

DECLARATION OF COMPLIANCE WITH CALIFORNIA HEALTH AND SAFETY CODE §119402

GTx, Inc. ("GTx") remains committed to the highest levels of integrity and compliance in its day to day business. Accordingly, GTx has developed and implemented a comprehensive compliance program, as required by California Health and Safety Code Section 119402.

GTx has established certain policies and procedures that regulate interactions with covered medical and health care professionals in the State of California. Further, GTx has set a specific annual dollar limit on those gifts, promotional materials, and items or activities not excluded from consideration under Section 119402 that we may give or otherwise provide to an individual medical or health care professional. GTx has determined that the limit for such expenditures is \$2,500 per health care professional for each calendar year. The foregoing limit does not represent a usual, customary, average or typical amount for medical or health care professionals.

GTx has determined that this is an appropriate spending limit based on an estimate of spending on gifts, promotional materials, or other items as defined in Section 119402, which may be provided to a health care professional in the State of California.

GTx declares that it is in compliance with California's Health and Safety Codes as of January 1, 2010 and has adopted a Compliance Program that meets the terms of Section 119402. Hard copies of this declaration and a description of our Compliance Program may be requested from the Legal Department by calling (901) 523-9700.