



USBC, Inc.

WHISTLEBLOWER

POLICY



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I. PURPOSE

USBC, Inc. (the “Company”) is committed to high business and ethical standards. In line with this commitment, the Board of Directors of the Company have established the following Whistleblower Policy and Procedures for:

- receipt, retention and treatment of any concerns, issues or complaints (collectively “Concerns”) regarding: (1) accounting, financial, internal controls, and auditing matters; and (2) legal, compliance or regulatory matters (1 and 2 collectively “Reportable Matters”), and
- submission of Concerns by any employee, service provider, or consultant of the Company (each a “Party”) regarding Reportable Matters.

II. SUBMISSION OF CONCERNS

Any Party having Concerns may report such Concerns to the Chairman of the Audit Committee. Report of Concerns should be submitted in writing or in-person, at the option of the reporting Party. Reports may be anonymous at the option of the reporting Party. Reporting Parties who are willing to provide their names should indicate if they want their names kept confidential. Any Party may submit Concerns under this Whistleblower Policy by regular mail addressed to:

CONFIDENTIAL
Chairman of the Audit Committee
USBC, Inc.
300 E 2nd Street, 15th Floor
Reno, NV 89501

The Company will forward the unopened letter to the Chairman of the Audit Committee.

The letter should contain as much specific detail as possible to allow for proper assessment. The letter should be candid and include all of the information that the Party knows regarding the Concerns. To the extent possible, the letter should include sufficient corroborating information to support the commencement of an investigation. The Company may, in its reasonable discretion, determine to not commence an investigation if the letter contains only unspecified or broad allegations without appropriate support.



III. SCOPE OF MATTERS COVERED BY THESE PROCEDURES

These procedures relate to Concerns relating to any Reportable Matters including, without limitation, the following:

- a. fraud or deliberate error in the preparation, evaluation, review, or audit of any financial statement of the Company;
- b. fraud or deliberate error in the recording and maintaining of financial records of the Company;
- c. deficiencies in or noncompliance with the Company's internal controls over accounting or financial reporting;
- d. misrepresentation or false statement to or by an officer, accountant or external auditor regarding a matter contained in the financial records, financial reports, or audit reports of the Company;
- e. deviation from full and fair reporting of the Company's financial condition or results of operations; and
- f. non-compliance with applicable legal, compliance, and regulatory matters.

IV. TREATMENT OF CONCERNS

Upon receipt of any Communication, the Chairman of the Audit Committee shall determine, in his or her reasonable judgment, whether a reasonable basis exists for commencing a formal investigation. The determination by the Chairman of the Audit Committee will be provided to the Party who sent the Communication (unless the Communication was sent on an anonymous basis) to the Audit Committee and to relevant management.

If the Chairman of the Audit Committee determines that a reasonable basis exists for commencing a formal investigation, the Chairman of the Audit Committee will promptly notify the Audit Committee. The Audit Committee will then determine, in its reasonable judgment, whether to commence a formal investigation. If the Audit Committee decides that a formal investigation is warranted, it will instruct the Chairman of the Audit Committee to proceed with such formal investigation. The Audit Committee shall ensure coordination of the investigations and shall have overall responsibility for the implementation of this policy. The Audit Committee shall have the authority to retain outside legal, accounting, or other relevant expertise in any investigation, as it deems necessary to conduct the investigation in accordance with its Charter and this policy.



At each meeting of the Audit Committee, the Chairman of the Audit Committee shall present a report containing the following information with respect to each Communication received during the quarter: a description of the Communication; whether or not the Communication resulted in the commencement of a formal investigation; and the status of each formal investigation.

V. CORRECTIVE ACTION

The Audit Committee, with the input of Company management, if requested, will determine the validity of Concerns and the appropriateness of any corrective actions. It is the responsibility of the Audit Committee to report to the Board of Directors and to management any non-compliance with accounting, legal, compliance, or regulatory requirements, and to assure that the Company takes appropriate corrective action. Directors, officers, and employees that are found to have knowingly materially violated any laws, regulations, or Company policies may be subject to disciplinary action.

VI. NO RETALIATION

This Policy is intended to enable individuals to raise Concerns for investigation and appropriate action. With this goal in mind, consistent with the policies of the Company, the Audit Committee shall not retaliate or tolerate any retaliation by management of the Company, directly or indirectly, including encouraging retaliation by others, against anyone who, in good faith, makes a report of a Concern or provides assistance to the Audit Committee, management or any other duly authorized person or group, including any governmental, regulatory, or law enforcement body, investigating a report of a Concern. If the Chairman of the Audit Committee becomes aware of a retaliatory action against a reporting person, the Chairman of the Audit Committee shall inform the Audit Committee of such action.

Nothing in this Policy and Procedures shall limit the authority of the Company to discipline, penalize, suspend, or terminate any employee for good and sufficient reasons, which reasons shall not include having in good faith made a report of a Concern or provided assistance to the Audit Committee, management or any other duly authorized person or group, including any governmental, regulatory, or law enforcement body, investigating such report. A person's right to protection from retaliation does not extend



immunity for any complicity in the matters that are the subject of the Concerns or any ensuing investigation.

VII. CONFIDENTIALITY

Reports of Concerns, and investigations pertaining thereto, shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. The Chairman of the Audit Committee shall take reasonable steps necessary to protect the identity of any person making a report of a Concern so as to prevent any officer, employee, contractor, sub-contractor, or agent from being in a position to take any retaliatory action against such person making such report, including encouraging others to take retaliatory action. In no event will information be released to persons without a specific need to know about the Communication.

VIII. RETENTION OF COMPLAINTS AND DOCUMENTS

The Chairman of the Audit Committee will maintain a log of all Communications, tracking their receipt, investigation, and resolution. All Communications will remain confidential to the extent possible. All documents relating to the Communications and the investigations shall be maintained for a minimum of seven years.