

U.S. SILICA HOLDINGS, INC.

CODE OF CONDUCT FOR THE BOARD OF DIRECTORS

Adopted on November 18, 2011

The members of the Board of Directors (the “Board”) of U.S. Silica Holdings, Inc. (“U.S. Silica” or the “Company”) acknowledge and accept the scope and extent of our duties as directors. We have a responsibility to carry out our oversight responsibility in the interests of all U.S. Silica stockholders, within the scope of our authority and consistent with our fiduciary duties and our governance documents. The Board has adopted this Code of Conduct for the Board of Directors (this “Code”) and, except as otherwise provided in the Certificate of Incorporation of the Company, our directors are expected to adhere to the standards that follow:

Members of the Board will:

- act in the best interests of, and fulfill their fiduciary obligations to, all stockholders of the Company;
- act honestly, fairly, ethically and with integrity;
- conduct themselves in a professional, courteous and respectful manner;
- comply with all applicable laws, rules and regulations;
- act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated;
- act in a manner to enhance and maintain the reputation of the Company, and protect the Company’s assets and ensure their efficient use for legitimate business purposes;
- disclose any potential conflicts of interest, including those that they may have regarding any matters that may come before the Board, and abstain from discussion and voting on any matter in which they have or may have a conflict of interest;
- make available to and share with fellow directors information as may be appropriate to ensure proper conduct and sound operation of the Company and the Board;
- respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service as directors, except when authorized or legally required to disclose such information; and
- not use confidential information acquired in the course of their service as directors for their personal advantage.

A director who has concerns regarding compliance with this Code should raise those concerns with the Chair of the Audit Committee, who will determine what action shall be taken to deal with the concern. In the extremely unlikely event that a waiver of this Code or any other applicable Company policy for a director would be in the best interest of the Company, it must be approved by the disinterested members of the Board and disclosed promptly as required by law.