplinary Procedures

Violations of this policy will result in corrective action that may include, but is not limited to, verbal or written warnings, suspension from work, or termination. Violations could also result in criminal and civil charges in the United States or abroad, with significant penalties if an employee or Akoustis is convicted. Akoustis also could face civil litigation and serious harm to its reputation as a result of FCPA violations. Employees who are convicted of FCPA violations also could face imprisonment.

K. Reporting Violations

Akoustis has a system for raising concerns and reporting violations of this Policy and its Business Conduct Guidelines. All employees are expected to report suspected violations. The reporting system, described in the Business Conduct Guidelines, provides multiple reporting channels including the compliance hotline below, and allows those reporting to remain anonymous if so desired. Akoustis forbids retaliation against those who, in good faith, report concerns or participate in investigations. We encourage you to speak out if you have any questions or concerns.

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| Akoustis Compliance Hotline: | 833-290-0001 (Toll Free) or www.lighthouse-services.com/akoustis |
| Chief Compliance Officer | (704) 274-3601 |

Originally adopted the 31st day of January 2020, by resolution of the Board of Directors.

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Exhibit A

Foreign Government Payment Form

[See attached]

6. Will all or any portion of the fee be retained by a foreign official (i.e., *any* employee of a foreign governmental entity)? If so, please state how much of the fee will be retained and for what purpose.

7. Will any foreign third parties, such as distributors or consultants, be involved in making the proposed payment? If yes, identify such third parties and state the specific reason(s) for their involvement.

Submitted by: _____ (Name & Title)
 _____ (Telephone number)
 _____ (Email address)

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Exhibit B

Foreign Third-Party Approval Form

[See attached]

Foreign Third-Party Approval Form

Akoustis Technologies, Inc.'s ("Akoustis") Anti-Corruption Compliance Program requires that every foreign third-party ("FTP") who may, in the course of their business dealings, act on behalf of Akoustis outside the United States, be preapproved by the Chief Compliance Officer. Please complete this form and submit it to the Chief Compliance Officer for written approval *prior to making any payment to, or otherwise engaging the FTP.*

1. FTP's name and contact information. If the FTP is an entity, also include the name, title and contact information for an authorized representative.

2. Has the FTP conducted business with Akoustis previously? If so, state the nature of such business and the approximate time period during which it was performed.

3. Statement of services the FTP proposes to perform on behalf of Akoustis (the "Proposed Services") and the country in which they would be performed.

4. Do you anticipate that the Proposed Services will involve interaction with government officials, political parties, party officials, candidates for political office, employees of state-owned or state-controlled entities, or families of government officials? If so, explain in full the nature of the anticipated involvement.

5. Akoustis's necessity for the Proposed Services, including an explanation as to why they cannot be adequately performed by internal personnel.

6. Summary of the FTP's experience and background in the provision of the Proposed Services.

7. Fee(s) requested by the FTP for the provision of the Proposed Services (in both the local currency and USD). If the FTP is requesting multiple payments, indicate their frequency and duration (for example, \$100 every week for the next six months).

8. What efforts have you made to confirm that the FTP's requested fees are reasonable?

9. Is the fee pursuant to a written schedule or other documentation? If yes, provide a copy of all such documentation.

10. Have you sought bids from other FTPs for the provision of the Proposed Services? If so, provide the name and contact information for such other FTPs, as well as a brief explanation as to why their bids were unsuitable. Alternatively, state why you have not sought additional bids for the provision of the Proposed Services.

11. Have you instructed the FTP to complete Akoustis's Foreign Third-Party Questionnaire?

Submitted by: _____ (Name & Title)
 _____ (Telephone number)
 _____ (Email address)

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Exhibit C

Foreign Third-Party Questionnaire

[See attached]

Foreign Third-Party Questionnaire

(To Be Completed By Proposed Foreign Third-Party)

INSTRUCTIONS

Pursuant to Akoustis Technologies Inc.'s ("Akoustis") corporate policy, every foreign national who wishes to contract with Akoustis must complete the following Foreign Third-Party Questionnaire. Note that if you are completing this questionnaire as an authorized agent of an employer or other entity seeking to contract with Akoustis, please ensure that you complete both Sections I and II.

Section I

1. Your complete contact information, including a copy of all government-issued identification documents:
2. Country or countries in which you operate. If you operate in more than one country, specify the country in which you would perform services on behalf of Akoustis (the "Proposed Services"):
3. Description of the Proposed Services and your experience and background in the provision of them. In addition, provide complete contact information for three personal references who are familiar with your experience and background in the provision of such services:
4. Have you or any company or entity with which you are now or formerly affiliated, ever been charged with any crime, fraud or bribery, or been suspended from doing business for any reason?
5. Have you been engaged by other companies or entities, whether or not based in the United States, to provide services similar to the Proposed Services? If so, provide

complete contact information for such companies or entities, including the name(s) of personal references employed by them:

6. Identify all of your familial or personal relations who are government officials, candidates for political office or otherwise current or former employees of political parties or other state-owned or state-controlled entities:

7. Do you anticipate that the Proposed Services will involve interaction with government officials, political parties, party officials, candidates for political office, employees of state-owned or state-controlled entities, or families of government officials? If so, please explain in full the nature of the anticipated involvement:

8. Do you certify that any funds received, whether directly or indirectly, will not be paid to government officials, political parties, party officials, candidates for political office, employees of state-owned or state-controlled companies, or families of government officials in exchange for any official action, without the prior express written approval of Akoustis?

9. Do you certify that any funds received from Akoustis, whether directly or indirectly, will not be used for any improper or illegal purpose?

10. Do you certify that you will not retain, without Akoustis's written consent, another third-party to assist in the provision of the Proposed Services?

11. For purposes of determining whether Akoustis might wish to engage you for the provision of the Proposed Services, do you consent to its obtaining any and all legally obtainable information concerning you?

Section II : Please complete this section if you are completing this Questionnaire on behalf of your employer or another company or entity.

12. Country or countries in which your company is incorporated:

13. Complete contact information for all employees of your company or entity who will participate in the provision of the Proposed Services. For all individuals identified, provide a copy of all government-issued identification documents:

14. Identify all of the owners and principals of your company or entity, including those that are governmental entities or employed by such. Identify all such owners' relative percentages of ownership:

15. Identify all subsidiaries or other affiliates of your company or entity, including those that are owned or operated by government officials, candidates for political office or otherwise current or former employees of political parties or other state-owned or state-controlled entities:

16. Have any of your company's or entity's owners or principals, or any company or entity with which they are now or previously have been affiliated, ever been charged with any crime, fraud or bribery, or been suspended from doing business for any reason?

