

OCUPHIRE PHARMA, INC.
WHISTLEBLOWER POLICY

1. PURPOSE

Ocuphire Pharma, Inc. (the “**Company**”), is committed to fostering a workplace conducive to open communication regarding the Company’s business practices and protecting individuals from unlawful retaliation and discrimination for proper disclosure or reporting of illegal or unethical conduct. In an effort to further this commitment, this Whistleblower Policy (the “**Policy**”): (1) establishes a process for the receipt, retention and treatment of verbal or written reports received by the Company regarding accounting, internal controls, auditing matters, disclosure, fraud and unethical business practices, whether submitted by Company employees or third parties (“**Reports**”); (2) provides Company employees and third parties a means to make Reports in a confidential and anonymous manner; and (3) demonstrates the Company’s intention to discipline any person determined to have engaged in retaliatory behavior. This Policy shall be provided to Company employees and made generally available through the Company website.

2. RESPONSIBILITY

The Company has designated the audit committee of the Company’s board of directors (the “**Audit Committee**”) to be responsible for investigating Reports filed under this Policy and to coordinate any necessary Company action. Any Report received by a Company officer, director or employee should be immediately forwarded to the Compliance Officer (as defined in the Company’s Code of Business Conduct and Ethics) and the Chair of the Audit Committee.

3. TREATMENT AND RETENTION

All Reports will be addressed promptly, discreetly and professionally. Individuals may submit Reports anonymously, and even if a Report was not initially submitted anonymously, the individual may choose to remain anonymous going forward by notifying the Compliance Officer and Chair of the Audit Committee. This confidential Report process may be used either to submit a new Report, or to address an employee’s previous Report, which such employee does not feel was adequately resolved.

The desire to remain anonymous will be respected. Discussions and documentation regarding Reports will be kept in strict confidence to the fullest extent possible consistent with the Company’s need to investigate the Report and applicable law. Should the person submitting the Report identify himself or herself, the recipient of the Report will communicate to that individual, the steps the Company will take to address the Report and the results of any Company initiated action.

Reports will be reviewed by the Audit Committee and the Compliance Officer. The Audit Committee and the Compliance Officer will investigate each matter so reported and take corrective and disciplinary actions, if appropriate, which may include, alone or in combination, a warning or letter of reprimand, demotion, loss of merit increase, bonus, stock options or other stock awards, suspension without pay or termination of employment.

All Report related documentation shall be maintained in secured files and retained in accordance with the Company's record retention policy and applicable laws.

4. RETALIATION

Retaliation against any individual that files a Report or voices a concern under this Policy is strictly prohibited. Employees determined by the Company to have engaged in retaliatory behavior or who fail to maintain an individual's anonymity, to the fullest extent possible consistent with the Company's need to investigate the Report and applicable law, may be subject to discipline, which could include termination of employment. Any employee who feels that he or she has been subjected to any behavior that violates this Policy should immediately report such behavior to the Compliance Officer and the Chair of the Audit Committee.

Anyone who knowingly files a misleading or false Report, or without a reasonable belief as to truth or accuracy, will not be protected by this Policy and may be subject to serious discipline, including termination of employment.

5. AUDIT COMMITTEE REVIEW OF REPORTS

A summary of Reports received under this Policy will be communicated to the Audit Committee on a quarterly basis (or a more frequent basis should conditions warrant more timely action).

6. PROCEDURE FOR MAKING A COMPLAINT

Company stockholders, employees and other parties who desire to correspond with the Audit Committee regarding accounting, internal controls, auditing matters, disclosure, fraud and unethical business practices, may do so by visiting the Company's whistleblower website at <https://www.whistleblowerservices.com/Ocuphire> or calling 866-860-8108, where an anonymous message can be left. You may also contact the Compliance Officer and Chair of the Audit Committee directly with any questions or concerns.

Adopted: December 21, 2020