

U.S. SILICA HOLDINGS, INC.

BOARD OF DIRECTORS POLICY ON INSIDER TRADING

Adopted on April 27, 2012

BACKGROUND

The board of directors of U.S. Silica Holdings, Inc. (together with its subsidiaries, “U.S. Silica” or the “Company”) has adopted this Policy on Insider Trading (this “Policy”) for members of the Company’s board of directors (“Board”) and the Company’s officers, employees and consultants with respect to the trading of the Company’s securities, as well as the securities of publicly traded companies with whom the Company has a business relationship.

Federal and state securities laws prohibit the purchase or sale of a company’s securities by persons who are aware of material information about that company that is not generally known or available to the public. These laws also prohibit persons who are aware of such material nonpublic information from disclosing this information to others who may trade. Companies and their controlling persons are also subject to liability if they fail to take reasonable steps to prevent insider trading by company personnel.

It is important that you understand the breadth of activities that constitute illegal insider trading and the consequences, which can be severe. Both the Securities and Exchange Commission (the “SEC”) and the New York Stock Exchange investigate and are very effective at detecting insider trading. The SEC, together with the United States Attorneys’ Office, pursue insider trading violations vigorously. Cases have been successfully prosecuted against trading by employees through foreign accounts, trading by family members and friends and trading involving only a small number of shares.

This Policy is designed to prevent insider trading or allegations of insider trading, and to protect the Company’s reputation for integrity and ethical conduct. It is your obligation to understand and comply with this Policy. Should you have any questions regarding this Policy, please contact the Company’s General Counsel or Chief Compliance Officer.

PENALTIES FOR NONCOMPLIANCE

Civil and Criminal Penalties

Potential penalties for insider trading violations include (1) imprisonment for up to 20 years, (2) criminal fines of up to \$5 million and (3) civil fines of up to three times the profit gained or loss avoided.

Controlling Person Liability

If the Company fails to take appropriate steps to prevent illegal insider trading, the Company may have “controlling person” liability for a trading violation with civil penalties of up to the greater of \$1 million and three times the profit gained or loss avoided, as well as a criminal penalty of up to \$25 million. The civil penalties can extend personal liability to the Company’s

directors, officers and other supervisory personnel if they fail to take appropriate steps to prevent insider trading.

Company Sanctions

Failure to comply with this Policy may also subject you to Company-imposed sanctions, including dismissal for cause, whether or not your failure to comply with this Policy results in a violation of law.

SCOPE OF POLICY

Persons Covered

As a member of the Board, officer, employee or consultant of the Company or its subsidiaries, this Policy applies to you. The same restrictions that apply to you apply to your family members who reside with you, anyone else who lives in your household and any family members who do not live in your household but whose transactions in Company securities are directed by you or are subject to your influence or control (such as parents or children who consult with you before they trade in Company securities). You are responsible for making sure that the purchase or sale of any security covered by this Policy by any such person complies with this Policy.

Companies Covered

The prohibition on insider trading in this Policy is not limited to trading in the Company's securities. It includes trading in the securities of other firms, such as customers or suppliers of the Company, or firms with which the Company may be negotiating major transactions, such as an acquisition, investment or sale. Information that is not material to the Company may nevertheless be material to one of those other firms.

Transactions Covered

Trading includes purchases and sales of stock, derivative securities such as put and call options, convertible debentures or preferred stock and debt securities (debentures, bonds and notes). Trading also includes certain transactions under Company plans, as follows:

- *Stock Option Exercises.* This Policy's trading restrictions generally do not apply to the exercise of a stock option. The trading restrictions do apply, however, to any sale of the underlying stock or to a cashless exercise of the option through a broker, as this entails selling a portion of the underlying stock to cover the costs of exercise.
- *Direct Stock Purchase Plan.* At any time the Company has a direct stock purchase plan, this Policy's trading restrictions will not apply to purchases of Company stock in such plan resulting from your periodic payroll contributions to the plan under an election you made at the time of enrollment in the plan. The trading restrictions do apply, however, to your sales of Company stock purchased under the plan.

- *401(k) Plan.* If the Company's 401(k) Plan permits the purchase of Company securities, then this Policy's trading restrictions will apply to any elections you may make under the 401(k) plan to (a) increase or decrease the percentage of your periodic contributions that will be allocated to the Company securities fund, (b) make an intra-plan transfer of an existing account balance into or out of the Company securities fund, (c) borrow money against your 401(k) plan account if the loan will result in a liquidation of some or all of your Company securities fund balance or (d) pre-pay a plan loan if the pre-payment will result in allocation of loan proceeds to the Company securities fund. This Policy's trading restrictions will not apply to any purchases of Company securities in the 401(k) plan resulting from any periodic contribution of money to the plan pursuant to payroll deductions.

STATEMENT OF POLICY

No Trading on Inside Information

You may not trade in the securities of the Company, directly or through family members or other persons or entities, if you are aware of material nonpublic information relating to the Company. Similarly, you may not trade in the securities of any other company if you are aware of material nonpublic information about that company which you obtained in the course of your employment with the Company.

No Tipping

You may not pass material nonpublic information on to others or recommend to anyone the purchase or sale of any securities when you are aware of such information. This practice, known as "tipping," also violates the securities laws and can result in the same civil and criminal penalties that apply to insider trading, even though you did not trade and did not gain any benefit from another's trading.

No Exception for Hardship

The existence of a personal financial emergency does not excuse you from compliance with this Policy.

Open Window, Blackout and Pre-Clearance Procedures

To help prevent inadvertent violations of the federal securities laws and to avoid even the appearance of trading on the basis of inside information, the Board has adopted an Addendum to the Policy on Insider Trading that applies to members of the Board, executive officers subject to Section 16 of the Securities Exchange Act of 1934, as amended ("Executive Officers") and certain designated employees and consultants of the Company and its subsidiaries who have access to material nonpublic information about the Company. The Company will notify you if you are subject to the Addendum.

The Addendum generally prohibits persons covered by it from trading in the Company's securities at any time other than during the period beginning the second full business day following the release of the Company's earnings for the prior quarter and ending on the last day

of the third month of the quarter, as well as during certain event-specific blackouts. Members of the Board and Executive Officers also must pre-clear all transactions in the Company's securities with the Chief Compliance Officer.

DEFINITION OF MATERIAL NONPUBLIC INFORMATION

Note that inside information has two important elements—materiality and public availability.

Material Information

Information is material if there is a substantial likelihood that a reasonable investor would consider it important in deciding whether to buy, hold or sell a security. Any information that could reasonably be expected to affect the price of the security is material. Common examples of material information are:

- Projections of future earnings or losses or other earnings guidance.
- Earnings that are inconsistent with the consensus expectations of the investment community.
- A pending or proposed merger, acquisition or tender offer or an acquisition or disposition of significant assets.
- A change in management or a change in the health of management.
- Major events regarding the Company's securities, including the declaration of a stock split or the offering of additional securities.
- Severe financial liquidity problems.
- Payout information related to the Company's incentive plan.
- Initiation of a dividend or change in the Company's dividend policy.
- Actual or threatened major litigation, or the resolution of such litigation.
- New major contracts, orders, customers or finance sources or the loss thereof.

Both positive and negative information can be material. Because trading that receives scrutiny will be evaluated after the fact with the benefit of hindsight, questions concerning the materiality of particular information should be resolved in favor of materiality, and trading should be prohibited.

Nonpublic Information

Nonpublic information is information that is not generally known or available to the public. One common misconception is that material information loses its "nonpublic" status as soon as a press release is issued disclosing the information. In fact, information is considered to

be available to the public only when it has been released broadly to the marketplace (such as by a press release or an SEC filing) and the investing public has had time to absorb the information fully. As a general rule, information is considered nonpublic until at least the second full trading day after the information is released. For example, if the Company announces financial earnings before trading begins on a Tuesday, the first time you can buy or sell Company securities is the opening of the market on Thursday (assuming you are not aware of other material nonpublic information at that time). However, if the Company announces earnings after trading begins on that Tuesday, the first time you can buy or sell Company securities is the opening of the market on Friday.

ADDITIONAL GUIDANCE

The Company considers it improper and inappropriate for those employed by or associated with the Company to engage in short-term or speculative transactions in the Company's securities or in other transactions in the Company's securities that may lead to inadvertent violations of the insider trading laws. Accordingly, your trading in Company securities is subject to the following additional guidance.

Short Sales

You may not engage in short sales of the Company's securities (sales of securities that are not then owned), including a "sale against the box" (a sale of securities that are owned with delayed delivery).

Publicly Traded Options

You may not engage in transactions in publicly traded options, such as puts, calls and other derivative securities, on an exchange or in any other organized market related to the Company's securities.

Standing Orders

Standing orders should be used only for a very brief period of time. A standing order placed with a broker to sell or purchase stock at a specified price leaves you with no control over the timing of the transaction. A standing order transaction executed by the broker when you are aware of material nonpublic information and not in an "open window" may result in unlawful insider trading.

Margin Accounts and Pledges

Securities held in a margin account or pledged as collateral for a loan may be sold without your consent by the broker if you fail to meet a margin call or by the lender in foreclosure if you default on the loan. Because a margin or foreclosure sale may occur at a time when you are aware of material nonpublic information or otherwise are not permitted to trade in Company securities, you are prohibited from holding Company securities in a margin account or pledging Company securities as collateral for a loan without seeking pre-clearance from the General Counsel and Chief Compliance Officer. An exception to this general prohibition may be granted where you clearly demonstrate the financial capacity to repay the loan without resort to

any pledged securities. If you wish to obtain an exception, you must submit a request for approval to the General Counsel and Chief Compliance Officer at least two weeks prior to the proposed execution of documents evidencing the proposed transaction.

POST-TERMINATION TRANSACTIONS

This Policy continues to apply to your transactions in Company securities even after you have terminated employment or other services to the Company or a subsidiary as follows: if you are aware of material nonpublic information when your employment or service relationship terminates, you may not trade in Company securities until that information has become public or is no longer material (usually when the Company files its next quarterly or annual report with the SEC).

UNAUTHORIZED DISCLOSURE

Maintaining the confidentiality of Company information is essential for competitive, security and other business reasons, as well as to comply with securities laws. You should treat all information you learn about the Company or its business plans in connection with your employment as confidential and proprietary to the Company. Inadvertent disclosure of confidential or inside information may expose the Company and you to significant risk of investigation and litigation.

The timing and nature of the Company's disclosure of material information to outsiders is subject to legal rules, the breach of which could result in substantial liability to you, the Company and its management. Accordingly, it is important that responses to inquiries about the Company by the press, investment analysts or others in the financial community be made on the Company's behalf only through authorized individuals.

Please consult the Company's Corporate Policy and Procedures for Compliance with Regulation FD for more details regarding the Company's policy on speaking to the media, financial analysts, investors and others.

PERSONAL RESPONSIBILITY

You should remember that ultimate responsibility for adhering to this Policy and avoiding improper trading rests with you. If you violate this Policy, the Company may take disciplinary action, including dismissal for cause.

COMPANY ASSISTANCE

Your compliance with this Policy is of the utmost importance both for you and for the Company. If you have any questions about this Policy or its application to any proposed transaction you may obtain additional guidance from the Company's General Counsel or Chief Compliance Officer. Do not try to resolve uncertainties on your own, as the rules relating to insider trading are often complex, not always intuitive and carry severe consequences.

CERTIFICATION

All employees who certify their understanding of, and intent to comply with, the Company's Code of Business Conduct and Ethics are deemed to certify their understanding of, and intent to comply with, this Policy as well.

This Policy is dated April 27, 2012 and supersedes any previous policy of the Company concerning insider trading.

U.S. SILICA HOLDINGS, INC.

ADDENDUM TO BOARD OF DIRECTORS POLICY ON INSIDER TRADING: PRE-CLEARANCE, OPEN WINDOW AND BLACKOUT PROCEDURES

To help prevent inadvertent violations of the federal securities laws and to avoid even the appearance of trading on inside information, the Board of Directors (“Board”) of U.S. Silica Holdings, Inc. (together with its subsidiaries, “U.S. Silica” or the “Company”) has adopted this Addendum to the Board’s Policy on Insider Trading (this “Addendum”). This Addendum applies to members of the Board, executive officers subject to Section 16 of the Securities Exchange Act of 1934, as amended (“Executive Officers”) and certain designated employees and consultants of the Company (“Covered Persons”) who have access to material nonpublic information about the Company. The positions of the Covered Persons subject to this Addendum are listed on the attached Schedule I. The Company may, from time to time, designate other positions that are subject to this Addendum and, in such case, will amend Schedule I as necessary to reflect such changes or the resignation or change of status of any individual.

This Addendum is in addition to and supplements the Company’s Policy on Insider Trading (the “Policy on Insider Trading”).

PRE-CLEARANCE PROCEDURES

Members of the Board and Executive Officers, together with their family members and other members of their household, may not engage in any transaction involving the Company’s securities (including a stock plan transaction such as an option exercise, or a gift, loan, pledge or hedge contribution to a trust or any other transfer) without first obtaining pre-clearance of the transaction from the Company’s Chief Compliance Officer. A request for pre-clearance should be submitted to the Chief Compliance Officer at least two business days in advance of the proposed transaction. The Chief Compliance Officer is under no obligation to approve a trade submitted for pre-clearance, and may determine not to permit the trade. The Chief Compliance Officer himself or herself may not trade in Company securities unless the trade has been approved in accordance with the procedures set forth in this addendum.

OPEN WINDOW AND BLACKOUT PROCEDURES

All members of the Board, Executive Officers and Covered Persons are subject to the following open window and blackout procedures:

1. *Quarterly Open Window Periods.* The Company’s announcement of its quarterly financial results almost always has the potential to have a material effect on the market for the Company securities. Therefore, to avoid even the appearance of trading on the basis of material nonpublic information, you may not trade in the Company’s securities at anytime other than during the period beginning the second full business day following the release of the Company’s earnings for the prior quarter and ending on the last day of the third month of the quarter. The Chief

Compliance Officer will send out a notice at least annually setting forth the specific dates for the quarterly “open windows.”

2. *Interim Earnings Guidance and Event-Specific Blackouts.* The Company may on occasion issue interim earnings guidance or other potentially material information by means of a press release, Securities and Exchange Commission (“SEC”) filing or other means designed to achieve widespread dissemination of the information. You should anticipate that trading will be blacked out while the Company is in the process of assembling the information to be released and until the information has been released and fully absorbed by the market.

From time to time, an event may occur that is material to the Company and is known by only a few individuals. So long as the event remains material and nonpublic, the persons who are aware of the event, as well as other persons designated by the General Counsel or Chief Compliance Officer, may not trade in the Company’s securities, as follows. The existence of an event-specific blackout will not be announced, other than to those who are aware of the event giving rise to the blackout. If, however, a person whose trades are subject to pre-clearance requests permission to trade in the Company securities during an event-specific blackout, the Chief Compliance Officer will inform the requesting person of the existence of a blackout period, without disclosing the reason for the blackout. Any person made aware of the existence of an event-specific blackout should refrain from trading in the Company’s securities and should not disclose the existence of the blackout to any other person. The failure of the General Counsel or Chief Compliance Officer to designate a person as being subject to an event-specific blackout will not relieve that person of the obligation not to trade while aware of material nonpublic information.

Directors and Executive Officers may also be subject to event-specific blackouts pursuant to the SEC’s Regulation Blackout Trading Restriction, which prohibits certain sales and other transfers by insiders during certain pension plan blackout periods.

Even if a blackout period is not in effect, at no time may you trade in Company securities if you are aware of material nonpublic information about the Company.

3. *Hardship Exceptions.* A covered person who is subject to a quarterly earnings open window period and who has an unexpected and urgent need to sell Company stock in order to generate cash may, in appropriate circumstances, be permitted to sell Company stock even outside the quarterly open window period. Hardship exceptions may be granted only by the General Counsel or Chief Compliance Officer and must be requested at least two days in advance of the proposed trade. A hardship exception may be granted only if the General Counsel or Chief Compliance Officer concludes that the Company’s earnings information for the applicable quarter does not constitute material nonpublic information. Under no circumstance will a hardship exception be granted during an event-specific blackout period (or to a member of the Board or an Executive Officer).

EXCEPTION FOR APPROVED RULE 10b5-1 PLANS

Trades by covered persons in the Company's securities that are executed pursuant to an approved Rule 10b5-1 plan are not subject to the prohibition on trading on the basis of material nonpublic information contained in the Policy on Insider Trading or to the restrictions set forth above relating to pre-clearance procedures and open window and blackout periods.

Rule 10b5-1 provides an affirmative defense from insider trading liability under the federal securities laws for trading plans that meet certain requirements. In general, a Rule 10b5-1 plan must be entered into before you are aware of material nonpublic information. Once the plan is adopted, you must not exercise any influence over the amount of securities to be traded, the price at which they are to be traded or the date of the trade. The plan must either specify (including by formula) the amount, pricing and timing of transactions in advance or delegate discretion on those matters to an independent third party.

The Company requires that all Rule 10b5-1 plans be approved in writing in advance by the General Counsel or Chief Compliance Officer. Rule 10b5-1 plans generally may not be adopted outside an open window period or during a blackout period and may only be adopted before the person adopting the plan is aware of material nonpublic information.

HEDGING TRANSACTIONS

Certain forms of hedging or monetization transactions, such as zero-cost collars and forward sale contracts, involve the establishment of a short position in the Company's securities and limit or eliminate your ability to profit from an increase in the value of the Company securities. Therefore, you are prohibited from engaging in any hedging or monetization transactions involving Company securities.

POST-TERMINATION TRANSACTIONS

If you are aware of material nonpublic information when you terminate employment or services, you may not trade in the Company's securities until that information has become public or is no longer material (usually when the Company files its next quarterly or annual report). In all other respects, the procedures set forth in this Addendum will cease to apply to your transactions in Company securities upon the expiration of any "blackout period" that is applicable to your transactions at the time of your termination of employment or services.

COMPANY ASSISTANCE

Your compliance with this Addendum and the Company's Policy on Insider Trading is of the utmost importance both for you and for the Company. If you have any questions about this Addendum, the Policy on Insider Trading or their application to any proposed transaction, you may obtain additional guidance from the General Counsel or Chief Compliance Officer.

CERTIFICATION

All members of the Board, officers and other employees and consultants subject to the procedures set forth in this Addendum must certify their understanding of, and intent to comply

with, the Policy on Insider Trading and this Addendum on the form attached to this Addendum as Exhibit A. This Addendum is dated April 27, 2012 (and supersedes any previous policy of the Company concerning insider trading restrictions applicable to members of the Board, Executive Officers and Covered Persons).

SCHEDULE I

Covered Persons

1. All employees at the Director level and above
2. Members of the Finance Department
3. Members of the Accounting Department
4. Members of the Strategic Planning Department
5. Members of the General Counsel's Office
6. Administrative Assistants of Executive Officers and Covered Persons

EXHIBIT A

**U.S. SILICA HOLDINGS, INC.
ADDENDUM TO POLICY ON INSIDER TRADING**

CERTIFICATION

To U.S. Silica Holdings, Inc.:

I _____, have received and read a copy of the U.S. Silica Holdings, Inc. Policy on Insider Trading (the "Policy on Insider Trading") dated April 27, 2012 and the Addendum to the Policy on Insider Trading (the "Addendum") dated April 27, 2012 regarding open window, pre-clearance and blackout procedures. I hereby agree to comply with the specific requirements of the Policy on Insider Trading and the Addendum in all respects during my employment or other service relationship with U.S. Silica Holdings, Inc. I understand that my failure to comply in all respects with the Policy on Insider Trading and the Addendum is a basis for termination for cause of my employment or other service relationship with U.S. Silica Holdings, Inc.

(Signature)

(Date)