

COMARCO, INC.
POLICY FOR COMPLAINTS REGARDING
ACCOUNTING AND AUDIT CONCERNS

Under federal securities laws, the Audit Committee of the Board of Director's (the "Audit Committee") of COMARCO, Inc. (together with its subsidiaries, the "Company") must establish procedures for: (a) receiving, retaining and treating complaints (from any source) regarding the Company's accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting or auditing matters. The matters referred to in (a) and (b) above are referred to herein, collectively, as "Accounting and Audit Concerns."

The Company is committed to achieving compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. Accordingly, the Audit Committee has adopted this Policy in order to facilitate the confidential, anonymous reporting by employees and any other persons regarding any Accounting and Audit Concerns. Any employee of the Company may submit to the Company a good faith complaint regarding, and cooperate and assist in the investigation of any, Accounting and Audit Concerns without fear of dismissal or retaliation of any kind.

Definition of Accounting and Audit Concerns

Accounting and Audit Concerns relate to any questionable accounting or auditing matters, including, without limitation, the following:

- fraud or other intentional violations of federal securities laws or regulations, including deliberate error in the recording and maintaining of financial records of the Company;
- deficiencies in or noncompliance with the Company's internal accounting controls;
- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- misrepresentation or false statement to or by any senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- deviation from full and fair reporting of the Company's financial condition.

The above list is provided for illustrative purposes only and should not be interpreted as limiting the types of Accounting and Audit Concerns that employees and others should report.

Compliance Hotline Reporting

The Company has established a secure Compliance Hotline that is only accessible by the Company's Manager of Human Resources or the Chairman of the Audit Committee as a means of receiving and directing concerns from employees and any other persons relating to Accounting and Auditing Concerns. Confidential, anonymous reports of Accounting and Auditing Concerns may be made 24 hours a day, seven days a week by calling the Company's Compliance Hotline at: 800.850.4727 and leaving a confidential message

Normally the Company's Manager of Human Resources will pick up all messages made to the Compliance Hotline and review them with the Chairman of the Audit Committee on a timely basis. In the absence of the Manager of Human Resources, the Chairman of the Audit Committee will pick up all messages. These individuals have the experience necessary to produce an actionable report. Each caller may choose either to remain anonymous or give his or her name with the report. A written record of the content of each caller's report as well as a voice recording of the telephone call will be maintained and forwarded to both to the Audit Committee Chairman and the Company's outside General Council (currently Paul Hastings).

Responsibility of Audit Committee The Audit Committee is responsible, as a group or by delegating to any individual member, for determining, depending on the credibility and significance of any report received, whether to:

- (a) gather any additional information regarding the matters addressed in each report from the complainant (if not anonymous), from the Company or from any other relevant source;
- (b) delegate further investigation of any report to the Chief Executive Officer Chief Financial Officer or Corporate Secretary;
- (c) employ (at the Company's expense) an independent third party (including outside legal counsel, if necessary) to investigate any report; or
- (d) employ some combination of the foregoing.

Finally, the Audit Committee, as a group, will each review the results of the investigation and reports received during each quarter to determine, among other things, whether there are any patterns within any reports that suggest that such pattern or report should be investigated further.

Responsibility of Company Personnel

Management shall post a copy of this Policy on the Company's external website and also shall promptly announce to the Company's employees and others via the website any changes to the Compliance Hotline relating to Accounting and Audit Concerns.

The Corporate Secretary shall be responsible for retaining copies of all reports and any investigative materials related thereto. In the event of any government investigation proceeding or any litigation related to such report, all documents shall be retained at least until the end of the investigation or proceeding.