

Straight Path Communications Inc. Whistleblower Procedure

The Audit Committee (the “Audit Committee”) of the Board of Directors of Straight Path Communications Inc. (“SPCI”) has adopted the following procedures for the receipt, retention and oversight of complaints by employees or any third party regarding alleged violations of SPCI’s Code of Business Conduct and Ethics and accounting, internal accounting controls or auditing matters, including complaints regarding violations of the Company’s accounting policies and procedures or circumvention of internal accounting controls (the “Complaints”).

I. The Audit Committee has designated Counsel to the Company to receive and investigate the Complaints. The Complaints may be made as follows:

1. in writing, marked “Urgent and Confidential”, to:

SPCI Whistleblower
c/o Straight Path Communications Inc.
5300 Hickory Park Drive, Suite 218
Glen Allen, VA 23059;

2. via email to: spciwhistleblower@gmail.com; or

3. by calling 1-855-875-1151

II. Upon receipt of a Complaint, Counsel to the Company shall promptly begin a preliminary investigation and shall consult with and/or request the assistance of all necessary parties, including but not limited to SPCI’s management, outside legal counsel, and/or accounting experts. Counsel to the Company shall also prepare a summary of the nature of the Complaint, date of receipt of the Complaint, the current status of the investigation and any final resolution of the Complaint (the “Complaint Summary”) and shall update the Complaint Summary as appropriate. Counsel to the Company shall submit each Complaint Summary to the Audit Committee in advance of each regularly scheduled meeting and shall report to the Audit Committee at each meeting.

III. Upon completion of the preliminary investigation, Counsel to the Company shall present the findings of the investigation to the Audit Committee. If the Audit Committee determines that there is no reasonable justification for the Complaint, Counsel to the Company shall close the Complaint. If the Audit Committee determines that there is a reasonable possibility of a violation, Counsel to the Company shall consult with the Audit Committee to determine the appropriate course of action for a more comprehensive investigation and, if appropriate, corrective action.

IV. Employees of SPCI are expressly authorized to make Complaints, as detailed in Section I above, on a confidential and/or anonymous basis. If requested, Complaints will be treated confidentially and/or anonymously, as applicable, to the extent reasonably possible. Consistent with SPCI’s existing employment policies, SPCI prohibits retaliation against any individual who, in good faith, reports a Complaint or participates

in an investigation of such Complaint. Any such conduct or attempted conduct of retaliation will be subject to disciplinary action up to and including termination.

V. SPCI will retain all records relating to any Complaint, including but not limited to the investigation and resolution thereof, to the extent required by SPCI's Records Retention Policy. All such records are confidential and are protected by attorney-client privilege and/or the attorney work product doctrine.

VI. SPCI will communicate these procedures to all of its employees and shall post them on both the corporate intranet and extranet website.