

**CODE OF ETHICS  
FOR THE BOARD OF DIRECTORS AND EXECUTIVE OFFICERS OF  
CHELSEA THERAPEUTICS INTERNATIONAL, LTD.**

Chelsea Therapeutics International, Ltd. (together with its subsidiaries, "Chelsea" or the "Company") is committed to conducting our business in accordance with applicable laws, rules and regulations and high standards of business ethics, and to full and accurate financial disclosure in compliance with applicable law. This Code of Ethics applies to members of the Company's Board of Directors and executive officers and sets forth specific policies to guide them in the performance of their duties. Directors and executive officers should read this Code in conjunction with the Company's Code of Conduct that is applicable to all directors, officers and employees.

Maintaining Chelsea's reputation depends on maintaining high standards of conduct in all business endeavors. As members of the Board of Directors and executive officers, we must comply with applicable law. We must engage in and promote honest and ethical conduct and abide by this Code of Ethics and other Company policies and procedures that govern the conduct of our business. Our responsibilities include creating a culture of high ethical standards and commitment to compliance. We have a responsibility to lead by example, acting with truth, sincerity and fairness in all decisions.

The principles set forth in this document describe how directors and executive officers should conduct themselves. This Code does not address every expectation or condition regarding proper and ethical business conduct. Each director and executive officer is expected to comply with the letter and spirit of this Code. Good common sense is the best guide.

No code or policy can anticipate every situation that may arise. Accordingly, this Code is intended to serve as a source of guiding principles. Directors and executive officers are encouraged to bring questions about particular circumstances that may be relevant to one or more of the provisions of this Code to the attention of the Chairman of the Board of Directors, or the Chairman of the Corporate Governance Committee of the Board of Directors, who may consult with inside or outside legal counsel as appropriate.

**Compliance with Laws, Rules and Regulations**

Directors and executive officers are required to comply with the laws, rules and regulations that govern the conduct of our business and report any suspected violations in accordance with the section below entitled "Compliance with Code of Ethics."

Directors and executive officers are also to abide by the laws, regulations and generally accepted business practices of the states in which we conduct business. If there is a conflict between local laws and business practices and any other law applicable to the conduct of the Company's business, we shall comply with the local laws and business practices; provided, that, in no event can our actions constitute a violation of a federal law of the United States of America.

If any of us have any questions regarding proper conduct, we shall consult with the Company's Chairman of the Board of Directors, who may consult with inside or outside legal counsel as appropriate, before taking any action.

### **Conflicts of Interest**

Directors and executive officers must avoid any conflicts of interest with Chelsea. A "conflict of interest" occurs when a Director or executive officer's private interest interferes in any way with the interests of Chelsea as a whole. In addition to avoiding conflicts of interest, directors and executive officers should also avoid even the appearance of a conflict. This Code does not attempt to describe all possible conflicts of interest that could develop.

If a director or executive officer believes he or she has an actual or potential conflict of interest with Chelsea, they shall notify the Chairman of the Board of Directors as promptly as practicable and shall in any event not proceed with such matter until considered by the Board of Directors or participate in any decision by the Board of Directors that in any way relates to the matter that gives rise to the conflict of interest.

### **Disclosures**

It is Company policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws and regulations in all reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and all other governmental, quasi-governmental and self-regulatory bodies and in all other public communications made by the Company. Directors and executive officers are required to promote compliance with this policy and to abide by Company standards, policies and procedures designed to promote compliance with this policy.

### **Insider Trading**

Federal laws and Company policy prohibit an employee from buying or selling, or advising others to buy or sell, any security (e.g., stock or bond) of the Company or a Company affiliate or of any other company whose securities are publicly traded while the employee is in possession of material information about the issuer not available to the general public. This policy also prohibits purchases or sales made by another person, on the basis of such information, for the benefit of or at the request of the employee. It is also illegal and against Company policy to disclose (or "tip") material, nonpublic information that has become known to the employee while conducting Company business to another person who

subsequently uses that information to his/her profit. These restrictions apply until the information has been publicly disclosed and adequately disseminated over a sufficient period of time so that the market has had a chance to react. Examples of effective disclosure include public filings with securities regulatory authorities and issuance of press releases and also may include meetings with members of the press and the public.

Whether information is "material" depends upon whether it would be important to an investor in determining whether to trade in the security. Information that may be considered material includes financial results, earnings and financial projections, changes in dividends, significant acquisitions, divestitures, joint ventures and other purchases and sales of or investments in companies, obtaining or losing important contracts, information concerning significant scientific discoveries, important product developments, major litigation developments, and major changes in business direction. Other information, depending upon the circumstances, also may be material.

To ensure compliance with this policy, a director or executive officer who is desirous of trading in a security in any company because of any information learned in the course of Company business should not buy or sell that security unless such director or executive officer is able to verify with the Company's counsel or CFO that such information is either not material or is available to the general public. Any purchases, sales or "tips" in violation of this policy by a director or executive officer will result in disciplinary action, up to and including dismissal from the Board of Directors or termination of employment, and may, in addition, subject the director or executive officer to civil or criminal sanctions.

In addition to this more general issue, there are specific rules concerning the timing and reporting of stock trades by directors and executive officers. Such persons should contact the company's counsel or CFO before initiating any trading activity.

### **Compliance with Code of Ethics**

Directors and executive officers shall communicate any suspected violations of this Code, including any violation of law or governmental rule or regulation, promptly to the Chairman of the Board of Directors. Alleged violations shall be investigated by the Board or by a person or persons designated by the Board and appropriate action shall be taken in the event of any violations of the Code.

### **Waivers of Code of Ethics**

A waiver of this Code may be made only by the Board of Directors or a committee of the Board, and must be promptly disclosed in accordance with applicable law and regulations.

**No Rights Created**

This Code of Ethics is a statement of certain fundamental principles, policies and procedures that govern the Company's Board of Directors and executive officers in the conduct of Chelsea's business. It is not intended to and does not create any rights for the directors and executive officers.

**Annual Certification**

As part of the Directors Questionnaire sent annually to directors and executive officers in connection with the Annual Meeting of Shareholders, each director and executive officer shall be asked to certify that he or she is in compliance with this Code.

**Adopted by the Board of Directors on April 25, 2006  
and confirmed February 2, 2010.**