

Whistleblower Policy

General Statement of Purpose

Troika Media Group, Inc. (the "Company") is committed to fostering a workplace conducive to open communication regarding the Company's business practices and to protecting employees from unlawful retaliation and discrimination for their having properly disclosed or reported illegal or unethical conduct. In an effort to further this commitment, this policy: (i) establishes guidance 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"); (ii) establishes guidance for providing Company employees a means to make Reports in a confidential and anonymous manner; and (iii) makes clear the Company's intention to discipline, up to and including termination of employment, any person determined to have engaged in retaliatory behavior.

Receipt

This policy and information regarding problem resolution resources shall be provided to the Company's employees and made generally available through the Company website and / or intranet. The Company has designated a Compliance Hotline to be the recipient of all the Reports filed under this policy and has designated the General Counsel to coordinate any necessary Company action. Any Report received by the Compliance Hotline will be forwarded to the appropriate party, which would be either the General Counsel and the Chief Operating Officer. Any Report received by a Company officer, director, or employee from a non-Company source should be immediately forwarded to the General Counsel and the Chief Operating Officer.

Retention

Reports filed under this policy will be controlled and documented by the General Counsel, who shall maintain all related documentation for six (6) years. All related documentation shall be maintained in secured files to which only the General Counsel, COO, the Audit Committee members, and counsel shall have full access.

Treatment of Reports

All Reports will be taken seriously and addressed promptly, discreetly, and professionally. Reports may be submitted anonymously or the person submitting the Report may request to remain anonymous. Should a person desire to remain anonymous, that desire will be respected. Discussions and documentation regarding reports will be kept in strict confidence to the extent appropriate or permitted by policy or law. Should the person submitting the Report identify himself or herself, the recipient of the Report will communicate to the employee the steps to be taken to address the Report and the results of any Company actions initiated. 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.

Retaliation

Retaliation against any employee that files a Report or voices a concern under this policy is strictly prohibited. Employees determined to have engaged in retaliatory behavior or who fail to

maintain an employee's anonymity if requested 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 his or her supervisor, Human Resources, the COO, General Counsel or the Chairman of the Audit Committee. Please note however, that employees who knowingly file misleading or false reports, or without a reasonable belief as to truth or accuracy, will not be protected by this policy and may be subject to discipline, including termination of employment.

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).

If you would like to file a confidential report under the terms of this policy, please email Whistleblower@TroikaMedia.com.