

Whistle-Blower Policy for Employees

iCAD, Inc.

Approved February 4, 2016

iCAD, Inc. (the “Company”) has established a procedure by which employees can report to the Company allegations of known or suspected Improper Activities (as hereinafter defined).

“Improper Activities” include, but are not limited to, (i) questionable accounting, internal accounting controls or auditing matters; (ii) disclosures in documents filed by the Company with the Securities and Exchange Commission (the “SEC”) and other public disclosures made by the Company that may not be complete or accurate; (iii) violations of the Company’s Code of Conduct; (iv) violations of federal or state securities laws or other laws applicable to the Company; (v) wire fraud, mail fraud, bank fraud, or any fraud against the Company’s stockholders or under statute; (vi) forgery or alteration of documents; (vii) misappropriation or misuse of Company resources, such as funds or other assets; (viii) authorizing or receiving compensation for goods not received or services not performed; or (ix) any other activity by an employee that is undertaken in the performance of the employee's official duties, whether or not that action is within the scope of his or her employment, and that is in violation of any state or federal law or regulation, or constitutes malfeasance, bribery, fraud, misuse of Company property, or willful omission to perform his or her duties, or involves gross misconduct.

Employees are encouraged to use the guidance provided by this policy for reporting Improper Activities in accordance with the following:

1. *Reporting Requirement.* All officers, directors and employees are required to report information concerning Improper Activities. Such reports are encouraged to be made in writing so as to assure a clear understanding of the issues, but may be oral. Such reports should be factual rather than speculative or conclusory, and should contain specific information to allow for proper assessment of the nature, extent and urgency of the issues raised in the report.

Reporting employees should refrain from (i) obtaining evidence for which they do not have a right of access and (ii) conducting their own investigative activities.

It is the Company’s policy that no employee shall be subject to disciplinary or retaliatory action by the Company or any of its employees or agents as a result of the employee’s submitting a report hereunder. However, employees who file reports of Improper Activities or provide evidence which they know to be false or without a reasonable belief in the truth and accuracy of such information will not be protected by the above policy statement and may be subject to disciplinary action and legal claims.

Reporting employees that report Improper Activities on an anonymous basis must provide sufficient corroborating evidence to justify the commencement of an investigation. Unspecified wrongdoing or broad allegations without verifiable evidentiary support may not lead to an investigation. Because of the inability of investigators to interview anonymous reporting employees, it may be more difficult to evaluate the credibility of an Improper Activity and therefore, it may be less likely that an investigation of an anonymous report will be initiated.

2. *Procedure for Reporting Improper Activities.* To submit a report involving any known or suspected Improper Activity, an employee may contact the Audit Committee of the Company's Board of Directors by calling 937-431-7983 and leaving a voicemail message, sending an e-mail to auditcommittee@icadmed.com, or sending a letter to the Audit Committee in care of the Company's headquarters office in Nashua, New Hampshire. Employees are encouraged to provide as much specific information as possible including names, dates, places and events that took place, and the employee's perception of why the incident(s) constitute an Improper Activity. Anonymous written or telephonic communications will be accepted. Reports submitted through this process that involve the Company's accounting, auditing, and internal auditing controls and disclosure practices will be presented by the Chair of the Audit Committee to the full Audit Committee of the Company's Board of Directors. An employee may utilize this process either to raise new complaints or if he or she feels that a complaint previously raised has not been appropriately handled.

The Audit Committee of the Company's Board of Directors will report to the full Board of Directors of the Company on matters arising under this Policy. The responsibilities of the Chairman of the Audit Committee under this Policy include oversight of the following matters:

- Administering, implementing and overseeing ongoing compliance under the Policy.
- Establishing, amending where necessary and administering procedures to assure that reports of Improper Activities will be collected, reviewed promptly, treated or resolved in an appropriate manner, and retained.
- Establishing, amending where necessary and administering procedures that enable employees to submit reports of Improper Activities and related concerns in a confidential and anonymous manner.
- Ensuring that the individuals at the Company who are responsible for preparing and reviewing the Company's public filings with the SEC and other public disclosures are made aware of reports of Improper Activities involving the Company's accounting, auditing, and internal auditing controls or disclosure practices.