

ANGEL OAK MORTGAGE REIT, INC.

Code of Business Conduct and Ethics

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INTRODUCTION

Purpose

This Code contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics. To the extent this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations, we adhere to these higher standards.

This Code applies to all of our directors, officers and employees, and all officers and employees of Falcons I, LLC, our external manager (the “Manager”), who provide services to the Company. We refer to all persons covered by this Code as “covered persons.” We also refer to our Chief Executive Officer and our Chief Financial Officer as our “principal executive and principal financial officers.” Compliance with this Code is subject to provisions of the Company’s Articles of Amendment and Restatement, Bylaws and any shareholder rights agreements with the Company. This Code operates in conjunction with, and in addition to, the policies of the Manager.

This Code is a statement of policies for individual and business conduct and does not, in any way, constitute an employment contract or an assurance of continued employment. Covered persons are employed at-will except when they are covered by an express, written employment agreement. This means that a covered person may choose to resign his or her employment at any time, for any reason or for no reason at all. Similarly, the Company or the Manager may choose to terminate an individual’s employment at any time, for any legal reason or for no reason at all.

After carefully reviewing this Code, you must sign the acknowledgment attached as Exhibit A hereto, indicating that you have received, read, understand and agree to comply with this Code. The acknowledgment must be returned to the Company’s General Counsel and Secretary within ten (10) business days of your receipt of this Code.

Seeking Help and Information

This Code is not intended to be a comprehensive rulebook and cannot address every situation that you may face. If you feel uncomfortable about a situation or have any doubts about whether it is consistent with the Company’s ethical standards, seek help. We encourage you to contact your supervisor for help first. If your supervisor cannot answer your question or if you do not feel comfortable contacting your supervisor, contact the General Counsel and Secretary.

Reporting Violations of the Code

All covered persons have a duty to report any known or suspected violation of this Code, including any violation of the laws, rules, regulations or policies that apply to the Company. If you know of or suspect a violation of this Code, immediately report the conduct to your supervisor. Your supervisor will contact the General Counsel and Secretary, who will work with you and your supervisor to investigate your concern. If you do not feel comfortable reporting the conduct to your supervisor or you do not get a satisfactory response, you may contact the

General Counsel and Secretary directly. All reports of known or suspected violations of the law or this Code will be handled sensitively and with discretion. Your supervisor, the General Counsel and Secretary and the Company will protect your confidentiality to the extent possible, consistent with law and the Company's need to investigate your concern.

All covered persons will be held accountable for adherence to this Code. It is Company policy that any covered person who violates this Code will be subject to appropriate discipline, which may include termination of employment. This determination will be based upon the facts and circumstances of each particular situation. A covered person accused of violating this Code will be given an opportunity to present his or her version of the events at issue prior to any determination of appropriate discipline. Covered persons who violate the law or this Code may expose themselves to substantial civil damages, criminal fines and prison terms. The Company may also face substantial fines and penalties and may incur damage to its reputation and standing in the community. Your conduct as a representative of the Company, if it does not comply with the law or with this Code, can result in serious consequences for both you and the Company.

Policy Against Retaliation

The Company prohibits retaliation against a covered person who, in good faith, seeks help or reports known or suspected violations of this Code or of a law, rule or regulation. Retaliation for reporting a federal offense is illegal under federal law. Any reprisal or retaliation against a covered person because the covered person, in good faith, sought help or filed a report will be subject to disciplinary action, including potential termination of employment.

Waivers of the Code

Waivers of this Code for covered persons who are not directors, executive officers or other principal executive and principal financial officers may be made only by an executive officer of the Company. Any waiver of this Code for our directors, executive officers or other principal executive or principal financial officers may be made only by our Board of Directors or the appropriate committee of our Board of Directors and will be promptly disclosed to the public as required by law or regulation of the Securities and Exchange Commission ("SEC") or the rules of the New York Stock Exchange.

HONEST AND ETHICAL CONDUCT

Each covered person must always conduct himself or herself in an honest and ethical manner. Each covered person must act with the highest standards of personal and professional integrity and not tolerate others who attempt to deceive or evade responsibility for their actions. All actual or potential conflicts of interest between personal and professional relationships must be handled honestly, ethically and in accordance with the policies specified in this Code. In addition, all covered persons must be direct, honest and truthful in discussions with, or requests for information from, regulatory agency officials and government officials, as well as in all dealings with business partners and stockholders.

CONFLICTS OF INTEREST

Identifying Potential Conflicts of Interest

A conflict of interest can occur when a covered person's private interest interferes, or even appears to interfere, with the interests of the Company as a whole. You should avoid any private interest that influences your ability to act in the interests of the Company or that makes it difficult to perform your work objectively and effectively.

Identifying potential conflicts of interest may not always be clear-cut. The following situations are examples of conflicts of interest:

- Outside Employment. No covered person should be employed by, serve as a director of, or provide any services to a company that is a customer, supplier or competitor of the Company.
- Improper Personal Benefits. No covered person, or family member (as defined below) of a covered person, should obtain or receive any improper personal benefits or favors because of his or her position with the Company or the Manager or an affiliate thereof.
- Financial Interests. No covered person should have a significant financial interest (ownership or otherwise) in any company that is a customer, supplier or competitor of the Company (other than disclosed relationships with the Manager). A "significant financial interest" means (i) ownership of greater than 1% of the equity of a customer, supplier or competitor or (ii) an investment in a customer, supplier or competitor that represents more than 5% of the total assets of the covered person.
- Loans or Other Financial Transactions. No covered person, or family member (as defined below) of a covered person, should obtain loans or guarantees of personal obligations from, or enter into any other personal financial transaction with, the Company or any company that is a customer, supplier or competitor of the Company. This guideline does not prohibit arms-length transactions with banks, brokerage firms or other financial institutions.
- Service on Boards and Committees. No covered person should serve on a board of directors or trustees or on a committee of any entity (whether profit or not-for-profit) whose interests reasonably would be expected to conflict with those of the Company. Any covered person invited to join the board of directors of another organization (including a nonprofit or other charitable organization) must obtain the prior approval of the Nominating and Corporate Governance Committee. Directors who are invited to serve on the board of directors of another organization should promptly notify the Chairman of the Board.
- Actions of Family Members. The actions of family members outside the workplace may also give rise to the conflicts of interest described above because

they may influence an covered person's objectivity in making decisions on behalf of the Company. For purposes of this Code, "family members" include your spouse or life-partner, brothers, sisters, and parents, in-laws and children whether such relationships are by blood, marriage or adoption.

Disclosure of Conflicts of Interest

The Company requires that covered persons disclose any situations that reasonably would be expected to give rise to a conflict of interest. If you suspect that you have a conflict of interest, or something that others could reasonably perceive as a conflict of interest, you must report it to your supervisor or the General Counsel and Secretary or, if you are a director, to the Chairman of the Board. Your supervisor and the General Counsel and Secretary, or the Chairman of the Board, as applicable, will work with you to determine whether you have a conflict of interest and, if so, how best to address it. Although conflicts of interest are not automatically prohibited, they are not desirable and may only be waived as described in "Waivers of the Code" above.

CORPORATE OPPORTUNITIES

As a covered person of the Company, you have an obligation to advance the Company's interests when the opportunity to do so arises. If you discover or are presented with a business opportunity related to Company's business activities through the use of corporate property, information or because of your position with the Company, you should first present the business opportunity to the Company before pursuing the opportunity in your individual capacity. No covered person may use corporate property, information or his or her position with the Company for personal gain, nor may any covered person compete with the Company.

You should disclose to your supervisor the terms and conditions of each business opportunity covered by this Code that you wish to pursue. Your supervisor will contact the General Counsel and Secretary and the appropriate management personnel to determine whether the Company wishes to pursue the business opportunity. If the Company waives its right to pursue the business opportunity, you may pursue the business opportunity on substantially the same terms and conditions as originally proposed and consistent with the other ethical guidelines set forth in this Code.

Notwithstanding the foregoing, compliance herewith is subject to provisions of the Company's Articles of Amendment and Restatement, Bylaws and any shareholder rights agreements with the Company.

CONFIDENTIAL INFORMATION

Covered persons have access to a variety of confidential information while employed at the Company. Confidential information includes all non-public information that might be of use to competitors, or, if disclosed, harmful to the Company or its customers. Covered persons must safeguard all confidential information of the Company or third parties with which the Company conducts business, except when disclosure is authorized or legally mandated. A covered person's obligation to protect confidential information continues after he or she leaves the Company or

the Manager or an affiliate thereof. Unauthorized disclosure of confidential information could cause competitive harm to the Company or its customers and could result in legal liability to you and the Company.

Any questions or concerns regarding whether disclosure of Company information is legally mandated should be promptly referred to the General Counsel and Secretary.

COMPETITION AND FAIR DEALING

All covered persons should endeavor to deal fairly with fellow covered persons and with the Company's customers, suppliers and competitors. Covered persons should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

Relationships with Customers

Our business success depends upon our ability to foster lasting customer relationships. The Company is committed to dealing with customers fairly, honestly and with integrity. Specifically, you should keep the following guidelines in mind when dealing with customers:

- Information we supply to customers should be accurate and complete to the best of our knowledge. Covered persons should not deliberately misrepresent information to customers.
- Customer entertainment should not exceed reasonable and customary business practice. Covered persons should not provide entertainment or other benefits that could be viewed as an inducement to or a reward for, customer purchase decisions. Any entertainment or other benefits provided to a customer in excess of \$200 requires the prior approval of the Chief Executive Officer (or, in the case that such approval is sought by the Chief Executive Officer, requires the prior approval of the Chairman of the Board).

Relationships with Suppliers

The Company deals fairly and honestly with its suppliers. This means that our relationships with suppliers are based on price, quality, service and reputation, among other factors. Covered persons dealing with suppliers should carefully guard their objectivity. Specifically, no covered person should accept or solicit any personal benefit from a supplier or potential supplier that might compromise, or appear to compromise, their objective assessment of the supplier's products and prices. Covered persons can give or accept promotional items of nominal value or moderately scaled entertainment within the limits of responsible and customary business practice. Entertainment or gifts received from suppliers should not exceed reasonable and customary business practice. Any entertainment or other benefits received from a supplier in excess of \$200 requires the prior approval of the Chief Executive Officer (or, in the case that such approval is sought by the Chief Executive Officer, requires the prior approval of the Chairman of the Board).

Relationships with Competitors

The Company is committed to free and open competition in the marketplace. Covered persons should avoid actions that would be contrary to laws governing competitive practices in the marketplace, including federal and state antitrust laws. Such actions include misappropriation and/or misuse of a competitor's confidential information or making false statements about the competitor's business and business practices. For a further discussion of appropriate and inappropriate business conduct with competitors, see "Compliance with Antitrust Laws" below.

PROTECTION AND PROPER USE OF COMPANY ASSETS

Covered persons should protect the Company's assets and ensure their efficient use for legitimate business purposes only. Theft, carelessness and waste have a direct impact on the Company's profitability. The use of Company funds or assets, whether or not for personal gain, for any unlawful or improper purpose is prohibited.

To ensure the protection and proper use of the Company's assets, each covered person should:

- Exercise reasonable care to prevent theft, damage or misuse of Company property.
- Report the actual or suspected theft, damage or misuse of Company property to a supervisor.
- Use the Company's telephone system, other electronic communication services, written materials and other property primarily for business-related purposes.
- Safeguard all electronic programs, data, communications and written materials from inadvertent access by others.
- Use Company property only for legitimate business purposes, as authorized in connection with your job responsibilities.

Covered persons should be aware that Company property includes all data and communications transmitted or received to or by, or contained in, the Company's electronic or telephonic systems. Company property also includes all written communications. Covered persons and other users of this property should have no expectation of privacy with respect to these communications and data. To the extent permitted by law, the Company has the ability, and reserves the right, to monitor all electronic and telephonic communication. These communications may also be subject to disclosure to law enforcement or government officials.

COMPANY RECORDS

Accurate and reliable records are crucial to our business. Our records are the basis of our earnings statements, financial reports and other disclosures to the public and guide our business decision-making and strategic planning. Company records include booking information, payroll, timecards, travel and expense reports, e-mails, accounting and financial data, measurement and

performance records, electronic data files and all other records maintained in the ordinary course of our business.

All Company records must be complete, accurate and reliable in all material respects. Undisclosed or unrecorded funds, payments or receipts are inconsistent with our business practices and are prohibited. You are responsible for understanding and complying with our record keeping policy. Ask your supervisor if you have any questions.

ACCURACY OF FINANCIAL REPORTS AND OTHER PUBLIC COMMUNICATIONS

As a public company we are subject to various securities laws, regulations and reporting obligations. Both federal law and our policies require the disclosure of accurate and complete information regarding the Company's business, financial condition and results of operations. Inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage the Company and result in legal liability.

The Company's principal executive and principal financial officers and other covered persons working in the accounting department have a special responsibility to ensure that all of our financial disclosures are full, fair, accurate, timely and understandable. In order to fulfill such obligation, the principal executive and principal financial officers and each other covered person working in the accounting department must:

- Carefully review drafts of reports and documents the Company is required to file with, or submit to, the SEC before they are filed, or submitted, and Company press releases or other public communications before they are released to the public, with particular focus on disclosures each such person does not understand or agree with and on information known to such person that is not reflected in the report, document, press release or public communication.
- Comply with the Company's disclosure controls and procedures as in effect from time to time, which have been designed to ensure that the information required to be disclosed by the Company in its SEC filings is collected, processed, summarized and disclosed in a timely fashion and accumulated and communicated to the appropriate persons.
- Promptly bring to the attention of the disclosure committee or a member thereof any material information of which such person may become aware that affects the disclosures made by the Company in its public filings, any material information that may assist the disclosure committee in fulfilling its responsibilities, matters that such person feels could compromise the integrity of the Company's financial reports or disagreements on accounting matters.
- Always act with the highest standards of personal and professional integrity: do not tolerate others who attempt to deceive, or evade responsibility for actions.

In addition, these covered persons must understand and strictly comply with generally accepted accounting principles and all standards, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts.

COMPLIANCE WITH LAWS AND REGULATIONS

Each covered person has an obligation to comply with all laws, rules and regulations applicable to the Company's operations. These include, without limitation, laws covering bribery and kickbacks, copyrights, trademarks and trade secrets, information privacy, insider trading, illegal political contributions, antitrust prohibitions, foreign corrupt practices, offering or receiving gratuities, environmental hazards, employment discrimination or harassment, occupational health and safety, false or misleading financial information or misuse of corporate assets. You are expected to understand and comply with all laws, rules and regulations that apply to your job position. If any doubt exists about whether a course of action is lawful, you should seek advice from your supervisor or the General Counsel and Secretary.

POLITICAL CONTRIBUTIONS AND ACTIVITIES

The Company encourages covered persons to participate in the political process as individuals and on their own time. However, federal and state contribution and lobbying laws severely limit the contributions the Company can make to political parties or candidates. It is Company policy that Company funds or assets not be used to make a political contribution to any political party or candidate, unless prior approval has been given by the General Counsel and Secretary.

The following guidelines are intended to ensure that any political activity you pursue complies with this policy:

- Contribution of Funds. You may contribute your personal funds to political parties or candidates. The Company will not reimburse you for personal political contributions.
- Volunteer Activities. You may participate in volunteer political activities during non-work time. You may not participate in political activities during working hours.
- Use of Company Facilities. The Company's facilities may not be used for political activities (including fundraisers or other activities related to running for office). The Company may make its facilities available for limited political functions, including speeches by government officials and political candidates, with the approval of the General Counsel and Secretary.
- Use of Company Name. When you participate in political affairs, you should be careful to make it clear that your views and actions are your own, and not made on behalf of the Company. For instance, Company letterhead should not be used to send out personal letters in connection with political activities.

These guidelines are intended to ensure that any political activity you pursue is done voluntarily and on your own resources and time. Please contact the General Counsel and Secretary if you have any questions about this policy.

COMPLIANCE WITH ANTITRUST LAWS

Antitrust laws of the U.S. and other countries are designed to protect consumers and competitors against unfair business practices and to promote and preserve competition. Our policy is to compete vigorously and ethically while complying with all antitrust, monopoly, competition or cartel laws in all countries, states or localities in which the Company conducts business.

Actions that Violate U.S. Antitrust Laws

In general, U.S. antitrust laws forbid agreements or actions “in restraint of trade.” All covered persons should be familiar with the general principles of the U.S. antitrust laws. The following is a summary of actions that are violations of U.S. antitrust laws:

- Price Fixing. The Company may not agree with its competitors to raise, lower or stabilize prices or any element of price, including discounts and credit terms.
- Limitation of Supply. The Company may not agree with its competitors to limit its production or restrict the supply of its services.
- Allocation of Business. The Company may not agree with its competitors to divide or allocate markets, territories or customers.
- Boycott. The Company may not agree with its competitors to refuse to sell or purchase products from third parties. In addition, the Company may not prevent a customer from purchasing or using non-Company products or services.
- Tying. The Company may not require a customer to purchase a product that it does not want as a condition to the sale of a different product that the customer does wish to purchase.

Meetings with Competitors

Covered persons should exercise caution in meetings with competitors. Any meeting with a competitor may give rise to the appearance of impropriety. As a result, if you are required to meet with a competitor for any reason, you should obtain the prior approval of the General Counsel and Secretary. You should try to meet with competitors in a closely monitored, controlled environment for a limited period of time. The contents of your meeting should be fully documented. Specifically, you should avoid any communications with a competitor regarding:

- Prices;
- Costs;
- Market share;

- Allocation of sales territories;
- Profits and profit margins;
- Supplier’s terms and conditions;
- Product or service offerings;
- Terms and conditions of sale;
- Production facilities or capabilities;
- Bids for a particular contract or program;
- Selection, retention or quality of customers; or
- Distribution methods or channels.

Professional Organizations and Trade Associations

Covered persons should be cautious when attending meetings of professional organizations and trade associations at which competitors are present. Attending meetings of professional organizations and trade associations is both legal and proper, if such meetings have a legitimate business purpose. At such meetings, you should not discuss pricing policy or other competitive terms, plans for new or expanded facilities or any other proprietary, competitively sensitive information. You are required to notify the General Counsel and Secretary prior to attending any meeting of a professional organization or trade association.

Seeking Help

Violations of antitrust laws carry severe consequences and may expose the Company and covered persons to substantial civil damages, criminal fines and, in the case of individuals, prison terms. Whenever any doubt exists as to the legality of a particular action or arrangement, it is your responsibility to contact the General Counsel and Secretary promptly for assistance, approval and review.

COMPLIANCE WITH INSIDER TRADING LAWS

Covered persons are prohibited from trading in the stock or other securities of the Company while in possession of material, non-public information about the Company. In addition, covered persons are prohibited from recommending, “tipping” or suggesting that anyone else buy or sell stock or other securities of the Company on the basis of material, non-public information. Covered persons who obtain material non-public information about another company in the course of their employment are prohibited from trading in the stock or securities of the other company while in possession of such information or “tipping” others to trade on the basis of such information. Violation of insider trading laws can result in severe fines and criminal penalties, as well as disciplinary action by the Company, up to and including termination of employment.

Information is “non-public” if it has not been made generally available to the public by means of a press release or other means of widespread distribution. Information is “material” if a reasonable investor would consider it important in a decision to buy, hold or sell stock or other securities. As a rule of thumb, any information that would affect the value of stock or other

securities should be considered material. Examples of information that is generally considered “material” include:

- Dividend changes;
- Earnings and earnings estimates;
- Significant write-offs;
- Events regarding the Company’s securities;
- Changes in auditors or other significant developments regarding auditors or financial statements, such as the need for restatement;
- Significant merger, acquisition, tender offer, joint venture proposals or agreements;
- Material acquisition, disposition or other transactions;
- Major litigation, tax or regulatory matters;
- Changes in control;
- Defaults under the Company’s management agreement;
- Significant new areas of business;
- Liquidity problems or bankruptcy; and
- Extraordinary management developments or changes in senior personnel.

The laws against insider trading are specific and complex. Any questions about information you may possess or about any dealings you have had in the Company’s securities should be promptly brought to the attention of the General Counsel and Secretary. The Company also has a detailed policy on insider trading, which may be obtained from the General Counsel and Secretary.

PUBLIC COMMUNICATIONS AND REGULATION FD

Public Communications Generally

The Company places a high value on its credibility and reputation in the community. What is written or said about the Company in the news media and investment community directly impacts our reputation, positively or negatively. Our policy is to provide timely, accurate and complete information in response to public requests (media, analysts, etc.), consistent with our obligations to maintain the confidentiality of competitive and proprietary information and to prevent selective disclosure of market-sensitive financial data. To ensure compliance with this

policy, all news media or other public requests for information regarding the Company should be directed to the Company's investor relations team. The investor relations team will work with you and the appropriate personnel to evaluate and coordinate a response to the request.

Compliance with Regulation FD

In connection with its public communications, the Company is required to comply with a rule under the federal securities laws referred to as Regulation FD (which stands for "fair disclosure"). Regulation FD provides that, when we disclose material, non-public information about the Company to securities market professionals or stockholders (where it is reasonably foreseeable that the stockholders will trade on the information), we must also disclose the information to the public. "Securities market professionals" generally include broker-dealers (including their investment analysts), institutional investors, investment managers and other investment advisers.

Only official spokespersons of the Company are authorized to disclose information about the Company in response to requests from securities market professionals or stockholders. If you receive a request for information from any securities market professionals or stockholders, promptly contact the investor relations team to coordinate a response to such request.

Covered persons who regularly interact with securities market professionals are specifically covered by Regulation FD and have a special responsibility to understand and comply with Regulation FD. Contact the General Counsel and Secretary if you have any questions about the scope or application of Regulation FD. The Company also has a detailed policy on Regulation FD, which may be obtained from the General Counsel and Secretary.

Social Media

The Company takes no position on a covered person's decision to participate in any type of personal social media sites (e.g., LinkedIn, Facebook), contributing to online information sites (e.g., Wikipedia) or maintaining a personal blog. However, use of social media also presents certain risks and carries with it certain responsibilities.

Notwithstanding the foregoing, covered persons may not post comments regarding the Company on blogs, personal social media sites, in response to media articles or otherwise, indicating that such comments reflect the views of the Company or that defame or injure the reputation of the Company or its affiliates. When engaging in personal social media activity, covered persons must be clear that they are speaking for themselves and not on behalf of the Company. The Company respects the free speech rights of all covered persons, but covered persons must remember that customers, colleagues and supervisors often have access to online content. Keep this in mind when publishing information online that can be seen by more than friends and family, and know that information originally intended just for friends and family can be forwarded on. Remember never to disclose non-public information of the Company (including confidential information), and be aware that taking public positions online that are counter to the Company's interests might cause conflict.

Each covered person is solely responsible for what such covered person posts online. Keep in mind that any of your conduct that adversely affects your job performance, the performance of fellow covered persons or otherwise affects customers, suppliers, people who work on behalf of the Company or the Company's legitimate business interests may result in disciplinary action up to and including termination.

EMPLOYMENT PRACTICES

The Company pursues fair employment practices in every aspect of its business. covered persons must comply with all applicable labor and employment laws, including anti-discrimination laws and laws related to freedom of association, privacy and collective bargaining. It is your responsibility to understand and comply with the laws, regulations and policies that are relevant to your job. Failure to comply with labor and employment laws can result in civil and criminal liability against you and the Company or the Manager, as well as disciplinary action by the Company or the Manager, up to and including termination of employment. Please contact your supervisor or the General Counsel and Secretary if you have any questions about the laws, regulations and policies that apply to you.

Harassment and Discrimination

The Company is committed to providing equal opportunity and fair treatment to all individuals on the basis of merit, without discrimination because of race, color, religion, national origin, sex (including pregnancy), sexual orientation, age, disability, veteran status or other characteristic protected by law. The Company prohibits harassment in any form, whether physical or verbal and whether committed by managers, non-managerial personnel or non-covered persons. Harassment may include, but is not limited to, offensive sexual flirtations, unwanted sexual advances or propositions, verbal abuse, sexually or racially degrading words, or the display in the workplace of sexually suggestive objects or pictures.

If you have any complaints about discrimination or harassment, report such conduct to your supervisor or the General Counsel and Secretary. All complaints will be treated with sensitivity and discretion. The Company will protect your confidentiality to the extent possible, consistent with law and the Company's need to investigate your concern. Where the Company's investigation uncovers harassment or discrimination, it will take prompt corrective action, which may include disciplinary action by the Company or the Manager, up to and including, termination of employment. The Company strictly prohibits retaliation against a covered person who, in good faith, files a complaint.

Alcohol and Drugs

The Company is committed to maintaining a drug-free work place. All covered persons must comply strictly with Company policies regarding the abuse of alcohol and the possession, sale and use of illegal substances. Drinking alcoholic beverages is prohibited while on duty or on the premises of the Company, unless approved by a member of senior management. Possessing, using, selling or offering illegal drugs and other controlled substances is prohibited under all circumstances while on duty or on the premises of the Company. Likewise, you are prohibited from reporting to work, or driving any vehicle on Company business, while under the influence

of alcohol or any illegal drug or controlled substance which is prohibited under any local, state or federal law.

Violence Prevention and Weapons

The safety and security of covered persons is vitally important. The Company will not tolerate violence or threats of violence in, or related to, the workplace. Covered persons who experience, witness or otherwise become aware of a violent or potentially violent situation that occurs on the Company's property or affects the Company's business must immediately report the situation to their supervisor or the General Counsel and Secretary.

The Company does not permit any individual to have weapons of any kind on Company property, while on the job or off-site while on Company business. This is true even if you have obtained legal permits to carry weapons. The only exception to this policy applies to security personnel or other covered persons who are specifically authorized by Company executive management to carry weapons.

CONCLUSION

This Code of Business Conduct and Ethics contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics. If you have any questions about these guidelines, please contact your supervisor or the General Counsel and Secretary . We expect all covered persons to adhere to these standards.

The sections of this Code of Business Conduct and Ethics titled "Introduction," "Conflicts of Interest," "Company Records," "Accuracy of Financial Reports and Other Public Communications" and "Compliance with Laws and Regulations," as applied to the Company's principal executive and principal financial officers, shall be our "code of ethics" within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder, including Item 406 of Regulation S-K.

This Code and the matters contained herein are neither a contract of employment nor a guarantee of continuing Company policy. We reserve the right to amend, supplement or discontinue this Code and the matters addressed herein, without prior notice, at any time.

ANGEL OAK MORTGAGE REIT, INC.

CODE OF BUSINESS CONDUCT AND ETHICS ACKNOWLEDGMENT

I hereby acknowledge that I have received, read, understand and will comply with the Angel Oak Mortgage REIT, Inc. Code of Business Conduct and Ethics.

I will seek guidance from, and raise concerns about possible violations of the Code of Business Conduct and Ethics with my supervisor or Angel Oak Mortgage, Inc.'s General Counsel and Secretary.

I understand that my agreement to comply with the Code of Business Conduct and Ethics does not constitute a contract of employment.

Please sign here: _____

Print Name: _____

Date: _____

This signed and completed form must be returned to Angel Oak Mortgage, Inc.'s General Counsel and Secretary within ten (10) business days of receiving this Code.