

TraQiQ, Inc.

WHISTLEBLOWER POLICY

(Adopted on Aug 19, 2019; Effective as of Aug 19, 2019)

Policy Overview

Consistent with our core values, we rely upon our officers, directors, employees, independent contractors and others who do business with us to bring to light good faith concerns regarding the business practices of TraQiQ, Inc and its affiliates (collectively the “**Company**”), including: (1) reporting suspected legal violations; (2) providing truthful information in connection with an inquiry or investigation by a court, an agency, law enforcement, or any other governmental body; and (3) identifying potential violations of our Code of Ethics. (Throughout this Policy, we refer to the scenarios set forth in items 1, 2 and 3 together as “**Violations**”.)

The integrity of our business practices and financial information is paramount and we aspire to maintain a workplace where employees, when they reasonably believe that they are aware of questionable accounting, internal accounting controls, or other financial matters, or the reporting of fraudulent financial information (which we refer to in this Policy as “**Fraudulent Activities**”), can raise these concerns free of any retaliation, discrimination or harassment.

The Company’s employees are expected to act and perform their duties ethically, honestly and with integrity – to do the right thing even when “no one is looking” – and the success of the Company depends on this. As an employee of the Company, if you are aware of a potential Violation or Fraudulent Activity and do not report it according to this Policy, your inaction may be considered a Violation itself, which may result in disciplinary action, up to and including termination of your employment or any other working relationship that you may have with the Company.

Who does this Policy apply to?

This Policy applies to all employees, officers, directors and independent contractors of the Company or any of its subsidiaries (all of whom we will refer to collectively as “employees” or “you” throughout this Policy). For purposes of this Policy, “we” and “our” refers to the Company and its subsidiaries.

Scope of Matters Covered by These Procedures

Fraudulent Activities may include, but are not limited to:

- 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.

Reporting and Investigation

If you have a good faith concern regarding conduct that you believe to be a violation of the Company's policies, or you believe that any Violation or Fraudulent Activity has occurred or is occurring, we encourage you to:

- discuss the situation with your manager; or
- if your manager is involved in the situation or you are uncomfortable speaking with your manager, contact the Chief Financial Officer of the Company (the "**Compliance Officer**"); or
- if you don't believe your concern is being adequately addressed, or you are not comfortable speaking with one of the above-noted contacts, you may report your concern via our anonymous hotline at 1-866-921-6714, through which you may choose to identify yourself or remain anonymous. Concerns submitted through our anonymous hotline that are financial or accounting related will be reviewed by a member of the Audit Committee and the Compliance Officer or their delegates, as appropriate.

Treatment of Complaints and Investigation

- All reports made under this policy will be taken seriously.
- Upon receipt of a complaint, the Company will determine whether the complaint actually pertains to a Violation or Fraudulent Activity.
- All complaints that pertain to Violations or Fraudulent Activity will be reported to the Audit Committee.
- Complaints relating to Violations or Fraudulent Activity will be reviewed under Audit Committee direction and oversight by the Company's legal personnel or such other persons as the Audit Committee determines to be appropriate.
- All employees have a duty to cooperate in any investigation of a report covered by this policy. An employee may be subject to disciplinary action, which may include termination of his or her employment, if the employee fails to cooperate in an investigation or deliberately provides false or misleading information during an investigation.
- Prompt and appropriate corrective action in response to a complaint will be taken when and as warranted in the judgment of the Audit Committee.

No Retaliation

We are committed to providing a work environment in which you feel free to raise any good faith concern, free of retaliation, discrimination or harassment (to which we refer collectively throughout this Policy as "**Retaliation**"). Accordingly, the Company will not tolerate any Retaliation against any individual who reports in good faith or participates in the investigation of any suspected Violation or Fraudulent Activity in accordance with this Policy.

If you believe that you have been subject to Retaliation for having made a report in compliance with this Policy or for having participated in any investigation relating to an alleged Violation or Fraudulent Activity, please immediately report any alleged Retaliation to the Compliance Officer. If, for any reason, you do not feel comfortable discussing the alleged Retaliation with these people, please report the alleged Retaliation through the Company's anonymous hotline. Bringing any alleged Retaliation to our attention promptly enables us to honor our values, and to promptly and appropriately investigate the reported Retaliation. If a complaint of Retaliation is proven to be true, appropriate disciplinary action will be taken against the accused party, up to and including termination of employment or any other working relationship that the accused may have with the Company.

Nothing in this policy shall in any way limit or prohibit the Company's employees from filing a charge or complaint with, or otherwise communicating or cooperating with or participating in any investigation or proceeding that may be conducted by, any federal, state or local government agency or commission ("**Government Agencies**"). In connection with such activity, employees are permitted to disclose documents or other information as permitted by law, and without giving notice to, or receiving authorization from, the Company. Notwithstanding, in making any such disclosures or communications, employees must take all reasonable precautions to prevent any unauthorized use or disclosure of any information that may constitute the Company's confidential information to any parties other than the Government Agencies, and to ensure that the Company's attorney-client privileged communications are not disclosed.

Confidentiality

Information disclosed during the course of the investigation will, to the extent practical and appropriate, remain confidential. Exceptions to confidentiality may be reasonably necessary in circumstances including, but not limited to, disclosure necessary to facilitate the investigation, take any remedial action, and to comply with applicable law.

For any Violation or Fraudulent Activity not reported through an anonymous report, we will advise the reporting employee that the Violation or Fraudulent Activity has been addressed and, if we are able, of the specific resolution. However, due to confidentiality obligations, there may be times when we will not be able to provide the details regarding the corrective or disciplinary action that was taken.

Retention of Complaints

The Compliance Officer shall retain any written complaints made under this policy, including any accounting and auditing matters log created and all related documentation as required under applicable law.

Modification

The Company may modify this policy at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with state or federal regulations or the rules and regulations of the Financial Industry Regulatory Authority and/or to accommodate organizational changes.