



TRULEUM

**144 LEGEND
LIFTING POLICY**

Effective Date: October 10, 2017

Restricted Stock Sale Policy (Rule 144)

This policy outlines the procedures for a shareholder to sell or transfer their restricted shares pursuant to Rule 144. More specifically, this policy will outline the procedure of Truleum, Inc. (the “Company”) with respect to removing a legend. The policy will be applicable to any request to remove a legend.

Restricted securities cannot be sold to the public until the legend has been removed from the certificate. Only a transfer agent can remove a restrictive legend. However, the transfer agent will not remove the legend without the consent of the Company that the restricted legend can be removed. This consent is usually in the form of an opinion letter from the Company’s counsel. Without the consent, the transfer agent does not have the authority to remove the legend and execute the trade in the marketplace.

Effective immediately, the Company will only accept a request to remove a legend **from a broker**. As such, requests received from shareholders will not be accepted and the shareholder will be advised of the new policy. Upon request, any shareholder who requests a copy of the policy may be provided with a copy. Further, shareholders requesting legend removal should be advised that the process would begin with them, the shareholder, depositing the shares with a broker familiar with the procedure for removing the legend.

1. **Transfer Agent Requirements to Remove a Legend.** To remove the legend, the shares must be presented to the Transfer Agent “in good transfer” form. In general terms, this means that all appropriate legal opinions, releases or other documents outlined in this policy accompany the securities when presented to the Transfer Agent.

“In good transfer form” means that the following documentation must accompany the certificate(s)

- a) An appropriate endorsement of the Certificate(s) with Medallion signature guarantee.
- b) For shareholders that are a corporation, a corporate resolution where applicable. The endorsement must include the officer’s title, and be signed by an officer other than the one executing the resolution.
- c) A copy of the appropriate opinion from Issuer’s counsel, addressed to the Transfer Agent, covering the specific transfer (samples attached). The Company will not accept a blanket opinion covering multiple transfers.

- d) A certification of prior sales executed by the presenting broker, if appropriate. If a Registration Statement covers the sale, the presenting broker should execute a certification of sale with a reference to the date of the prospectus.

2. **Removal of a Restricted Legend under Rule 144(d).**

A. In order for the Company to consent to a legend removal request, the following documents must be received:

- Request to lift legend for sale of shares:
- Broker Representation Letter
- Seller's Representation Letter
- Copy of the certificates

For legend lifts that do not involve a sale, the Broker Representation Letter is not required; however, this does not preclude the requirement that any request to remove a legend be received from a broker.

B. If the appropriate documents have not been received, forward our forms to the Broker and request completion.

C. **LEGEND LIFT CANNOT OCCUR WITHOUT OUR FORMS BEING PROPERLY COMPLETED.**

D. All opinion's of counsel or consents for removal of legends will be returned to the broker via First Class Mail, fax or email.

3. **Requests for Transfer.** If a shareholder wishes to transfer the shares to another name, without removing a restrictive legend, the following documents must be sent directly to the transfer agent:

- An endorsement by the registered shareholder
- A corporate resolution is required if the shares are registered in the name of a corporation or other entity. The resolution must state that the person signing on the behalf of the Company is authorized to sell and/or transfer the shares.
- A Medallion Signature guarantee (by a commercial bank, trust or brokerage firm)

- a letter of instruction, explaining how to transfer the shares including the Name, address and social security number of the person or persons receiving the stock along with delivery instructions

The Transfer Agent sends the package, along with their cover letter, requesting approval of the transfer to the Company.

4. Time for Handling Requests

A. **Legend Removal Requests.** Though no statutory requirement exists, the Company will strive to review and provide responses to legend removal requests within thirty (30) days of receipt of a proper request containing all of the appropriate documents.

B. **Transfer Requests.** The Transfer Agent typically requests a response to their request within three (3) days of the date of the request to the Company. Although the Company will strive to comply with this request, it is under no obligation to comply. If the Company will not meet the three (3) day reply time, notice of needing more time will be sent to the Transfer Agent.

Exhibit A

Restricted Legend Sample

EXAMPLE OF RESTRICTED LEGEND

THE SHARES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE “ACT”), OR ANY OTHER SECURITIES LAWS AND MAY NOT BE OFFERED FOR SALE, SOLD, TRANSFERRED, ASSIGNED, HYPOTHECATED OR OTHERWISE DISPOSED EXCEPT (I) UPON EFFECTIVE REGISTRATION OF THE SECURITIES UNDER THE ACT AND OTHER APPLICABLE SECURITIES LAWS COVERING SUCH SECURITIES, OR (II) UPON ACCEPTANCE BY THE COMPANY OF AN OPINION OF COUNSEL IN SUCH FORM AND BY SUCH COUNSEL, OR OTHER DOCUMENTATION, AS IS SATISFACTORY TO COUNSEL FOR THE COMPANY TO THE EFFECT THAT SUCH REGISTRATION IS NOT REQUIRED.

EXHIBIT B

Seller's Rule 144 Representation Letter to Broker
(Non-Affiliate – Six Month to One Year Holding Period)

(Date)

Broker Name: _____
Address: _____
Address: _____
City/State/Zip: _____

Re: Restricted Stock Sale
Shareholder: _____
Certificate No: _____
No. of Shares: _____

Dear Sir:

This letter will confirm to you that I have requested you to sell for my account, in “brokers’ transactions,” as that term is used in Rule 144, _____ shares of Restricted Common Stock (the “Shares”) of Truleum, Inc. (the “Issuer”) in accordance with the provisions of Rule 144.

1. I have not sold the Shares as of the date of this letter and I will not sell the Shares until the restrictive legend has been removed.
2. I have no knowledge of any material non-public information about the Issuer.
3. I am not an underwriter with respect to the Shares, nor will the proposed transaction be part of a distribution of securities of the Issuer.
4. I have not been an officer, director, or 10 % or more shareholder of the Issuer or in any other way an “affiliate” of the Issuer as that term is defined in Rule 144 (a)(1) for the three month period immediately preceding the proposed sale under Rule 144.
5. I have owned the Shares, both beneficially and of record, for at least six months. Full consideration for the Shares (including the payment of any promissory note or other obligation given in exchange for the Shares) was given at least six months prior to the date of this letter.

Initials

6. I fully intend to sell the Shares within a reasonable period of time. If any portion of the Shares is not sold within 90 days, I will return the unsold shares to my broker to have the restrictive legend placed back on the face of the certificate(s) immediately.
7. Based in part upon information published or made available to me by the Issuer, I have reason to believe there is adequate current public information with respect to the Issuer. I understand that if I do not sell the shares immediately, I must make certain that when I do sell the Shares, there is adequate current public information with respect to the Issuer.
8. I understand that any opinion letter issued by the Company will only be effective for 90 days. If the shares and other documents are not presented within 90 days, the legend may not be removed by the transfer agent.

I am familiar with the provisions of Rule 144 and agree that, in connection with the matters described above you and the Issuer are relying the statements made herein. The Issuer may rely on such statements as if this letter were addressed to the Issuer.

Very truly yours,

(Shareholder Signature)

(Printed

Name)

Initials

EXHIBIT C

Seller's Rule 144 Representation Letter to Broker
(Non-Affiliate –One Year Holding Period)

(Date)

Broker Name: _____
Address: _____
Address: _____
City/State/Zip: _____

Re: Restricted Stock Sale
Shareholder: _____
Certificate No: _____
No. of Shares: _____

Dear Sir:

This letter will confirm to you that I have requested you to sell for my account, in “brokers’ transactions,” as that term is used in Rule 144, _____ shares of Restricted Common Stock (the “Shares”) of Truleum, Inc. (the “Issuer”) in accordance with the provisions of Rule 144.

1. I have not sold the Shares as of the date of this letter and I will not sell the Shares until the restrictive legend has been removed.
2. I have no knowledge of any material non-public information about the Issuer.
3. I am not an underwriter with respect to the Shares, nor will the proposed transaction be part of a distribution of securities of the Issuer.
4. I have not been an officer, director, or 10 % or more shareholder of the Issuer or in any other way an “affiliate” of the Issuer as that term is defined in Rule 144 (a)(1) for the three month period immediately preceding the proposed sale under Rule 144.
5. I have owned the Shares, both beneficially and of record, for at least one year. Full consideration for the Shares (including the payment of any promissory note or other obligation given in exchange for the Shares) was given at least one year prior to the date of this letter.

Initials

6. I understand that nay opinion letter issued by the Company will only be effective for 90 days. If the shares and other documents are not presented to the transfer agent within 90 days of the date of the opinion letter, the transfer agent may not remove the legend.

I am familiar with the provisions of Rule 144 and agree that, in connection with the matters described above you and the Issuer are relying the statements made herein. The Issuer may rely on such statements as if this letter were addressed to the Issuer.

Very truly yours,

(Shareholder Signature)

(Printed Name)

Initials

Exhibit D

Broker's Rule 144 Representation Letter
(Non-Affiliate)

(Date)

Truleum, Inc.
Attention:

Re: Restricted Stock Sale
Shareholder: _____
Certificate No: _____
No. of Shares: _____

Dear

In connection with the sale of _____ shares of Truleum, Inc. (the "Company") by our Client, _____, which sale has been made under Rule 144, as promulgated under the Securities Act of 1933, as amended. _____ (Selling Brokerage Firm Name)

hereby acknowledges that it:

1. Has fully complied with the "Manner of Sale" provisions as contained in paragraph (f) of the Rule.
2. Has received no more than usual and customary broker dealer compensation.
3. Has neither solicited nor arranged for the solicitation of orders to buy the Securities in anticipation of or in connection with the aforementioned transaction.
4. Has made reasonable inquiry as required by Rule 144 and is unaware of any circumstances indicating that the seller is failing to comply with the Rule.
5. Has not sold the Shares as of the date of this letter, and will not execute any order to sell the Shares until the restrictive legend has been removed.

6. Any opinion letter issued by the Company is only effective for 90 days and unless presented to the Company's transfer agent within 90 days, may not be relied upon to remove any legend.

In addition, please find enclosed herewith a copy of the Seller's Representation Letter and Notice of Proposed Sale as filed with the Securities and Exchange Commission. We would appreciate it if you would furnish us with a copy of your opinion letter to the transfer agent authorizing them to transfer said shares free of any restrictive legends.

Very truly yours,

(Broker Signature)

(Printed Name)

Initials

Exhibit E

Rule 144 Opinion Letter

(Date)

Equity Stock Transfer LLC
237 W 37th St. Suite 602
New York, NY 10018

Re: Restricted Stock Sale
Shareholder: _____
Certificate No: _____
No. of Shares: _____

Dear Sir:

[_____ (the "Broker") has requested us to render an opinion with respect to the proposed sale by _____ (the "Seller") of _____ shares of the Common Stock of Truleum, Inc. (the "Issuer")] OR [Truleum, Inc. (the "Issuer") has requested us to render an opinion with respect to the proposed sale by _____ (the "Seller") of _____ shares of the Common Stock of the Issuer]. We understand that such shares are restricted securities within the meaning of Rule 144, that the certificates for such shares are marked with a legend to such effect and that your transfer books are marked with a stop order with respect to these securities.

In connection with the opinion hereinafter expressed, we have relied upon the representations of the Seller contained in the Seller's Rule 144 Representation Letter dated _____, 20____ and the representations of the Seller's broker, _____, contained in its letter dated _____, 20____.

Based upon the foregoing, we are of the opinion that such transfer may be consummated in the absence of registration under the Securities Act of 1933, as amended, by virtue of the exemption from registration afforded by Rule 144.

Upon your receipt of appropriate transfer instructions, together with the legended stock certificate, you are hereby authorized to remove the stop order on your books with respect to the shares sold, effect the transfer requested and issue new certificates in accordance with the transfer instructions free of any restrictive legend on the certificates or stop order on its transfer books.

In the event that a balance certificate is issued to the Seller, you are hereby instructed to mark your transfer books with a stop order with respect to the shares evidenced by such balance certificate and to mark the certificate with the restrictive legend marked on the certificates submitted to you for transfer.

You are advised that unless the shares are presented for transfer within 90 days of the date of this letter, this opinion letter may not be relied upon to effect any transfer or sale.

Very truly yours,

(Signature)

(Printed Name)

Initials