

ORCHID ISLAND CAPITAL, INC.

**POLICY REGARDING
FRAUDULENT OR DISHONEST CONDUCT**

(“WHISTLEBLOWER POLICY”)

I. POLICY STATEMENT

Orchid Island Capital, Inc. (“the Company”) is committed to fair, accurate and transparent accounting of its financial matters and expects employees (if any), officers, directors and agents to act in accordance with the highest ethical standards in the performance of their duties and obligations. The Company also requires full compliance with all applicable laws and regulations, including but not limited to, securities and commodities laws and regulations, accounting standards, accounting controls and audit practices and prohibits violations of applicable laws relating to fraud.

The Company relies on its employees (if any), officers, directors and agents of the Company or its subsidiaries (if any) to conduct themselves in accordance with the requirements and spirit of this policy and to report any suspected violations of this policy or other questionable financial, accounting or audit matters or potential legal violations without fear of retaliation.

The Company has adopted this policy in order to:

- Cause violations to be disclosed before they can disrupt the business or operations of the Company, or lead to serious loss;
- Promote a climate of accountability with respect to the Company’s accounting, internal accounting controls and auditing matters;
- Encourage full compliance with all applicable laws and regulations, including but not limited to securities and commodities laws and regulations, and the timely and accurate reporting of any violations thereof or misconduct with respect thereto; and
- Ensure that no individual feels at a disadvantage for raising legitimate concerns.

This policy provides a means whereby individuals can safely raise, internally and at a high level, serious concerns and disclose information that an individual believes in good faith relates to Violations (as defined below). This policy applies to reports concerning Violations only.

II. REPORTING PERSONS PROTECTED

This policy and the related procedures offer protection from retaliation to individuals who make any complaint with respect to, or that could give rise to, Violations (a “Reporting Person”), provided the complaint is made:

- in good faith;
- in the reasonable belief of the individual making the complaint that the conduct or matter covered by the complaint could give rise to a Violation; and

- Pursuant to the procedures outlined below.

“Good faith” means that the Reporting Person has a reasonably held belief that the complaint made is true and has not been made either for personal gain or for any ulterior motive.

No one who participates in an investigation regarding a violation of the applicable laws, rules, regulations or the Company’s policies, or any laws regarding fraud and no complaint that satisfies the conditions above will result in any retaliation or threat of retaliation against the Reporting Person by the Company or its subsidiaries (if any) or any officer, employee or agent thereof. Any such retaliation or reprisal by a Company representative is forbidden. Any representative who retaliates against another representative or a witness described above will be subject to discipline, up to and including termination. Representatives who believe they are subject to retaliation because they have made a report or participated in an investigation should report such suspected retaliation to the Audit Committee.

III. SCOPE OF COMPLAINTS

Reporting Persons are encouraged to report irregularities and other suspected wrongdoings regarding accounting, internal accounting controls or auditing matters and violations of or misconduct with respect to applicable laws and regulations, including but not limited to securities and commodities laws and the following (collectively, referred to as “Violations”):

- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- Fraud or deliberate error in the recording and maintenance of financial records of the Company;
- Deficiencies in or noncompliance with the Company’s internal accounting controls;
- Misrepresentation or false statement to or by a senior officer or accountant of the Company regarding any matters contained in the financial records or any financial or audit reports of the Company;
- Deviation from full and fair reporting of the Company’s financial condition;
- Fraud with regards to the trading of any futures contract or swap, as such is defined under Section 1a of the Commodity Exchange Act (“CEA”);
- Disruptive or manipulative trading practices with regards to any futures contract or swap;
- Deficiencies in or noncompliance with the Company’s internal compliance or risk management controls;
- Failure to comply with any mandatory centralized clearing, exchange execution or reporting requirement under the CEA; or
- Misrepresentation or false statement to or by a senior officer or accountant of the Company regarding any matters contained in any report made to the Commodity

Futures Trading Commission or any registered entity (such as an exchange or clearinghouse), as such term is defined under Section 1a of the CEA.

IV. CONFIDENTIALITY OF COMPLAINT

The Company will exercise reasonable care to keep the identity of any Reporting Person confidential until a formal investigation is launched. Thereafter, the identity of such Reporting Person may be kept confidential, unless such confidentiality is incompatible with a fair investigation, there is an overriding reason for identifying or otherwise disclosing the identity of such person or such disclosure is required by law in certain situations, such as where a governmental entity initiates an investigation of allegations contained in the complaint. Furthermore, the identity of any such Reporting Person may be disclosed if it is reasonably determined that a complaint was made maliciously or recklessly, or if disciplinary proceedings are invoked against any individual as a result of such complaint.

V. SUBMITTING COMPLAINTS

Any person who has complaints or concerns about the Company's compliance with laws and regulations, accounting, internal accounting controls or auditing matters, or who becomes aware of questionable activities regarding compliance with laws and regulations, accounting or auditing matters, or who becomes aware of any violations by any person of law or the Company's policies is strongly encouraged to report such matters to the Company's Audit Committee.

Supervisors and managers who become aware of any possible Violations must immediately report them to the Audit Committee in accordance with this policy and must consult with the Audit Committee before undertaking an investigation or other action. The Audit Committee has final responsibility and authority for the investigation and handling of any concerns or complaints that arise under this policy.

Reporting Persons should submit complaints concerning Violations in accordance with the following procedures:

a. Complaints must be submitted in writing and to the attention of the Chairperson of the Company's Audit Committee or the Company's General Counsel to the email address of whistleblower@orchidislandcapital.com with the following prominent subject line, in bold face type:

b. "Privileged and Confidential: Submitted Pursuant to the Company's Whistleblower Policy"

c. The Company recommends that Reporting Persons use the sample complaint form attached as Exhibit A to this policy when reporting Violations.

d. Reporting Persons who are employees of the Company, its subsidiaries or its manager or another entity that provides services to us may report Violations on an anonymous basis. The Company urges any such employee that is considering making an anonymous complaint to strongly consider that anonymous complaints are, by their nature, susceptible to abuse, less reliable, and more difficult to resolve. In addition, such employees considering making an anonymous complaint should be aware that there are significant rights and protections available to them if they identify themselves when making a complaint, and that these rights and protections may be lost if they make the complaint on an anonymous basis. Therefore, the Company encourages such employees to identify themselves when making reports of Violations without resort to the anonymity that is available to each such employee. In responding to anonymous complaints, the Company will pay due regard to:

- the fairness to any individual named in the anonymous complaint;
- the seriousness of the issue raised;
- the credibility of the information or allegations in the complaint, with allegations that are conclusory or that do not have a specific factual basis most likely receiving less credence; and
- the ability to ascertain the validity of the complaint and to appropriately resolve it without the assistance and cooperation of the person making the complaint.
- Reporting Persons who are not employees of the Company, its subsidiaries or its manager or another entity that provides services to us are required to disclose their identity in any complaints submitted under this policy. Complaints submitted by non-employees on an anonymous basis may not be reviewed.

VI. INVESTIGATION OF COMPLAINTS

Upon receipt of a complaint, the Chairperson of the Audit Committee, or his or her designated representative, will confirm the complaint pertains to a Violation. Investigations will be conducted as quickly as possible, taking into account the nature and complexity of the complaint and the issues raised therein. Any complaints submitted pursuant to this policy that do not relate to an Accounting Violation will be returned to the Reporting Person, unless the Reporting Person's identity is unknown in which case the complaint will be forwarded to the Company's General Counsel (or the Chief Financial Officer or Secretary in the absence of a General Counsel) for review and resolution as he or she deems appropriate.

The Chairperson of the Audit Committee may enlist officers or employees of the Company and outside legal, accounting and other advisors, as appropriate, to conduct an investigation of a complaint.

Following each investigation, prompt and appropriate remedial action will be taken as warranted in the judgment of the Audit Committee. Any actions taken in response to a complaint and conclusions made with regards to a complaint will be timely reported to the Reporting Person, unless such Reporting Person submitted the complaint on an anonymous basis.

A Reporting Person who is not satisfied with the outcome of the initial investigation or the remedial action taken with respect thereto, if any, may submit their written complaint, together with a written explanation of why the investigation or remedial action was inadequate (a "Revised Complaint"), to the Chairperson of the Audit Committee requesting him or her to forward the Revised Complaint directly to the Audit Committee for its review. The Reporting Person should forward the Revised Complaint consistent with the reporting procedure described above.

The Audit Committee will review the Revised Complaint, together with documentation of the initial investigation, and determine in its sole discretion if the Revised Complaint merits further investigation. To the extent it deems necessary, the Audit Committee will conduct a subsequent investigation to the extent and in the manner it deems appropriate, including, but not limited to, enlisting the appropriate Company personnel to further investigate the Revised Complaint and report back to the Audit Committee within a specified period of time. Any named Reporting Person submitting a Revised Complaint must be available to assist in the subsequent investigation, if any, as requested by the Audit Committee. The Audit Committee or its designated representative will timely inform the Reporting Person of any remedial action taken in response to a Revised Complaint, unless such Reporting Person submitted the complaint on an anonymous basis.

VII. RETENTION OF COMPLAINTS

The Chairperson of the Audit Committee, or his or her designated representative, will maintain all complaints, tracking their receipt, investigation and resolution. All complaints and reports will be maintained in accordance with the Company's document retention policy.

VIII. UNSUBSTANTIATED ALLEGATIONS

If a Reporting Person makes a complaint in good faith pursuant to this policy and any facts alleged therein are not confirmed by a subsequent investigation, no action will be taken against the Reporting Person. In submitting complaints, Reporting Persons should exercise due care to ensure the accuracy of the information reported. If, after an investigation, a complaint is found to be without substance or to have been made for malicious or frivolous reasons or otherwise submitted in bad faith, the Reporting Person making the complaint could be subject to disciplinary action. Where alleged facts reported pursuant to this policy are found to be without merit or unsubstantiated, (1) the conclusions of the investigation will be made known to both the Reporting Person, unless such Reporting Person submitted the complaint on an anonymous basis, and to the person(s) against whom any allegation was made in the complaint, and (2) the allegations will be dismissed and all documentation and information related thereto will be removed from the Company's records.

Exhibit A

**ORCHID ISLAND CAPITAL, INC.
WHISTLEBLOWER POLICY**

Form of Complaint

Part I (see General Instructions before completing)

Name: _____

Address: _____

Telephone Number: _____

E-Mail: _____

_____ I am an employee of the Company, manager or an affiliate of the Company or the manager.

_____ I am not an employee of the Company, manager or any affiliate of the Company or the manager.

_____ I hereby authorize the disclosure of my identity if the Chairperson of the Audit Committee or the General Counsel (or, in the absence of a General Counsel, the Chief Financial Officer or Secretary) reasonably believes it is necessary or appropriate.

Part II

Type of Violation:

_____ Legal/Accounting/Auditing/Retaliation

_____ Securities Law

_____ Commodities Law

_____ Code of Ethics or other policies and procedures

_____ Other

Existence of Violation:

_____ Violation is ongoing or completed

_____ Unclear whether ongoing or completed

Department(s) suspected of violation: _____

Individual(s) suspected of violation: _____

Describe all relevant facts of the suspected violation: _____

Describe how you became aware of the suspected violation: _____

Describe any steps taken to remedy the violation prior to submitting this Complaint: _____

Who, if anyone, may be harmed or affected by this violation: _____

Please be advised that federal law prohibits the Company, as well as its officers, employees or agents, from discharging, demoting, suspending, threatening, harassing or otherwise discriminating against anyone who in good faith reports illegal activities of the Company.

GENERAL INSTRUCTIONS:

Employees of the Company, manager, or an affiliate of the Company or the manager who are reporting questionable accounting or auditing matters of the Company are not required to complete Part I of this form. For all other individuals, Part I is mandatory and must be completed. This complaint form may not be reviewed if the reporting person is a non-employee and fails to complete Part I of this complaint form.

The Company's policy and the related procedures offer protection from retaliation to individuals who make any complaint with respect to, or that could give rise to, Violations (as defined in the Whistleblower Policy), provided the complaint is made:

- in good faith;
- in the reasonable belief of the individual making the complaint that the conduct or matter covered by the complaint could give rise to an Accounting Violation; and
- pursuant to the procedures outlined in the Whistleblower Policy.

“Good faith” means that the Reporting Person has a reasonably held belief that the complaint made is true and has not been made either for personal gain or for any ulterior motive.

If not filed anonymously,

Signature

Date