

## **DIACARTA, LTD.**

### **WHISTLEBLOWER POLICY**

The Board of Directors and senior management of DiaCarta Ltd. (“DiaCarta” or the “Company”) aim to promote corporate responsibility and to encourage and protect employees who report misconduct, also known as “whistleblowers”. The Audit Committee of the Board of Directors of DiaCarta has adopted the following policy and procedures (the “Whistleblower Policy”) to notify its directors, officers, employees and other persons of (1) certain specific actions that are explicitly prohibited, (2) the procedures that DiaCarta employees and others may follow if there is reason to believe that any laws are being violated, and (3) whistleblower protections designed to facilitate reporting of complaints regarding accounting, internal auditing controls and auditing matters. This policy applies to all directors, officers, and employees of the Company.

#### **Prohibited Actions That Should be Reported**

Appropriate subjects to report under this Whistleblower Policy include, but are not limited to, financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices, such as fraud, theft, embezzlement, bribery or kickbacks, misuse of the Company’s assets, or undisclosed conflicts of interest, as well as any of the following enumerated acts, which if committed by a DiaCarta director, officer or employee will be considered just cause for immediate dismissal and may subject him/her to criminal liability (all of the foregoing, collectively, “Violations”):

1. Destroying, altering, mutilating, concealing, covering up, falsifying, or making a false entry in any records that may be connected to a matter within the jurisdiction of a federal agency or bankruptcy proceeding, in violation of federal or state law or regulations.

2. Altering, destroying, or concealing a document, or attempting to do so, with the intent to impair the document's availability for use in an official proceeding or otherwise obstructing, influencing or impeding any official proceeding, in violation of federal or state law or regulations.
3. Fraudulently influencing, coercing, manipulating, or misleading any independent public accountant engaged in the performance of an audit of the financial statements of the Company for the purpose of rendering such financial statements materially misleading, in violation of federal or state law or regulations.
4. Discharging, demoting, suspending, threatening, harassing or discriminating in any manner against any employee, in violation of federal or state law or regulations, because of any lawful act by the employee in providing information to or assisting in any investigation by a supervisory employee, Congress or any federal agency, or in filing or assisting in any action alleging a violation of federal or state law or regulations; or knowingly taking any action harmful to any person for providing truthful information to a law enforcement officer relating to the possible commission of a federal offense.

### **Reporting of Concerns or Complaints**

Taking action to prevent problems is part of the Company's culture. If a DiaCarta. director, officer, employee, or other interested person observes possible unethical or illegal conduct, he/she should report his/her concerns. Directors, officers, employees, and others involved with the Company are urged to come forward with any such information, without regard to the identity or the position of the suspected offender. As a Company employee, if you are aware of a potential Violation 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 relationship that you may have with the Company. Persons

reporting a concern must act in good faith and have reasonable grounds for believing the information disclosed indicates a violation of law and/or ethical standards. Any unfounded allegation that proves to have been made maliciously or knowingly to be false will be viewed as a serious offense and result in disciplinary action, up to and including termination of employment or other status.

Employees and others may communicate suspected violations of law, policy, or other wrongdoing, as well as any concerns regarding questionable accounting or auditing matters (including deficiencies in internal controls) by contacting the Company's Vice President Finance Dennis Gao by telephone at 408 206 4721) or by e-mail at [dennis.gao@gmail.com](mailto:dennis.gao@gmail.com). If, for any reason, a whistleblower would prefer to contact someone else, he/she may call the Chairman of the Audit Committee of the Board of Directors Jack Kaye by telephone at (732) 713-1444 or by email at [jkaye557555@gmail.com](mailto:jkaye557555@gmail.com). Receipt of the report will be acknowledged to the sender within a reasonable period following receipt thereof if the sender supplied an address or other contact information for a response. To be better able to respond to any information, the Company would prefer that a whistleblower identify him/herself and provide a telephone number and other contact information when making the report. Whistleblowers can be assured that any information will be treated with utmost confidence, as detailed below. However, if a whistleblower wishes to remain anonymous, it is not necessary to give a name and position in any notification. If necessary, the Company will follow up with the whistleblower if his/her identity is known to find and fix any impropriety that is identified. A full investigation may not be possible if a report made anonymously is vague or general.

This Whistleblower Policy provides a mechanism for the Company to be made aware of any alleged wrongdoings and address them as soon as possible. However, nothing in this Whistleblower Policy is intended to

prevent any employee from reporting information to federal or state law enforcement agencies when an employee has a reasonable cause to believe that the violation of a federal or state statute has occurred. A report to law enforcement, regulatory or administrative agencies may be made instead of, or in addition to, a report directly to the Company through the reporting methods specified in this Whistleblower Policy.

### **Responsive Action**

When an employee or other person has made a whistleblower complaint, the Company will promptly commence an investigation. The Company's internal processes will result in the complaint reaching the highest levels of management, for example, the Chief Executive Officer of the Company or the Board of Directors. The Company may commission an independent investigation of the complaint by a neutral fact-finder. If a Violation has been investigated and confirmed, the Company will take corrective action proportionate to the seriousness of the offense, which may include disclosure of information to the government, as necessary.

### **Confidentiality**

The Company will treat all communications under this Policy in a confidential manner, except to the extent necessary (1) to conduct a complete and fair investigation, or (2) for review of Company operations by the Company's Board of Directors, its Audit Committee and the Company's independent public accountants.

### **No Retaliation**

Any employee, former employee, employment applicant, supervisor, manager, officer, director or independent contractor who in good faith reasonably believes and reports a possible violation of the Company's Code of Business Conduct and Ethics, or of law including mail fraud,

wire fraud, bank fraud, securities fraud, any rule or regulation of the Securities & Exchange Commission or any provision of law relating to fraud against the Company's stockholders, or reports any concerns regarding questionable accounting or auditing matters, even if the report is mistaken, or who assists in the investigation of a reported violation, will be protected by the Company. Retaliation in any form against these individuals by Company officers, directors, employees, contractors, subcontractors, or agents will not be tolerated.

If you have been subject to any conduct that you believe constitutes retaliation for having made a report in compliance with this Whistleblower Policy or for having participated in any investigation relating to an alleged Violation, please immediately report the alleged retaliation to the Chief Financial Officer or Chairman of the Audit Committee as soon as possible. Such conduct includes discharge, demotion, suspension, threats, harassment, or other discrimination such as denial of a promotion, refusal to hire, reduction in pay or hours, blacklisting, discipline, or assignment to undesirable job duties. Your complaint should be as detailed as possible, including the names of all individuals involved and any witnesses. The Company will directly and thoroughly investigate the facts and circumstances of all perceived retaliation and will take prompt corrective action, if appropriate. Additionally, any manager or supervisor who observes retaliatory conduct must report the conduct to the Chief Financial Officer or the Chairman of the Audit Committee so that an investigation can be made and corrective action taken, if appropriate.

A whistleblower who prevails against the Company in a civil action based on retaliation for whistleblowing is entitled to all the relief necessary to make him/her whole, which may include (a) reinstatement to the same seniority status that the whistleblower would have had but for the adverse employment action, (b) back pay, with interest, (c) compensation for any special damages sustained as a result of the

adverse employment action, including litigation costs, reasonable attorneys' fees and costs and expert witness fees, and (d) emotional distress damages and reputational loss damages. In addition to the potential for such civil damages, discrimination against whistleblowers may be criminal if the whistleblower made a report to law enforcement.

### **Modification**

The Company expressly reserves the right to change, modify, or delete the provisions of this Whistleblower Policy without notice.

### **Questions**

If you have any questions regarding this information, please feel free to contact the Company's Vice President Finance or Chairman of the Audit Committee, as indicated above.