



PDS Biotechnology Corp. Whistleblower Policy

The following policy has been adopted by PDS Biotechnology Corp. (“PDS”) to provide an effective method for directors, employees, consultants, advisers and others to report, on a confidential and anonymous basis, complaints and concerns regarding any suspected violations of PDS’s Code of Conduct or any other PDS policy or code of behavior or of any violation of law, regulation or ethical principles that occur within PDS that may adversely impact PDS, its business partners, employees or investors, or the public at large. In order to assure PDS management and the Audit Committee are aware of any such suspected violations, PDS has established specific procedures, including an independently operated hotline.

Reports can be made, at any time, confidentially and anonymously:

Via the PDS Ethics Hotline:

- Website: <http://www.openboard.info/PDS/>
- Email: PDS@openboard.info
- Phone: 844-360-7109

Or in writing to PDS’s Legal Counsel at:

300 Connell Drive, Suite 4000
Berkeley Heights, NJ 07922

Should an individual not be comfortable speaking with the Legal Counsel, or is not satisfied with the Legal Counsel’s response, the individual is encouraged to contact the Chair of the Audit Committee in writing at the address above.

When reporting an incident, sound judgment should be used to avoid baseless allegations. An employee who intentionally files a knowingly false report of wrongdoing will be subject to disciplinary measures that may involve termination.

The PDS Ethics Hotline is managed by an outside, independent service provider and allows any PDS director, employee or other person to make a report without providing his or her name. The PDS Ethics Hotline service provider is required to promptly share the information provided in the report with the Legal Counsel and the Chair of the Audit Committee. The service provider will explain to each caller procedures for following up on the report.

The Audit Committee is responsible for overseeing the receipt, retention and investigation of and response to all reports. The Legal Counsel is responsible for administering these procedures on behalf of PDS. Upon receipt of a complaint, a determination shall be made as to whether a reasonable basis exists for commencing an investigation into the complaint. To assist in making this determination, the Legal Counsel may conduct an initial, informal inquiry. Other parties may become involved in the inquiry based on their oversight responsibility or expertise. This may include independent legal, accounting or other advisors as may be necessary or appropriate. Following the informal inquiry, a formal investigation will be conducted if deemed necessary by the Legal Counsel, again with the support of advisors if necessary or appropriate. The Legal Counsel, in conjunction with Human Resources, will also determine any corrective action, as appropriate.

The final determination will be communicated to the person who brought the complaint (unless the complaint was made anonymously), the Audit Committee and relevant members of management, as appropriate. It is the responsibility of the Audit Committee to assure that management takes corrective action, including where appropriate, reporting any violation to the relevant federal, state or regulatory authorities. Directors, employees or consultants who are found to have violated any laws, governmental regulations or PDS's policies will face appropriate, case-specific disciplinary action, which may include demotion or termination.

The Legal Counsel will provide the Audit Committee with a report of all complaints or concerns received. Such report may be in summary form or in such other form as the Audit Committee or its designee may request from time to time. The Audit Committee is free to make further inquiries on its own regarding any complaint or concern, through an independent committee of the board, and/or with the assistance of independent legal, accounting or other advisors, as necessary or appropriate.

Whistleblower protections are provided in two important areas – confidentiality and anti-retaliation. Insofar as possible, the confidentiality of the whistleblower will be maintained. However, identity or facts that could reveal his or her identity may have to be disclosed to conduct a thorough investigation and to comply with legal requirements. In no event should information concerning the complaint be released to persons without specific need to know that information. Investigation of complaints will be prompt. PDS will not retaliate against a whistleblower. This includes protection from retaliation in the form of an adverse employment action such as termination, compensation decreases, or poor work assignments and threats of physical harm. Any whistleblower who believes he/she is being retaliated against must contact the Chair of the Audit Committee or the Legal Counsel immediately. The right of a whistleblower to protection against retaliation does not include immunity for any personal wrongdoing on the part of the whistleblower that is alleged and investigated.

All complaints submitted in written form and all written materials produced or acquired pursuant to an investigation under this policy shall be kept confidential to the extent possible (consistent with the need to conduct an adequate investigation).

Employees with any questions regarding this policy should contact Human Resources or the Legal Counsel.



Receipt of PDS Biotechnology Corp. Whistleblower Policy

I acknowledge receipt of PDS Biotechnology Corp.'s Whistleblower Policy. I acknowledge that I have read this policy, and I accept full responsibility for familiarizing myself with this policy and complying with its terms. I hereby agree to read any updates to this policy of which I become aware and to comply with the terms of such updates.

Signature

Date

Printed Name