

STEREOTAXIS, INC.

CODE OF ETHICS AND BUSINESS CONDUCT

January 2012

Updated February 8, 2017

This Code of Ethics and Business Conduct covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic guiding principles. The Code should be provided to and followed by the Company's directors, employees, consultants, agents or other representatives.

STEREOTAXIS, INC.

CODE OF ETHICS AND BUSINESS CONDUCT

Introduction

Stereotaxis, Inc. (“Stereotaxis” or the “Company”) is committed to maintaining standards of honesty, fairness, integrity, respect and compliance with the law in our business among our employees, customers, investors and others with whom we have business dealings. Personal integrity is the foundation for corporate integrity and everyone at Stereotaxis has the responsibility to uphold this commitment to corporate ethics in all that they do at Stereotaxis. It is the intent of Stereotaxis to have all directors, officers, employees, consultants, agents and other representatives uphold these values in their business with the Company and each other and to treat others as they themselves wish to be treated.

Adherence to this Code of Ethics and Business Conduct (“Code”) is the responsibility of each director, officer and employee of Stereotaxis. We expect directors, officers and employees to observe the spirit of this Code and conduct themselves accordingly and to seek to avoid even the slightest appearance of improper behavior.

The Stereotaxis team, which includes its directors, officers, employees, consultants, agents and other representatives, is expected to comply with all applicable Stereotaxis policies and procedures. These include, but are not limited to, Company policies for providing equal opportunity, against harassment on any grounds, for a drug-free workplace, governing appropriate use of computers and information technology, intellectual property and data protection, expense reimbursement and travel, as well as internal financial controls and procedures. We may modify or update these policies and procedures in the future and adopt new company policies and procedures from time to time. Employees are also expected to observe the terms of their Employment Agreement (including at-will and non-compete provisions as well as the assignment of intellectual property), which remain in full force and effect. This Code is designed to govern and direct behavior and is not intended to create a conflict with any of our policies or procedures nor is it intended to be a complete list of ethical or legal questions you might face in the course of business. If you have any questions, you should check with a supervisor or manager, the Ethics Officer or the Chair of the Audit Committee or other designated member of the Board of Directors.

Directors, officers or employees who have reason to believe that a violation of this policy has occurred or is about to occur have a duty to inform the appropriate personnel. Those who violate the standards in this Code will be subject to disciplinary action. *If you are in a situation that you believe may violate or lead to a violation of this Code, follow the guidelines for reporting and remediation described in this Code.*

Compliance with Laws, Rules and Regulations

Obedying the law, including all applicable rules and regulations, both in letter and in spirit, is the foundation on which this Company’s ethical standards are built. Our team must respect and obey the laws, rules and regulations of the localities, cities, states and countries in which we operate including laws pertaining to our industry. Although not all personnel are expected to know the details of these laws, rules and regulations, it is important to know enough to determine when to seek training or advice from supervisors, managers or other appropriate personnel.

Although laws, rules and regulations may sometimes be ambiguous and difficult to interpret, we expect all members of our team to make a good-faith effort to follow both the letter and the spirit of the law. If a law, rule or regulation conflicts with a policy in this Code, you must comply with the law, rule or regulation; however, if a custom or business practice conflicts with this Code, you must comply with the Code and promptly discuss the matter with a supervisor or manager, the Ethics Officer or the Chair of the Audit Committee or other designated member of the Board of Directors.

Conflicts of Interest

A “conflict of interest” exists when a person’s private interest interferes in any way with the interests of his or her employer or one to whom he or she owes a fiduciary duty. A conflict situation could arise when a director, officer, employee, consultant, agent or other representative or member of our team takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when a director, officer, employee, consultant, agent or other representative or member of our team, or members of his or her family, receive improper personal benefits as a result of his or her position with the Company. Any situation or relationship that would present a conflict of interest for a director, officer or employee would likely also present a conflict of interest if it involved a member of his or her family.

Allowing yourself to be or remain in a position of conflict of interest is prohibited as a matter of Company policy and can only be permitted with the prior express and fully informed consent of the Audit committee or another independent body of the Board of Directors. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with the Ethics Officer. Any director, officer, employee, consultant, agent or other representative who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor or manager, the Ethics Officer or the Chair of the Audit Committee or other designated member of the Board of Directors, all as more fully set out later in this Code.

It is almost always a conflict of interest for a Company employee or officer to work simultaneously for a competitor, customer or supplier, and in any event such conduct will be deemed a conflict in the absence of a written waiver of such activities obtained in accordance with this Code. The best policy is to avoid any direct or indirect business connection with our customers, suppliers or competitors, except on our behalf.

Competition, Fair Practice and Quality

We seek to outperform any competing technologies and companies fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Our team should endeavor to respect the rights of, and deal fairly with, the Company’s customers, suppliers and others with whom we do business. Our team should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair practice.

Stereotaxis is committed to producing the highest quality medical devices in the interest of patient safety. To maintain the Company’s valuable reputation, compliance with our quality processes and safety requirements is essential. In the context of ethics, quality requires that our products and services be designed to meet our obligations. All operations must be conducted in accordance with all applicable quality and safety rules and regulations and this compliance with

all rules and regulations and laws of governing or regulatory agencies must be given priority over the opportunity to profit or gain competitive advantage.

Gifts and Business Courtesies

The purpose of business entertainment (including meals) and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with suppliers, customers or others. Our team and family members of our team should never offer, give, provide or accept a gift that: (1) is cash, (2) is inconsistent with customary business practices, (3) is excessive in value, (4) could be construed as a bribe or payoff or (5) violates any laws or regulations.

Gifts, gratuities, or courtesies of modest value that are part of ordinary business practice, such as an occasional meal, are usually acceptable. Useful tests for determining a gift's inappropriateness are: 1) if the gift would create embarrassment or obligation for the giver or receiver, and 2) if the action could not stand up to public scrutiny. In receiving gifts, employees must ask themselves whether one purpose of a gift is intended to influence, or appear to influence, business decisions and would thereby compromise their ability to act in the best interests of Stereotaxis. The same tests of integrity should be applied to gifts a Stereotaxis employee is considering offering to a customer or other person. We must avoid not only actual impropriety, but also the appearance of impropriety.

As a participant in the medical device industry, Stereotaxis may have opportunities to further medical practice and knowledge of corporate products by providing seminar sponsorship, research grants, speaker honoraria, training events, and so on. Payments and reimbursements for such activities are being increasingly scrutinized and should be made only in accordance with applicable laws, rules, regulations, and medical/industry association guidelines and must be fully disclosed in writing to and reviewed and approved in writing by the Company's Chief Executive Officer, Chief Financial Officer or other designated executive officer of the Company in advance of the commitment.

As noted below, in many countries, including the United States, government employees and their families are prohibited from accepting items or benefits for which fair market value is not paid by the recipient.

Please discuss with your supervisor, the Ethics Officer or appropriate committee any gifts or proposed gifts that you are not certain are appropriate.

Payments to Others

Our team may not give either directly or indirectly any bribes, kickbacks or other similar considerations to any person or organization to attract business. All decisions regarding the purchasing of materials, supplies and services must be made on the basis of competitive price, quality and performance and in a way that preserves Stereotaxis' integrity. Fees, commissions or other amounts paid to outside consultants, agents or other third parties must be fully disclosed in writing to, and reviewed and approved in writing by, the Company's Chief Executive Officer, Chief Financial Officer or other designated executive officer of the Company in advance and must be legal, proper and reasonable in relation to customary commercial practice.

Payments to Government Officials

United States

In addition, the U.S. government has a number of laws and regulations regarding business gratuities that may be accepted by U.S. government personnel. Because government officials are obligated to follow specific codes of conduct and laws, special care must be taken in government procurement. Some key requirements for doing business with government entities are:

- Not offering or accepting kickbacks, bribes, gifts, gratuities or anything else of value with the intent of obtaining favorable treatment from the recipient. A gratuity or courtesy that is customary in the business sector (such as meals) may be perceived as a bribe by a government official.
- Not improperly soliciting or obtaining confidential information, such as sealed competitors' bids, from government officials prior to the award of a contract.
- Hiring present and former government personnel and consultants only in compliance with applicable laws and regulations.

The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. The Company's Ethics Officer can provide guidance to you in this area.

International

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. All employees, regardless of which country they are based in, are strictly prohibited from making any payments to government officials, foreign political parties or candidates for political office or to any person who will facilitate any type of payment to such foreign official of any country. This does not apply to any fees charged by government or non-government bodies as required by law for the provision of a required service.

Medical Device Laws

Because the laws and regulations that affect the design, manufacture and sale of medical devices are quite broad and complex, each officer and employee must be aware of laws and regulations that affect his or her specific responsibilities. Stereotaxis will provide training for officers and employees about these laws within the scope of the responsibilities of each individual's position. For example, manufacturing employees must know and comply with industry quality regulations and standards; research employees must know and adhere to standards of laboratory practices; sales and marketing employees must comply with regulatory limitations on the promotion of products, and so on. Also, medical device laws require accurate and complete record-keeping from numerous departments and business units. It is each officer's and employee's responsibility to understand and comply with these requirements as they apply to his or her specific job and to ensure that documentation is complete and accurate.

In addition, officers and employees are obligated to report any adverse event or any other patient safety concern that may be related to a Stereotaxis product by contacting the Vice President of

Regulatory and Quality Assurance. This includes information that an officer or employee has first-hand or that he or she receives from another source.

The United States Federal Food, Drug and Cosmetic Act has been interpreted by the courts to be a strict liability criminal statute. In other words, an officer or employee of Stereotaxis can be found to have violated the Act even though there is no proof of an actual intent to violate the law. The failure of any member of our team with the responsibility or authority either to prevent a violation or to correct promptly the violation upon discovery can expose the Company and the individual to liability.

Stereotaxis is committed to following all HIPAA (Health Insurance Portability and Accountability Act) regulations regarding confidentiality of medical information for employees and patients. Officers and employees with responsibility for or access to confidential employee medical information must ensure that all records are safeguarded and that communications regarding such information is carefully controlled. Officers and employees with access to confidential patient information related to human clinical trials or product usage must ensure that such information is kept confidential in accordance with HIPAA requirements. Any information identifiable and traceable to a specific patient shall be deleted from all records received and/or reviewed by Stereotaxis personnel.

Product Promotion

It is Stereotaxis' policy to promote and market its products in a lawful and truthful manner. While it is natural to want to present each product in the best light, employees must be careful to offer a balanced, accurate, and legal representation of product capabilities and benefits. Promotion and marketing of Stereotaxis products is also subject to regulation. For example, in the United States, corporations may not promote medical device products or product indications that are not cleared or approved by the Food and Drug Administration. Similar restrictions exist in Europe and in other countries in which Stereotaxis operates.

These regulations also require that we represent Stereotaxis products in a manner consistent with the applicable labeling and market clearances and/or approvals. All information provided to customers must be accurate, complete, and in compliance with all relevant laws and regulations.

Record-Keeping

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions.

Employees are expected to follow the spirit and letter of the purchasing and travel expense policies to ensure honest and efficient use of Company funds. All commitments of Company funds or other resources must be made in accordance with these policies and must be documented and recorded accurately and submitted on a timely basis. Rules and guidelines are available from the Company's Controller.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds, assets and transactions must not be initiated or maintained.

Business records and communications often become public and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos, and formal reports. Records should always be retained or destroyed according to the Company's applicable record retention policies and procedures, as well as periodic directives relating to specific document retentions. If in doubt, you should retain the document. Should you have any questions regarding these policies, please consult the Company's Chief Financial Officer.

Company Filings and Public Communications

Each director, officer or employee involved in the Company's disclosure process, including the Company's Chief Executive Officer and Chief Financial Officer (the "Senior Financial Officers"), is required to be familiar with and comply with the Company's disclosure controls and procedures and internal control over financial reporting, to the extent relevant to his or her area of responsibility, so that the Company's public reports and documents filed with the SEC comply in all material respects with the applicable federal securities laws and SEC rules. In addition, each such person having direct or supervisory authority regarding these SEC filings or the Company's other public communications concerning its general business, results, financial condition and prospects should, to the extent appropriate within his or her area of responsibility, consult with other Company officers and employees and take other appropriate steps regarding these disclosures with the goal of making full, fair, accurate, timely and understandable disclosure.

Each director, officer or employee who is involved in the Company's disclosure process, including without limitation the Senior Financial Officers, must:

- Familiarize himself or herself with the disclosure requirements applicable to the Company as well as the business and financial operations of the Company.
- Not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether within or outside the Company, including to the Company's independent auditors, governmental, regulators and self-regulatory organizations.
- Properly review and critically analyze proposed disclosure for accuracy and completeness (or, where appropriate, delegate this task to others).

Confidentiality

Officers and employees must maintain the integrity, security and privacy of confidential information entrusted to them by the Company or its suppliers and customers, except when disclosure is explicitly authorized or required by laws or regulations or approved by the Company's Chief Executive Officer, Chief Financial Officers or other designated executive officer of the Company. Confidential information includes but is not limited to all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. Confidential information also includes information that suppliers and customers have entrusted to us. The obligation to preserve confidential information continues even after employment ends. Officers and employees are also expected to maintain the confidentiality of information obtained through prior employment and to respect the intellectual property rights of others.

Officers and employees who have access to confidential information are not permitted to use or share that information for any other purpose except the conduct of the Company's business. All

non-public information about the Company should be considered confidential information. To use non-public information for personal financial benefit is unethical and, as discussed more fully below, may also be illegal.

We must make certain that any information regarding our business, financial condition or operating results that is provided to our investors or others is accurate and consistent. As a result, you should not discuss internal Stereotaxis matters with anyone outside of Stereotaxis (whether the news media, investors or others) except as clearly required in the performance of your job duties. All responses to these inquiries must be made only by authorized persons: only the Chief Executive Officer and the Chief Financial Officer (and individuals specifically designated by them) are authorized to discuss information about Stereotaxis with the news media, investors or others. If you receive inquiries from these sources, you should immediately refer them to one of these authorized spokespersons.

Insider Trading Policy

It is against Stereotaxis' policy and in many circumstances illegal for a director, officer or employee to profit from undisclosed information relating to the Company or any other company. Any director, officer or employee may not purchase or sell any of the Company's securities while in possession of material non-public information relating to the Company. Also, any director, officer or employee may not purchase or sell securities of any other company while in possession of any material non-public information relating to that company.

Any director, officer or employee who is uncertain about the legal rules involving a purchase or sale of any Company securities or any securities in companies that he or she is familiar with by virtue of his or her work for the Company, should consult with the Ethics Officer or the Chair of the Audit Committee or other designated member of the Board of Directors, before making any such purchase or sale.

Protection and Proper Use of Company Assets

All members of our team should endeavor to protect the Company's assets and ensure their efficient use. Assets include but are not limited to cash, property, computer files and know-how. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. Company equipment should not be used for non-Company business, though incidental personal use may be permitted. The Company retains the right to access all company property including but not limited to computer electronic and voice communication.

Our prohibition on conflicts of interest means that all members of our team are prohibited from taking for themselves personally any opportunities that are discovered through the use of corporate property, information or position without the fully informed consent of the Board of Directors. All members of our team owe a duty to the Company to advance its legitimate interests whenever the opportunity to do so arises and may not use corporate property, information, or position for improper personal gain.

The obligation of employees to protect the Company's assets includes its proprietary information. Proprietary information includes but is not limited to know-how, trade secrets, patents, trademarks, and copyrights and other intellectual property, as well as business, marketing, manufacturing, engineering, software, product design, regulatory, service and other plans,

designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. Such use may also be illegal and result in civil or even criminal penalties.

Discrimination and Harassment

We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any unlawful discrimination or harassment of any kind based on race, gender, ethnic characteristics, religion, creed, or sexual orientation or which is otherwise prohibited by applicable law.

All members of the Stereotaxis team are responsible for reporting any information they have regarding any harassment of themselves or others to the Ethics Officer. This includes information that an employee has first-hand or that he or she receives from another source.

Health and Safety

The Company strives to provide a safe and healthy work environment. All members of our team have responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence and threatening behavior are not permitted. Employees should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs or alcohol in the workplace will not be tolerated.

Reporting any Illegal or Unethical Behavior

All members of our team are expected to bring to the attention of the appropriate persons information about suspected violations of this Code.

- We have established a hot-line through which employees can make anonymous reports of any illegal or unethical behavior. The Ethics Officer receives messages directed to the hot-line and is responsible for notifying the Chairman of the Audit Committee, the Chairman of the Nominating and Corporate Governance Committee, and the senior officer responsible for the relevant company activity. However, we encourage all employees to consider reporting such behavior through internal procedures identified.
- All information regarding suspected violations of this Code should be reported to the Ethics Officer.
- However, if your concern relates to the Ethics Officer's own conduct, you should report the matter to the Chief Executive Officer, Chief Financial Officer or to the Chairman of the Company's Audit Committee.
- If the circumstances are such that you are not comfortable reporting your concern to any member of senior management you should report your concern to the Chairman of the Audit Committee. The Chairman of the Audit Committee is a member of the Company's Board of Directors and is independent of management.
- Unless the circumstances are such that you are uncomfortable doing so, then in addition to reporting suspected violations of this Code to the Ethics Officer, you should report the matter to the senior officer responsible for the relevant company activity.

- For example, suspected violations of this Code relating to quality issues should also be reported to the Vice President, Regulatory and Quality Assurance.
- For example, if you have information about suspected improper accounting or auditing matters, you should bring such information to the attention of our Chief Financial Officer, Chief Executive Officer or to the Chairman of our Audit Committee.
- If you feel comfortable doing so, you should discuss the suspected violation with the individual responsible to make certain that the facts are clear.
- You must act in good faith and not knowingly or recklessly make unfair or false accusations against others.
- You will be provided with a response within a reasonable time frame under all the circumstances that appropriate action has been taken to address the issue you have raised, or that upon due inquiry, it has been determined that no action is appropriate.
- In the event that you report such a concern to officers of the Company pursuant to this Code and do not feel that the matter has been appropriately addressed within a reasonable time, you should report your concerns to the Chief Executive Officer or the Chairman of the Audit Committee of the Board of Directors.
- Contact details for the Ethics Officer, the Chairman of the Audit Committee and selected officers as well as information about the anonymous hot-line are set out in [Exhibit A](#).

You should feel safe in reporting this information, without regard to the identity or position of the suspected offender. We will treat the information in a confidential manner (consistent with appropriate evaluation and investigation) and will not take any acts of retribution or retaliation against you for making a report in accordance with this Code. You should be aware that there may be situations in which such information must be disclosed as part of the investigation and that the officers of the Company are legally required to act in the best interests of Stereotaxis. If you are not comfortable revealing your identity when making a report, you can also make an anonymous report in writing to our Ethics Officer, Chief Financial Officer, Chief Executive Officer or the Chairman of the Audit Committee.

Because failure to report criminal activity can itself, in some circumstances, be understood to condone the crime, we emphasize the importance of reporting. For both criminal activity and other violations of this Code, failure to report knowledge of wrongdoing may result in disciplinary action against those who fail to report. All members of our team are expected to cooperate in internal investigations of misconduct.

Retaliation in any form against a person who reports a violation of this Code (even if the report is mistaken but was submitted in the good faith belief it was correct) or against a person who assists in the investigation of a reported violation is itself a serious violation of this Code. Acts of retaliation should be reported immediately to the Ethics Officer, the Chief Executive Officer, the Chief Financial Officer or the Chairman of the Audit Committee and may result in severe disciplinary action.

Financial and Accounting Officers, Officers and Senior Executives

Financial and accounting officers, officers and other senior executives hold an important and elevated role in corporate governance. These personnel are vested with both the responsibility and authority to protect, balance, and preserve the interests of all of the Company's stakeholders,

including shareholders, clients, employees, suppliers, and citizens of the communities in which business is conducted. They must fulfill this responsibility by prescribing and enforcing the policies and procedures employed in the operation of the Company's financial organization, and by exhibiting and promoting the highest standards of honest and ethical conduct through the establishment and operation of policies, procedures and reporting systems and procedures to ensure that:

- They encourage professional integrity in all aspects of the financial organization, by eliminating inhibitions and barriers to responsible behavior, such as coercion, fear of reprisal, or alienation from the financial organization or the enterprise itself.
- They prohibit and eliminate the occurrence of conflicts between what is in the best interest of the enterprise and what could result in material personal gain for a member of the financial organization, including financial and accounting officers and staff.
- They provide a mechanism for members of the finance organization to inform senior management of deviations in practice from policies and procedures governing honest and ethical behavior.
- Business transactions are properly authorized and completely and accurately recorded on the Company's books and records in accordance with Generally Accepted Accounting Principles (GAAP) and established company financial policy.
- The retention or proper disposal of Company records shall be in accordance with applicable legal and regulatory requirements.
- Periodic financial communications and reports will be delivered in a manner that facilitates a high degree of clarity of content and meaning so that readers and users can determine their significance and consequence.

Disciplinary Measures

The Company will endeavor to consistently enforce this Code, giving due consideration to all circumstances attendant to the particular situation or matter of concern through appropriate means of discipline. The disciplinary measures that may be invoked include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension without pay, demotions, reductions in salary, termination of employment and restitution. Persons subject to disciplinary measures will include, in addition to the violator, others involved in the wrongdoing such as (i) persons who within the scope of their normal job functions, fail to use reasonable care to detect a violation, (ii) persons who if requested to divulge information withhold material information regarding a violation, and (iii) supervisors who approve or condone the violations or attempt to retaliate against employees or agents for reporting violations or violators.

Waivers

Any waiver of or amendment to this Code may only be made by the Board of Directors and will be promptly disclosed in accordance with applicable laws, rules and regulations. Requests for waivers of any provision of this Code must be made in writing to the Board of Directors.

EXHIBIT A

CONTACT INFORMATION

Ethics Officer	Karen Duros Stereotaxis, Inc. 314-678-6138 karen.duros@stereotaxis.com
President and CEO	David Fischel Stereotaxis, Inc. 314-678-6101 David.fischel@stereotaxis.com
Chief Financial Officer	Marty Stammer Stereotaxis, Inc. 314-678-6155 marty.stammer@stereotaxis.com
Stereotaxis Board of Directors Chairman of Audit Committee	Robert J. Messey 314-378-6762 rjmessey@gmail.com
Confidential Hot-line	www.stereotaxis.silentwhistle.com Domestic = 877-874-8416 Multi-lingual = 888-690-3865 International = AT&T operator to access domestic line. For more detailed information regarding international calling codes, please visit http://www.countrycallingcodes.com