

US Alliance Corporation
4123 SW Gage Center Drive, Suite 240
Topeka, KS 66604

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD JUNE 5, 2017

TO THE STOCKHOLDERS OF
US Alliance Corporation

Notice is hereby given that the Annual Meeting of Stockholders (the "Annual Meeting") of US Alliance Corporation, a Kansas corporation ("US Alliance" or the "Company"), will be held at 4123 SW Gage Center Drive, Suite 240, Topeka, KS 66604 on Monday, June 5, 2017, at 10:00 a.m. (Central Daylight Savings Time), for the following purposes:

- (1) To elect five directors to hold office for a term of one year each or until their successors are duly elected and qualified;
- (2) To ratify the selection of Kerber, Eck & Braeckel LLP, as US Alliance's independent registered public accounting firm for the year ending December 31, 2017;
- (3) To increase authorized stock of US Alliance Corporation from 9,000,000 shares to 20,000,000 shares;
- (4) To move to a majority vote standard for directors in uncontested elections and eliminate cumulative voting; and
- (5) To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

The Board of Directors has fixed the close of business on April 9, 2017, as the record date for determining the stockholders entitled to receive notice of and to vote at the Annual Meeting and any adjournment thereof.

Your vote is important. Whether or not you plan to attend the Annual Meeting, we hope that you will vote as soon as possible. Please review the instructions concerning each of your voting options described in the Proxy Statement. Your cooperation will assure that your shares are voted and will also greatly assist us in preparing for the Annual Meeting. The proxy is being solicited by and on behalf of the Board of Directors of US Alliance.

Please review our Proxy Statement dated April 9, 2017, and our Annual Report to Shareholders, which accompany this notice. This Proxy Statement and our Annual Report to Shareholders are also available without charge on our website at www.usalliancecorporation.com.

By Order of the Board of Directors

Topeka, Kansas
April 9, 2017

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**US ALLIANCE CORPORATION
4123 SW GAGE CENTER DRIVE, SUITE 240
TOPEKA, KS 66604**

PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS

The following information is furnished in connection with a solicitation of proxies by and on behalf of the Board of Directors of US Alliance Corporation (“US Alliance” or the “Company”). The proxies we receive will be voted at the Annual Meeting of Stockholders (the “Annual Meeting”) of the Company to be held at 4123 SW Gage Center Drive, Suite 240, Topeka, KS 66604 on Monday, June 5, 2017, at 10:00 a.m. (Central Daylight Savings Time), and at any adjournment thereof, for the purposes set forth in the Notice of Annual Meeting. This Proxy Statement and the accompanying proxy are first being mailed to our stockholders on or about May 10, 2017.

PROCEDURAL MATTERS

Record Date and Outstanding Shares

Stockholders of record at the close of business on April 9, 2017 (the “Record Date”) are entitled to receive notice of and to vote at the Annual Meeting. On the Record Date, 5,584,152 shares of the Company’s common stock, \$0.10 par value, were issued and outstanding.

Voting and Solicitation

Every stockholder of record on the Record Date is entitled, for each share held, to one vote on each proposal that comes before the Annual Meeting. In the election of directors, each stockholder is entitled to vote for five nominees.

You may vote by completing, signing and returning the pre-addressed, postage paid proxy card. Your completed and signed proxy may also be returned to the Company by fax at (785) 228-0202 or email to jack.brier@usalliancecorporation.com. If you return a properly executed proxy card, you are appointing the proxy holder(s), as designated by the Company, to vote your shares. Voting by written proxy will ensure your representation at the Annual Meeting, if you do not attend in person.

The cost of this solicitation of proxies will be borne by the Company.

Any proxy representing shares of common stock entitled to be voted at the Annual Meeting that specifies how it is to be voted will be voted accordingly if properly executed and received by the Company before voting begins at the Annual Meeting, or any adjournment(s) thereof. Shares as to which authority to vote has been withheld with respect to the election of any nominee for director will not be counted as a vote for such nominee and any abstention will not be counted as a vote for a proposal. Any properly executed proxy will be voted in accordance with instructions specified but in the absence of any instructions will be voted “FOR” each proposal and nominee at the Annual Meeting and any adjournment(s) thereof.

Revocability of Proxies

Proxies returned may be revoked at any time before the Annual Meeting. You may change or revoke your proxy by delivering a written notice of revocation to the Secretary of US Alliance Corporation or by completing a new proxy card bearing a later date (which automatically revokes the earlier proxy instructions). Attendance at the Annual Meeting will not cause your previously granted proxy to be revoked unless you so request by notifying the inspector of elections of your intention to revoke your proxy and voting in person at the Annual Meeting.

PROPOSALS TO BE VOTED ON:

- (1) To elect five directors to hold office for a term of one year each or until their successors are duly elected and qualified. Your Board of Directors recommends a yes vote for each nominee.
- (2) To ratify the selection of Kerber, Eck & Braeckel LLP, as US Alliance's independent registered public accounting firm for the year ending December 31, 2017. Your Board of Directors recommends a yes vote.
- (3) To increase authorized stock of US Alliance Corporation from 9,000,000 shares to 20,000,000 shares. Your Board of Directors recommends a yes vote.
- (4) To move to a majority vote standard for directors in uncontested elections and eliminate cumulative voting. Your Board of Directors recommends a yes vote.
- (5) To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

PROPOSAL ONE: ELECTION OF DIRECTORS

Corporate Governance

The term of each member of the Board of Directors is annual. The Directors are elected at the annual meeting of stockholders held on the first Monday in June each year and serve in this capacity until the next annual meeting of stockholders, or until their successors are duly elected and qualified. The President serves at the direction of the Board of Directors and was last elected June 6, 2016.

The Board of Directors determined that four of the five current 2016 Directors nominated for 2017 are "independent" as defined by NASDAQ listing standards and Rule 10A-3 of the Securities and Exchange Act of 1934 (the "Exchange Act"). The non-independent director is Jack H. Brier.

Vote Required

The proxy holders will vote the proxies received by them for US Alliance's five nominees named below, to hold office for a term of one year each or until their successors are duly elected and qualified unless otherwise instructed. If any nominee of US Alliance Corporation is unable or declines to serve as a Director at the time of the Annual Meeting, the proxies will be voted for a nominee who is chosen by the present Board of Directors to fill the vacancy. All nominees have indicated their intention to serve.

Currently, in the election of directors, each stockholder has "cumulative" voting rights. This means each stockholder has the right to cast as many votes as equal the number of shares held by such stockholder, times the number of Directors being elected, and this total number may be divided among one or more nominees for the office of Director as the stockholder may direct.

THE BOARD OF DIRECTORS RECOMMENDS A "YES" VOTE FOR THE NOMINEES LISTED BELOW.

Nominees for Election at the Annual Meeting

The Nominating Committee, consisting of four independent Directors and one non-independent Director as determined under NASDAQ listing standards, recommended the five individuals set forth below for nomination by our full Board of Directors. All five of the current Directors were nominated for re-election. Based on the Nominating Committee recommendation, our Board of Directors has nominated those five directors for election at the Annual Meeting.

The following table provides information concerning the nominees for election as directors at the Annual Meeting, including information as to each nominee's age as of the Record Date and position with the Company.

Name of Nominee	Age	Position/Principal Occupation	Director Since
Jack H. Brier (3) (4) (5) (6)	70	Director; Chairman, President and Chief Executive Officer of US Alliance, USALSC, USAIC, USAMC	2009
Kurtis L. Scott (1) (2) (3) (4) (5)	56	Director, Treasurer; Chief Executive Officer, Kansas Medical Mutual Insurance Company	2009
James M. Concannon (2) (3) (4) (5)	69	Director; Professor of Law, Washburn University	2009
Rochelle R. Chronister (1) (3)	77	Director; Retired	2009
William P. Graves (1) (2) (3)	64	Director; Retired	2014

- (1) Member Audit Committee
- (2) Member Compensation Committee
- (3) Member Nominating Committee
- (4) Member Investment Committee
- (5) Member Executive Committee
- (6) Ex Officio Member Audit Committee

The Directors are elected at the annual meeting of stockholders held on the first Monday in June each year and serve in this capacity until the next annual meeting of stockholders, or until their successors are duly elected and qualified. The President serves at the direction of the Board of Directors and was last elected June 6, 2016.

The following is a brief description of the previous business background of the directors.

Jack H. Brier currently serves as the Chairman of the Board of Directors, President, and Chief Executive Officer of the Company and has served in those positions since 2009. He also has served as Chairman of the Board of Directors, President, and Chief Executive Officer of US Alliance Life and Security Company since 2011, and US Alliance Investment Corporation and US Alliance Marketing Corporation since 2012. Mr. Brier is the Chairman of Brier Development Co. Inc. He served Kansas as Secretary of State from 1978 through 1987, and as President of Kansas Development Finance Authority from 2000 to 2003. Mr. Brier attended Shawnee Mission public schools. He has a degree in Business Administration from Washburn University and has done graduate study in public administration at the University of Kansas. Mr. Brier is on the Board of Directors of Financial Institution Technologies. Mr. Brier brings to the Board his extensive experience as a founder, the Chief Executive Officer and Chairman of the Board of the Company. He has in-depth knowledge of the Company's business, strategy and management team. Mr. Brier also has extensive community relations experience with his involvement in civic, business, and philanthropic organizations in the Topeka area.

Kurtis L. Scott serves as a Director and as Treasurer of the Company and has served in that position since 2009. He also has served as a Director and Treasurer of US Alliance Life and Security Company since 2011, and US Alliance Investment Corporation and US Alliance Marketing Corporation since 2012. From 1989 to the present he has been an officer of Kansas Medical Mutual Insurance Company, first serving as Chief Financial Officer and since 2011 as Chief Executive Officer, and as President and CEO of KaMMCO Health Solutions, Inc. from 2014 to the present. From 1983 to 1989, Mr. Scott served as Chief Examiner with the Kansas Department of Insurance. He currently serves on the Board of Directors of the Physician Insurers Association of America (PIAA) and the Board of Directors of Topeka Country Club. He received a Bachelor of Science degree in Business Administration with a major in Accounting from Kansas State University in 1983. Mr. Scott's extensive insurance regulatory experience, financial experience, and insurance experience are benefits he brings to our Company.

James M. Concannon III serves as a Director of the Company and has served in that position since 2009. He also has served as a Director of US Alliance Life and Security Company since 2011, and US Alliance Investment Corporation and US Alliance Marketing Corporation since 2012. Professor Concannon served as Dean of Washburn University School of Law from 1988-2001. Since he stepped down as Dean, he has continued to serve as a Professor of Law at Washburn and holds the title of Senator Robert J. Dole Distinguished Professor of Law. He is licensed to practice in state courts in Kansas, the U.S. District Court for Kansas, the U.S. Court of Appeals for the Tenth Circuit and the Supreme Court of the United States. Mr. Concannon received the 2012 Justice Award from the Kansas Supreme Court. He served as Research Attorney for the Kansas Supreme Court and was a Visiting Professor at Washington University School of Law in St. Louis. He was a Senior Contributing Editor of *Evidence in America: The Federal Rules in the States* and serves on the National Conference of Commissioners on Uniform State Laws. Mr. Concannon received his Bachelor of Science from the University of Kansas in 1968 and his Juris Doctorate from the University of Kansas School of Law in 1971. He currently serves as an Independent Trustee of the Waddell & Reed

Advisors Funds, Ivy Funds, the Ivy Funds Variable Insurance Portfolios and the Ivy InvestEd 529 Funds. Professor Concannon's board experience as well as his extensive legal background are benefits he brings to our Board.

Rochelle R. Chronister serves as a Director of the Company and has served in that position since 2009. She also has served as a Director of US Alliance Life and Security Company since 2011, and US Alliance Investment Corporation and US Alliance Marketing Corporation since 2012. Ms. Chronister served in the Kansas House of Representatives from 1979 to 1995, where she was Chair of the House Appropriations Committee, the House Education Committee, and the Joint House and Senate Committee for Economic Development. From May of 1995 to October of 1999, Ms. Chronister served as the Secretary of the Kansas Department of Social and Rehabilitation Services ("SRS"). She was responsible for the formation of a public-private partnership for reorganization of child protective services making Kansas the first state in the country to contract for services to children-in-need of care for family preservation, adoption and foster care. Ms. Chronister formed an organization with four other Cabinet Secretaries, Connect Kansas, to encourage community coordination for services to children. She received her Bachelor of Arts in Microbiology from the University of Kansas in 1961. At the University of Kansas, she was a member of the Mortar Board honorary society and President of Sellards Scholarship Hall. The Board believes that Ms. Chronister should serve as a director because of her knowledge and expertise in economic development, and extensive community relations experience with her involvement in civic and community organizations in Kansas.

William P. Graves serves as a Director and has served in that position since 2014. He also has served as a Director of US Alliance Life and Security Company, US Alliance Investment Corporation, and US Alliance Marketing Corporation since 2014. He most recently served as President and CEO of the American Trucking Associations from 2003 through 2016. Mr. Graves serves on the board of the International Speedway Corp, the leading promoter of motorsport racing in America, where he serves on the audit, compensation, nominating, and corporate governance committees. In January 2003, Mr. Graves completed his second term as governor of Kansas, capping 22 years of service to the state. As governor, he enacted significant business and individual tax cuts, re-structured governance of higher education, privatized many social service programs and signed into law an historic 10-year, \$13 billion comprehensive transportation program improving highways, railroad infrastructure, airports, and public transit service. Mr. Graves earned a degree in Business Administration from Kansas Wesleyan University in his hometown of Salina and attended graduate school at the University of Kansas. Mr. Graves brings us business, strategic, and operational expertise through his years of public sector leadership and private sector experience.

There are no family relationships between directors or officers.

Board Meetings and Committees

The Board of Directors of US Alliance held five meetings during 2016. The Board of Directors has a standing Executive Committee, Audit Committee, Compensation Committee, Nominating Committee, and Investment Committee.

All Directors attended all of the five Board of Directors meetings held during 2016 either in person or by phone. In 2016, all five Directors attended the Annual Meeting. US Alliance plans to schedule future annual meetings so that at least a majority of its Directors can attend the Annual Meeting.

Code of Business Conduct and Ethics

The Company has a Code of Business Conduct and Ethics ("Code") applicable to all directors and team members to help ensure that our business is conducted in accordance with high standards of ethical behavior. The Code is published on our website at www.usalliancecorporation.com under "Important Information."

Certain Relationships and Related Party Transactions

There were no transactions between the Company and any "related person", as that term is defined in Item 404 of Regulation S-K under the Exchange Act. The Company's policies and procedures with respect to the review and approval of any transactions with related persons are set forth in the Code.

Communication with the Board of Directors

Stockholders and other interested parties can communicate with the Board of Directors by writing to US Alliance Corporation, Board of Directors, Attention: Corporate Secretary, 4123 SW Gage Center Drive, Suite 240, Topeka, KS 66604. Inquiries relating to the Company's accounting, internal accounting controls or auditing matters will be referred to the Chairman of the

Audit Committee. Other concerns will be referred to the Chairman of the Board of Directors. Any stockholder-related concern will be received and acknowledged by the Company's Board of Directors.

Executive Committee

The Executive Committee of the Board of Directors is currently composed of three directors: Jack H. Brier (chairman), James Concannon, and Kurtis Scott. James Concannon and Kurtis Scott are each deemed to be an independent director as the term is defined by the NASDAQ listing standards.

The Executive Committee met five times during 2016.

Audit Committee

The Audit Committee of the Board of Directors currently is composed of three directors: Kurtis Scott (chairman), Rochelle Chronister, and William Graves, each of whom is deemed to be an independent director as the term is defined by the NASDAQ listing standards. The Board of Directors has also determined that Mr. Scott qualifies as an "audit committee financial expert," as defined in Item 407 of Regulation S-K. Jack H. Brier is an ex officio member of the Audit Committee. There is no written charter for the Audit Committee.

The Audit Committee met two times during 2016. The Audit Committee was established by the Board of Directors in accordance with Section 3(a)(58)(A) of the Exchange Act to oversee the Company's financial reporting process, the system of internal financial controls and audits of its financial statements. The Audit Committee (1) provides oversight of the Company's accounting and financial reporting processes and the audit of the Company's financial statements, (2) assists the Board of Directors in oversight of the integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the independent public accounting firm's qualifications, independence and performance, and the Company's internal accounting and financial controls, and (3) provides to the Board of Directors such information and materials as it may deem necessary to make the Board of Directors aware of significant financial matters that require the attention of the Board of Directors.

Compensation Committee

The Compensation Committee currently is composed of three directors: James Concannon (chairman), Kurtis Scott, and William Graves, each of whom is deemed to be an independent director as the term is defined by the NASDAQ listing standards. The Compensation Committee is authorized to review and recommend to the Board of Directors the compensation and benefits to be paid to the Chief Executive Officer of the Company. The Compensation Committee may perform other duties as from time to time may be determined by the Board of Directors. The Compensation Committee does not have a written charter. The Compensation Committee meets periodically and has not recommended a change in the compensation or benefits of the Chief Executive Officer since December, 2015. The authority of the Compensation Committee may not be delegated, and the Chief Executive Officer has no authority in the Committee's determination of the compensation or benefits it will recommend to the Board. The Compensation Committee does not retain or rely on a compensation consultant in determining its recommendation.

Nominating Committee

The Nominating Committee currently is composed of all five directors: Jack H. Brier (chairman), Kurtis Scott, James Concannon, Rochelle Chronister, and William Graves. All members of the Nominating Committee other than Jack H. Brier are deemed to be independent directors as the term is defined by the NASDAQ listing standards. The Nominating Committee meets on call and submits recommendations to the Board of Directors for members of the Board to be submitted to the stockholders for election. The Nominating Committee considers individuals recommended by Company stockholders. Such recommendations should be submitted for the year 2018 Annual Meeting so that it is received by US Alliance no later than December 31, 2017. In considering nominees, the Nominating Committee should address the performance and contribution of incumbent directors, as well as the qualifications of new nominees. The Nominating Committee does not have a written charter. The Nominating Committee considers strong financial experience, extensive community relationships, good and prudent judgement, as well as other characteristics including but not limited to education or experience which constitute a value-added proposition to our existing Board of Directors, to be necessary qualifications for Board members.

Investment Committee

The Investment Committee currently is composed of three directors: Jack H. Brier (chairman), James Concannon, and Kurtis Scott. James Concannon and Kurtis Scott are each deemed to be an independent director as the term is defined by the NASDAQ listing standards. The Investment Committee met three times during 2016. The Investment Committee reviews the investment policy of the company and makes recommendations to the Board of Directors.

Director Compensation

Effective January 1, 2016, Directors receive \$500 for each US Alliance Board of Directors meeting and each Board of Directors meeting of US Alliance Life and Security Company ("USALSC"), the Company's life insurance subsidiary, attended in person, and \$250 for each US Alliance and USALSC meeting in which they participate telephonically. Jack H. Brier, James Concannon, and Kurtis Scott receive \$400 per month for their service on the Executive Committee.

The Director Compensation Table for 2016 is set forth below.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Jack H. Brier	9,050	-	-	-	-	-	9,050
Kurtis Scott	9,050	-	-	-	-	-	9,050
James Concannon	9,050	-	-	-	-	-	9,050
Rochelle Chronister	4,250	-	-	-	-	-	4,250
William Graves	2,750	-	-	-	-	-	2,750

PROPOSAL TWO:

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has appointed and the Board of Directors has affirmed Kerber, Eck & Braeckel LLP ("KEB") as the independent registered public accounting firm of the Company for the year ending December 31, 2017. KEB also served as the Company's auditor for the year ended December 31, 2016. RSM US LLP ("RSM") served as the Company's auditor for the year ended December 31, 2015 and by agreement declined to stand for re-appointment. The reports of RSM on the Company's consolidated financial statements as of and for the year ended December 31, 2015 did not contain an adverse opinion or a disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope or accounting principles. RSM will continue to provide services to the Company with respect to tax planning.

Although ratification of the Company's independent accounting firm by stockholders is not required by law, the Board of Directors has determined that it is desirable to request ratification of this selection by the stockholders. Notwithstanding its selection, the Audit Committee, in its discretion, may appoint a new independent registered public accounting firm at any time during the year if the Audit Committee believes that such a change would be in the best interest of the Company and its stockholders. If the stockholders do not ratify the appointment of KEB, the Audit Committee may reconsider its selection. KEB has audited the Company's financial statements since 2016. KEB has indicated a representative will be present at the Annual Meeting.

Principal Accountant Fees and Services

The following table shows the fees paid or accrued by the Company for the audit and other services provided by KEB and RSM.

	Years Ended December 31,	
	2016	2015
Audit Fees	\$ 91,191.00	\$ 23,000.00
Audit Related Fees	9,469.33	7,371.22
Tax Fees	5,150.00	5,000
All Other Fees	5,990.00	-
Total	<u>\$ 111,800.33</u>	<u>\$ 35,371.22</u>

Audit fees primarily represent fees for financial services provided in connection with the audit of the Company's consolidated financial statements, statutory financial statements of USALSC, and review of quarterly and annual financial statements and SEC Forms 10-K, 10-Q and 8-K. The increase in fees from 2015 to 2016 is a result of required filings with the Securities and Exchange Commission.

Pre-Approval of Audit and Non-Audit Services

The Audit Committee pre-approves all audit and permissible non-audit services provided by our independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services. Prior to engaging our independent registered public accounting firm to render an audit or permissible non-audit services, the Audit Committee specifically approves the engagement of our independent registered public accounting firm. As such, the engagement of KEB to render audit services, audit related services and other services, and tax services provided by RSM was approved by the Audit Committee in advance of the rendering of the services.

THE BOARD OF DIRECTORS RECOMMENDS A "YES" VOTE FOR RATIFICATION OF OUR INDEPENDENT PUBLIC ACCOUNTING FIRM.

REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

The Audit Committee has reviewed and discussed the audited financial statements for the year ended December 31, 2016 with the Company's management. The Company's management has primary responsibility for the Company's financial reporting process and internal controls as well as preparation of the Company's consolidated financial statements. The independent registered public accounting firm is responsible for performing an audit in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB) to obtain reasonable assurance that the Company's consolidated financial statements are free from material misstatement and expressing an opinion on the conformity of such financial statements with accounting principles generally accepted in the United States. The Audit Committee is responsible for overseeing and monitoring the independent registered accounting firm's audit process on behalf of the Board of Directors.

The Audit Committee has discussed with KEB, the Company's independent registered public accounting firm for the year ended December 31, 2016, the matters required to be discussed by PCAOB Auditing Standard No. 16, "Communications with Audit Committees" as amended and adopted by PCAOB. PCAOB Auditing Standard No. 16 requires an auditor to discuss with the Audit Committee, among other things, the auditor's judgments about the quality, not just the acceptability, of the accounting principles applied in the Company's financial reporting.

The Audit Committee has also received the written disclosures and the letter from KEB required by PCAOB Rule 3526, "Communication with Audit Committees Concerning Independence," and has discussed with KEB its independence from US Alliance.

Based on the review and discussions referred to above, the Audit Committee recommended to US Alliance's Board of Directors that the audited financial statements be included in US Alliance's Annual Report on Form 10-K for the year ended December 31, 2016, for filing with the SEC.

AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

Kurtis Scott, Chairman
Rochelle Chronister
William Graves
Jack H. Brier (ex officio)

BOARD LEADERSHIP STRUCTURE AND ROLE IN RISK OVERSIGHT

The Company's Board of Directors is currently composed of five members. Four members are independent and one member (Mr. Brier) is an executive officer of the Company.

Mr. Brier serves as both the principal officer of the Company in his role as President and Chief Executive Officer and Chairman of the Board of Directors. The Company does not have a lead independent director. The Company has determined that this leadership structure is appropriate because the Company was initially formed as a financial holding company and raised capital by intrastate private and public offerings in the state of Kansas through the sale of shares with the purpose of establishing a life insurance company.

The Board of Directors is elected by the stockholders to oversee management and to ensure that the long-term interests of the stockholders are being served. In considering the long-term interests of stockholders, the Board recognizes the importance of considering and addressing the interests of the Company's other major constituents, including policyholders, employees and the communities in which the Company conducts its business. To fulfill this oversight function, the Company's Board of Directors held four regularly scheduled and one special meetings during the year, at which it reviewed and discussed reports by management on the performance of the Company, its plans and prospects, as well as immediate issues facing the Company. In addition to its general oversight of management, the Board of Directors or its Committees also perform a number of specific functions, including:

- reviewing, advising, approving and monitoring fundamental financial and business strategies and major corporate actions;
- assessing major risks facing the Company, and reviewing options for their mitigation;
- selecting, evaluating and compensating executive management and overseeing executive management succession planning;
- providing advice and counsel to executive management;
- providing counsel and oversight on the selection, evaluation, development and compensation of senior management; and
- ensuring processes are in place for maintaining the integrity of the Company, including the integrity of the financial statements.

SECURITY OWNERSHIP

The following table sets forth the beneficial ownership of the Company's common stock as of the Record Date (i) by all persons known to the Company, based on statements filed by such persons pursuant to Section 13(d) or 13(g) of the exchange act, to be the beneficial owners of more than 5% of US Alliance's common stock, (ii) by the executive officers named in the Summary Compensation Table under "Executive Compensation", (iii) by each director, and (iv) by all current directors and executive officers as a group.

Name	Common Stock Beneficially Owned (1)	Percentage Beneficially Owned (1)
Jack H. Brier (2)	414,800	7.43%
Rochelle Chronister	50,000	*
James Concannon	50,000	*
Kurtis Scott	50,000	*
William Graves	60,000	1.07%
Jeffrey Brown	<u>55,000</u>	<u>*</u>
All directors and executive officers as a group (6 persons)	<u>679,800</u>	<u>12.17%</u>

* represents less than 1%

(1) As of April 9, 2017, there are 5,584,152 shares issued and outstanding and entitled to vote.

(2) Includes 20,000 shares owned by Brier Development Company, Inc. of which Jack H. Brier is the sole owner.

MANAGEMENT COMPENSATION

The Compensation Committee assists the Board of Directors in overseeing the management of the Company's compensation program and chief executive officer performance. In addition, they oversee the evaluation of management and compensation of the President of the Company.

The following Summary Compensation Table sets forth the compensation of the executive officers' compensation that exceeded \$100,000.

Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	All Other Compensation (\$)	Total (\$)
Jack H. Brier (1) President and Chief Executive Officer	2016	200,000	57,460	28,514 (3)	285,974
	2015	200,000	102,778	29,186 (4)	331,964
Jeffrey Brown (2) Chief Operating Officer, USALSC	2016	145,875	104,125	-	250,000
	2015	141,000	90,000	-	231,100

- (1) Mr. Brier was elected President and Chief Executive Officer on April 24, 2009.
- (2) Mr. Brown was appointed Chief Operating Officer and Executive Vice President of USALSC in November 2011, and also leads the accounting functions for US Alliance.
- (3) All other compensation for Mr. Brier in 2016 consisted of an automobile allowance of \$15,000, insurance premiums of \$12,415, and cell phone reimbursement of \$1,099.
- (4) All other compensation for Mr. Brier in 2015 consisted of an automobile allowance of \$15,000, insurance premiums of \$12,500, and cell phone reimbursement of \$1,686.

Mr. Brown's compensation is determined by the President of USAC. Actuarial surveys produced by Ezra and DW Simpson were reviewed in determining appropriate compensation for Mr. Brown. Mr. Brier's compensation is reviewed and determined by the Compensation Committee as detailed in the Compensation Committee's report below.

Employment Agreements

There are no employment agreements.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act ("Section 16(a)") requires the Company's executive officers and directors, and certain persons who own more than 10% of a registered class of the Company's equity securities ("10% Stockholders"), to file reports of ownership on Form 3 and changes in ownership on Forms 4 or 5 with the SEC. Such executive officers, directors and 10% Stockholders are also required by SEC rules to furnish the Company with copies of all Section 16(a) forms they file.

Based solely on its review of the copies of such reports furnished to the Company and written representations that no other reports were required to be filed during 2016, the Company believes that its executive officers, directors and 10% Stockholders have complied with all Section 16(a) filing requirements applicable to them.

COMPENSATION COMMITTEE

The members of the Compensation Committee of US Alliance Corporation are James M. Concannon, Chair, Kurtis Scott, and William P. Graves. The Committee meets periodically to evaluate the performance of the President and Chief Executive Officer of the Company, Jack H. Brier, and recommend to the Board of Directors the amount of compensation to be paid to Mr. Brier for his service to the Company.

In evaluating Mr. Brier's performance, the Compensation Committee consistently has determined that he has managed the Company well and worked diligently and effectively to develop opportunities for the Company to grow and ultimately achieve profitability. The Committee has noted the significant increases in premiums received year-over-year by USALSC, the affiliated life insurance company. In recommending compensation to be paid to Mr. Brier, the Committee has considered many

factors in addition to his performance on behalf of the Company, including the need to provide competitive compensation that will be an incentive for Mr. Brier to continue his employment with and service to US Alliance and its affiliated companies, the need to assure that Mr. Brier's compensation is reasonable and appropriate when compared to compensation paid to other employees of the Company who Mr. Brier supervises, information available to the Committee about compensation paid to comparable executive officers at other insurance companies, long-term corporate objectives, and the financial progress of the Company and USALSC.

The current base salary set in 2013 by the Board of Directors for Mr. Brier is \$200,000. In addition, he receives as benefits payment of single coverage for health insurance and long term care, an allowance for vehicle expenses and cell phone reimbursement. Mr. Brier's base compensation is unchanged and has been at the current rate since 2013 and the Compensation Committee views it as low. The Compensation Committee remains cautious about its responsibility to stockholders in setting executive compensation during difficult market conditions. Based on the undertaking by Mr. Brier of additional responsibilities for the additional public offering of US Alliance shares and the benefit the offering will provide to existing stockholders, the Compensation Committee in December, 2015, recommended and the Board of Directors approved the payment to Mr. Brier of additional compensation in the amount of 2% of the proceeds of the offering.

COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

James Concannon, Chairman
Kurtis Scott
William Graves

PROPOSAL THREE: INCREASE THE AUTHORIZED STOCK OF US ALLIANCE CORPORATION FROM 9,000,000 SHARES TO 20,000,000 SHARES

We currently have 9,000,000 shares of common stock authorized. We have issued 5,595,381 shares including 46,133 shares issued pursuant to our current intrastate offering. We expect to issue an additional 1,453,867 shares in this offering.

We also have an executed nonbinding letter of intent to exchange approximately 1,650,000 shares of our stock for a life insurance company as part of our acquisition strategy.

These two events would leave us with approximately 300,000 shares which would severely limit our ability to pursue our acquisition policy.

If adopted, this proposal will authorize an additional 11,000,000 common shares to continue to build our Company. Issuance of additional shares may dilute or accrete the interest of the existing stockholders.

An amendment to the Certificate of Incorporation to increase the number of authorized shares of common stock requires the approval of a majority of our stockholders. **THE BOARD OF DIRECTORS RECOMMENDS A "YES" VOTE TO INCREASE THE AUTHORIZED SHARES OF COMMON STOCK.**

PROPOSAL FOUR: MOVE TO A MAJORITY VOTE STANDARD FOR DIRECTORS IN UNCONTESTED ELECTIONS AND ELIMINATE CUMULATIVE VOTING

Our current Certificate of Incorporation entitles stockholders to exercise cumulative voting rights when electing directors. Each holder of common stock is entitled to cast a number of votes equal to the number of their shares of stock multiplied by the number of directors to be elected. A stockholder may give one candidate all the votes such stockholder is entitled to cast or may distribute such votes among as many candidates as the stockholder chooses.

The Board of Directors believes that it is in the best interest of US Alliance and its stockholders to adopt a majority vote standard for the election of directors, which would require that nominees for director in an uncontested election receive a majority of the votes cast for or against nominee's election in order to be elected to the Board. To avoid a conflict with a majority vote standard, the right to cumulate votes in elections in directors should be eliminated.

Majority and Cumulative Voting

Under our current plurality vote standard, director nominees receiving the highest number of votes cast are elected. This corporate governance principle requires any director nominee in an uncontested election who receives a greater number of votes “withheld” from his or her election than votes “for” such election to promptly tender his or her resignation for consideration by the Nominating Committee.

Cumulative voting permits a few large shareholders with an opportunity to influence board elections by using their cumulative votes to select Board members who do not represent the long term interests of the shareholders.

The Board of Directors believes that the adoption of the proposed majority vote standard for uncontested elections is appropriate. The cumulative voting rights in our Certificate of Incorporation are incompatible with a majority vote standard. By amending the Certificate of Incorporation to implement the majority vote standard, the vote standard for directors in uncontested elections could not be changed in the future without approval by our directors and stockholders.

We believe that it is necessary and appropriate to eliminate cumulative voting rights in connection with the implementation of a majority vote standard because cumulative voting rights are incompatible with a majority vote standard.

To this point, the American Bar Association Committee on Corporate Laws and commentators have concluded that majority voting not apply to public companies that allow cumulative voting proposals where a company already has a true majority vote standard due to their incompatibility. If both majority and cumulative voting applied in the same election of directors, there would be a higher likelihood that one or more candidates may not receive a majority of votes, potentially causing the Board to have multiple vacancies.

We believe that cumulative voting is not in the best interest of our stockholders. For example, with cumulative voting and five director positions to be filled our chairman will have almost 2,000,000 votes for board seats. We believe a majority vote standard is in the best interests of our stockholders.

Required Vote

An amendment to the Certificate of Incorporation to adopt a majority vote standard in lieu of cumulative voting requires the approval of a majority of our stockholders. **THE BOARD OF DIRECTORS RECOMMENDS A “YES” VOTE TO ADOPT A MAJORITY VOTING STANDARD.**

ANNUAL REPORT

Please refer to the Company’s Form 10-K for financial statements, other financial information and management’s discussion and analysis of the financial condition and results of operations of the Company that is available without charge at www.usalliancecorporation.com. In addition, our Form 10-K and all other reports and information filed with the SEC is available on the SEC’s website at www.sec.gov.

OTHER MATTERS

The Board of Directors does not know of any other matters to be presented at the Annual Meeting. If any additional matters are properly presented at the Annual Meeting, the persons named in the enclosed proxy card will have discretion to vote shares they represent in accordance with their own judgment on such matters.

OTHER INFORMATION

A stockholder desiring to submit a proposal for inclusion in US Alliance’s Proxy Statement or director nominees for the year 2018 Annual Meeting must deliver the proposal so that it is received by US Alliance no later than December 31, 2017. You must submit your proposal in writing to the Secretary of the Company at 4123 SW Gage Center Drive, Suite 240, Topeka, KS 66604. Only proposals meeting the requirements of applicable Securities and Exchange rules will be considered for inclusion in US Alliance’s Proxy Statement.

INFORMATION INCORPORATED BY REFERENCE

The financial statements and Proposal Three, “Increase the Authorized Stock of US Alliance Corporation from 9,000,000 Shares to 20,000,000 Shares” information required to be included in this Proxy Statement are incorporated by reference to our Annual Report.

**BY ORDER OF THE BOARD OF DIRECTORS
US ALLIANCE CORPORATION**

OUR PRIVACY PLEDGE TO YOU

Confidence is knowing that you have a financial partner that respects and protects the privacy of your personal financial information. At USAlliance Corporation, USAlliance Life and Security Company, USAlliance Marketing Corporation, and USAlliance Investment Corporation (USAlliance), we are committed to keeping your trust and confidence. Therefore, we set a high standard on quality service, and we pledge to deliver on this standard each and every day! The USAlliance Privacy Pledge is our way of communicating the kind of information we collect, how we use it, and the standards and procedures in place to safeguard your personal information.

USAlliance is ultimately committed to helping you realize your dreams by anticipating, understanding and meeting your financial needs. As we work together to build our life insurance operation, we pledge to protect the personal information you have entrusted to us. You can be confident that USAlliance will not sell or share your information or lists to outside marketers.

NOTIFICATION OF THE USALLIANCE PRIVACY PLEDGE

This privacy policy took effect April 6, 2015; however, it is subject to change. You will receive a copy of the USAlliance Privacy Pledge when you initially become a USAlliance customer and at least once a year thereafter, as long as you remain a customer of USAlliance. Moreover, you will receive a copy of the USAlliance Privacy Pledge if/when it is revised. You can always review the current USAlliance Privacy Pledge on our website at www.usalliancecorporation.com, or visit our office to obtain a copy.

If you wish to receive an additional copy of the USAlliance Privacy Pledge, you may call us toll free at:

(866) 953-4675

Or request the same in writing at:

USAlliance Life and Security Company
4123 SW Gage Center Drive, Suite 240
Topeka, KS 66604

INFORMATION WE COLLECT

The information we collect is limited to what we believe is necessary or useful to conduct our business; to administer your records, accounts, and funds; and to comply with laws and regulations.

We Collect This Information From the Following Sources:

- Information we receive from you, or that you authorize us to obtain, on applications or forms, including but not limited to application information, such as name, address, assets and income and household information.
- Information about your transactions and experiences with us, including, but not limited to, your policy purchases, premiums, payment history and coverage dates.
- Information we receive through our online services, including but not limited to, information relating to web site navigations, customer contact and optional surveys.
- Information we receive from public records and market research, such as demographic information.
- Information we obtain from consumer reporting agencies, including but not limited to, information relating to a consumer's creditworthiness and credit history.

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- Information we have obtained at your request, such as aggregated information from multiple financial service providers.

INFORMATION WE SHARE WITH COMPANIES THAT WORK WITH US

In order to conduct company business, including but not limited to servicing or processing an insurance product or services that you request or authorize, or maintaining or servicing your account, we may share some or all of the information we collect, as described above, with the following companies:

- All USAlliance affiliates, including USAlliance Corporation, USAlliance Life and Security Company, USAlliance Marketing Corporation, and USAlliance Investment Corporation.
- Companies that perform services for us or on our behalf, such as vendors we hire to prepare account statements or to provide support.
- Companies that perform marketing services on our behalf or other financial institutions with whom we have joint marketing agreements, such as insurance companies and credit card issuers.

These companies act on our behalf, and are contractually obligated to keep the information we provide them confidential and to use the information only for the purposes authorized.

We may also share some or all of the information we collect, as described above, with the above companies after you have ceased to be a customer of USAlliance, subject to your rights described below and to the extent limited by the applicable law.

Sharing in Other Situations

We may share some or all of the information we collect with affiliated or non-affiliated third parties, as described above, as otherwise authorized, permitted or required under applicable law. This may include, but is not limited to disclosures in connection with subpoenas or other legal processes; disclosures as part of fraud investigations; disclosures in connection with audits and examinations; disclosures in connection with the sale of account(s) to another financial institution; and disclosures pursuant to your authorization or consent.

Additionally, as required by the Fair Credit Reporting Act, we will not share data we obtain from consumer reporting agencies without your consent.

RIGHT TO OPT OUT

If you prefer that we not disclose nonpublic personal information about you to affiliated or nonaffiliated third parties, you may opt out of those disclosures, that is, you may direct us not to make those disclosures, other than disclosures permitted by law. If you wish to opt out of disclosures to affiliated or nonaffiliated third parties, you may:

- Designate the same in the appropriate form attached to your initial, annual or revised privacy notice, and return the form to us;
- Call us toll-free at ~~(866) 953-4675~~, or
- Notify us via mail at 4123 SW Gage Center Drive, Suite 240, Topeka, KS 66604.

Any election you make under this provision will apply to all products you have purchased from us. If one joint owner tells us not to disclose certain information, then we will apply that election to the other owner(s).

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RIGHT TO OPT OUT FORM

Please complete the following only if you do not want nonpublic personal information about you disclosed to affiliated or nonaffiliated third parties, other than disclosures permitted by law.

I am requesting my nonpublic personal information **NOT** be shared.

Last Name: _____

First Name: _____

Street Address/PO Box: _____

City: _____ State: _____

Signature: _____

When completed, mail or deliver this form to:

USAlliance Corporation
4123 SW Gage Center Drive, Suite 240
Topeka, KS 66604

Be advised that in the event you exercise your right to opt out, your opt out notice will not inhibit our right to make certain disclosures as permitted or required by law. Specifically, we may still disclose some or all of your information, as described above, to companies which have an agreement with USAlliance to perform services for USAlliance or functions on our behalf, where the companies have an agreement prohibiting disclosure of your information except where performing services for USAlliance or functions on our behalf. Subject to any limitations, we may also disclose some or all of your information, as described above, to a financial institution with whom we have a joint marketing agreement.

PROTECTING INFORMATION ABOUT YOU

We authorize access to information about you for those employees who need to know that information as part of their job responsibilities.

USAlliance also maintains strict information security practices and procedures, including physical, electronic and procedural safeguards, to protect the confidentiality of your information. We will continue to test and update our technology to improve the protection of your information.

We understand your concerns about recent occurrences such as identity theft, and we employ standard identification procedures designed to deter these situations. To protect yourself from fraud and identity theft, the first step is monitoring your credit and checking for accuracy. The law entitles you to receive one free credit file disclosure every 12 months from each of the national consumer credit reporting companies. Monitoring your credit for accuracy is an important step to take in protecting yourself from fraud and identity theft.

USAlliance does contact shareholders, policy owners, and producers via e-mail, but not to request security information. If you receive a fraudulent request for security information, do not respond to it.

If you believe your information may have been compromised, please contact us immediately at (785) 228-0200. For more information about guarding your account and personal information, please visit our website at www.usalliancecorporation.com.

OTHER HELPFUL PRIVACY INFORMATION

We Want to Maintain Accurate Shareholder, Policy Owner, and Producer Information

We have established procedures to keep your information current and complete. These procedures include responding to requests to correct inaccurate information in a timely manner. If you believe our records contain incorrect information about you, call or write to us at the telephone number or address listed on your account statement, or other documentation, or visit our website at www.usalliancecorporation.com, to send us an e-mail.

QUESTIONS ABOUT THE USALLIANCE PRIVACY PLEDGE

If you have questions about the USAlliance Privacy Pledge or about the privacy of your information, please call us at (785) 228-0200 between 9 AM and 4 PM Central Time, Monday through Friday, or visit our website at www.usalliancecorporation.com, to send us an e-mail.

MISCELLANEOUS INFORMATION

The USAlliance Privacy Pledge applies to individuals who have a financial relationship with us. The laws of some states may impose separate or additional requirements before particular types of information about customers in those states can be disclosed. This USAlliance Privacy Pledge is provided in compliance with applicable law and replaces all prior notices, statements, or agreements with respect to the same subject matter. We may share information with certain federal or state government agencies if required.