

POLICY FOR HANDLING COMPLAINTS  
REGARDING  
ACCOUNTING AND AUDITING MATTERS  
AND  
CODE OF CONDUCT MATTERS

This Policy for Handling Complaints Regarding Accounting and Auditing Matters and Code of Conduct Matters (the “Policy”) has been adopted by the Board of Directors (the “Board”) of Myrexis, Inc. (the “Company”) to establish procedures for (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters (“Accounting Matters”); (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and (iii) the receipt, retention, and treatment of complaints received by the Company regarding violations of the Company’s Code of Conduct.

The Company is committed to achieving compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices, and its Code of Conduct. Employees are reminded that it is their duty to report evidence of misconduct and to raise concerns through any of the channels available to them, including supervisors, the legal department, or the procedures set forth under this Policy. The Audit Committee will oversee treatment of employee concerns in this area.

This Policy applies to the Company.

A. Scope of Matters Covered by This Policy

This Policy relates to complaints or concerns, by an employee of the Company, or a third party, relating to any questionable accounting or auditing matters, including, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud or deliberate error in the recording and maintaining of financial records of the Company;
- deficiencies in or noncompliance with the Company’s internal accounting controls;
- misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- deviation from full and fair reporting of the Company’s financial condition.

This Policy also relates to complaints or concerns of any violation of the Company’s Code of Conduct. For employees of the Company, this Policy sets forth procedures

whereby an employee of the Company may submit a complaint or concern on a confidential, anonymous basis.

**B. Submission of a Complaint**

The Company has established the following toll-free telephone number, **(800) 344-4610**, maintained by an independent third party contractor, whereby employees and third parties may submit any complaint or concern regarding questionable Accounting Matters or Code of Conduct matters. Complaints or concerns submitted through the toll-free number regarding accounting and auditing matters are transcribed and forwarded to the Audit Committee with a copy sent to the Chief Legal Officer of the Company for record keeping. Concerns regarding the Company's Code of Conduct are transcribed and forwarded to the Company's Compliance Committee. An employee of the Company has the option to disclose his/her identity or remain anonymous. All non-employee submitters must identify themselves.

An employee of the Company, or third party, may also submit a concern or complaint regarding any Accounting Matter or Code of Conduct matter by mail addressed to the Chair of the Audit Committee as follows:

PRIVILEGED AND CONFIDENTIAL  
Chair, Audit Committee  
Myrexis, Inc.  
305 Chipeta Way  
Salt Lake City, UT 84108

Again, an employee of the Company may choose to identify him or herself, or remain anonymous. Individuals are encouraged to identify themselves to permit the Company to further investigate the matter, ask follow-up questions, and to report the remedial action taken to the submitter. However, identification is not mandatory. All non-employees must identify themselves.

**C. Reporting and Retention of Complaints**

Each complaint or concern will be reviewed to determine whether the complaint or concern pertains to Accounting Matters or a Code of Conduct matter. Complaints or concerns relating to Accounting Matters will be handled under the Audit Committee's direction. Complaints or concerns relating to the Code of Conduct will be referred to the Company's Compliance Committee for review as provided for under the Code of Conduct and will be reported quarterly to the Audit Committee. When possible, the receipt of the complaint or concern will be acknowledged.

Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review. Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee or its designee conducting the review.

A log will be maintained of all complaints, tracking their receipt, investigation and resolution. Copies of complaints and related records will be maintained in accordance with the Company's document retention policy.

D. Treatment of Complaints

Any employee of the Company may submit a good faith complaint regarding Accounting Matters or the Company's Code of Conduct to the Audit Committee, the Compliance Committee, or management of the Company without fear of dismissal or retaliation of any kind. The employee may submit such complaint on an anonymous basis. The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of complaints regarding Accounting Matters, Code of Conduct matters, or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002.

E. Communication to Employees

This Policy and/or procedures implementing the same shall be communicated to the employees of the Company, as well as being posted on the Company's external and internal websites.

F. Amendments

This Policy may be amended from time to time as determined by the Board.

Version: July 1, 2010