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CODE OF BUSINESS CONDUCT AND ETHICS

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**CODE OF ETHICS FOR CHIEF EXECUTIVE OFFICER AND
SENIOR FINANCIAL OFFICERS**

Barfresh Food Group, Inc.

Updated on August 1, 2019

CODE OF BUSINESS CONDUCT AND ETHICS

This Code of Business Conduct and Ethics (“**Code of Conduct**”) applies to all of the employees, officers and directors of the Barfresh Food Group, Inc., and its subsidiaries or affiliates (collectively, referred to herein as the “**Company**” or “**Barfresh**”). Any employee or officer who violates the letter or spirit of these policies is subject to disciplinary action, up to and including termination of employment.

Every employee, officer and director has the responsibility to obey the law and act honestly and ethically. To that end, this Code of Conduct is a guide that is intended to sensitize employees, officers and directors to significant legal and ethical issues that arise frequently and to the mechanisms available to report illegal or unethical conduct. It is not, however, a comprehensive document that addresses every legal or ethical issue that an employee, officer or director may confront, nor is it a summary of all laws and policies that apply to the Company’s business. Ultimately, no code of conduct can replace the thoughtful behavior of an ethical employee, officer or director.

Please read this Code of Conduct carefully and consider how the provisions relate to your daily business interactions. Each employee, officer and director should also read and be familiar with the portions of our other Company policies applicable to such employee, officer and director, none of which are a part of this Code of Conduct.

Any questions you may have on this Code of Conduct or its administration should be referred to your immediate supervisor, to legal counsel for the Company or to a member of the Audit Committee (if an Audit Committee has not been established, then to a member of the Board of Directors).

I. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

All employees, officers and directors must comply fully with all applicable foreign, federal, state and local laws, rules and regulations that govern the Company’s business activities and conduct, including, without limitation, antitrust laws, employee health and safety laws, insider trading laws, the Foreign Corrupt Practices Act and any applicable trade restrictions, export controls, or antiboycott laws and regulations. All governmental inquiries or investigations must be referred to legal counsel for the Company. It is our policy to fully cooperate with any governmental or regulatory investigation, and all employees, officers and directors are expected to fully cooperate with any internal or external investigations. Since the laws governing our activities are often complex, any questions that you may have regarding their applicability and interpretation, should, after review with your supervisor, be referred to legal counsel for the Company.

II. CONFLICTS OF INTEREST

Business decisions must be made in the best interest of our Company, not motivated by personal interest or gain. Therefore, as a matter of Company policy, all employees, officers and directors must avoid any actual or perceived conflict of interest.

A “conflict of interest” occurs when an individual’s personal interests interfere or conflict in any way (or even appear to interfere or conflict) with the interests of our Company. A conflict of interest situation can arise when an employee, officer or director takes actions or has interests (financial or other) that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest also may arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company, regardless of whether such benefits are received from us or a third party. Loans to, or guarantees of obligations of, employees, officers and directors and their respective family members are of special concern. Federal law currently prohibits the Company from making loans to directors and executive officers.

It is difficult to identify exhaustively what constitutes a conflict of interest. For this reason, employees, officers and directors must avoid any situation in which their independent business judgment might appear to be compromised. Questions about potential conflicts of interest situations, and disclosure of these situations as they arise, should be addressed and reported to legal counsel for the Company.

III. ACCURATE ACCOUNTING AND PUBLIC DISCLOSURE

The accurate and full recording of Company business activities is essential to our ability to fulfill our financial and legal obligations. Under no circumstances should you alter any business record or destroy any records except in conformity with our policy on records retention.

Financial transactions are to be recorded in accordance with generally accepted accounting principles and applicable governmental rules and regulations. You are expected to comply fully with internal accounting and audit policies and procedures designed to protect the integrity of our corporate records and are also to cooperate with the Accounting Department and internal and external auditors.

All employees, officers and directors are encouraged to report any concerns that they may have regarding the accounting, internal accounting controls, or auditing matters of the Company directly to the Audit Committee (if an Audit Committee has not been established, then to a member of the Board of Directors). All submissions by employees of concerns regarding questionable accounting or auditing matters will be received by the Audit Committee or Board of Directors on a confidential and anonymous basis. We want to assure all of our employees, officers and directors that they have no need to fear retaliation or retribution for having acted in good faith in reporting their concerns.

As a result of our status as a public company, the Company is required to file periodic and other reports with the Securities and Exchange Commission. The Company takes its public disclosure responsibility seriously to ensure that these reports and other public communications furnish the marketplace with full, fair, accurate, timely and understandable disclosure regarding the financial and business condition of the Company.

IV. CONFIDENTIALITY

Employees, officers and directors must maintain the confidentiality of all information entrusted to them by us, our clients or suppliers, or others with whom we may conduct business, except when disclosure of such information is specifically authorized by legal counsel for the Company or required as a matter of law. Confidential information includes all nonpublic information that might be of use to competitors, or harmful to us or our clients, if disclosed.

V. PROTECTION AND PROPER USE OF COMPANY ASSETS

All employees, officers and directors must protect our assets and ensure their efficient use. Such assets include, without limitation, intellectual property such as the Company name, logos, trademarks, patents, copyrights, confidential information, ideas, plans and strategies. Theft, carelessness and waste have a direct impact on our profitability. All Company assets must be used for legitimate business purposes. Any misuse or infringement of our assets should be reported to your supervisor.

VI. CORPORATE OPPORTUNITIES

Employees, officers and directors are prohibited from: (a) taking for themselves personally opportunities that properly belong to the Company or are discovered through the use of corporate property, information or position; (b) using corporate property, information or position for personal gain; and (c) competing with the Company. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Any questions as to the appropriateness of the conduct of any employee, officer or director should be brought to the immediate attention of legal

counsel for the Company.

VII. FAIR DEALING

Each employee, officer and director must endeavor to deal fairly and in good faith with our customers, suppliers, competitors, stakeholders and employees. No employee, officer or director shall take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practices.

VIII. REPORTING VIOLATIONS AND COMPLIANCE

All of our employees, officers and directors have a duty to adhere to this Code of Conduct. It is our intention to enforce the policies expressed in this Code of Conduct. If confronted with an ethical question, employees are strongly urged to discuss this matter either with their supervisor or the Human Resources Department. As discussed in Section III of this Code of Conduct, concerns regarding questionable accounting or auditing matters should be brought to the attention of the Audit Committee (if an Audit Committee has not been established, then to a member of the Board of Directors). We will respect the confidentiality of all such discussions, and we further want to assure all of our employees, officers and directors that they need have no fear of retaliation or retribution for having acted in good faith in calling unethical conduct to the attention of our management.

All allegations will be investigated by the proper corporate, business unit or department personnel, and, upon the advice and approval of legal counsel for the Company, will be reported to the appropriate authorities. In order to facilitate implementation of this Code of Conduct, employees, officers and directors have a duty to cooperate fully with the investigation process and to maintain the confidentiality of investigative information unless specifically authorized to disclose such information.

Employees, officers and directors who provide information to or assist in any investigation or proceeding by the Company, federal governmental or law enforcement agency regarding any alleged violation of fraud laws or SEC rules and regulations will not be subject to retaliatory action for their cooperation in such matters. It is a violation of this policy and federal law for any employee, officer or director to retaliate against an employee because the employee provides such cooperation. Any employee who believes he or she has been the subject of retaliation should report the matter to his or her supervisor or the Human Resources Department. If the employee's manager is involved in the alleged retaliation, the employee should contact the Human Resources Department directly.

Employees, officers or directors who fail to comply with the standards of behavior that we have described in this booklet are subject to disciplinary action that may include termination of service, referral for criminal prosecution, and reimbursement to the Company for any losses or damages resulting from the violation. Discipline may also be imposed for conduct that is considered unethical or improper even if the conduct is not specifically covered by our Code of Conduct.

No code or set of values can address every ethical choice we face in business; no communication system or oversight group can ensure complete compliance. Each of us must use good common sense and judgment in our personal conduct.

IX. AMENDMENT, MODIFICATION AND WAIVER

This Code of Conduct may be amended, modified or waived by the Board of Directors of the Company. Any change to, or waiver of, this Code of Conduct for executive officers or directors must be disclosed promptly to our stockholders either by a Form 8-K filing or by publishing a statement on our website.

CODE OF ETHICS FOR CHIEF EXECUTIVE OFFICER AND SENIOR FINANCIAL OFFICERS

The Company has developed and adopted this Code of Ethics applicable to its Chief Executive Officer and senior financial officers to promote honest and ethical conduct; full, fair, accurate, timely and understandable disclosure; and compliance with applicable laws, rules and regulations.

As used herein, “senior financial officers” means the Company’s principal financial officer and principal accounting officer or controller, or persons performing similar functions. This Code of Ethics is separate and apart from, and in addition to, any policies our Company may have in effect, from time to time, relating to our employees, officers and Board of Directors.

The Company’s Chief Executive and senior financial officers are also subject to the following specific policies, which constitutes the code of ethics referred to in Item 406 of Regulation S-K of the Securities Act of 1933, as amended:

I. CODE OF ETHICS

1. The Chief Executive Officer and all senior financial officers shall at all times conduct themselves in an honest and ethical manner, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

2. The Chief Executive and all senior financial officers are responsible for full, fair, accurate, timely and understandable disclosure in: (a) the reports and documents that the Company files with, or submits to, the SEC; and (b) the Company’s other communications with the public, including both written and oral disclosures, statements and presentations. It shall be the responsibility of the Chief Executive Officer and each senior financial officer promptly to bring to the attention of the Company’s Board or Audit Committee any material information of which he or she may become aware that may render the disclosures made by the Company in its public filings or otherwise materially misleading, and to assist the Company’s Board and Audit Committee in fulfilling their responsibilities.

3. The Chief Executive Officer and all senior financial officers shall promptly bring to the attention of the Audit Committee (or, if an Audit Committee has not yet been formed, to the Board), if it is not yet any information he or she may have concerning: (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company’s ability to record, process, summarize and report financial data; or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s financial reporting, disclosures or internal controls.

4. The Chief Executive Officer and all senior financial officers shall promptly bring to the attention of the Chief Executive Officer or, where he or she deems appropriate, to the Board or to the Audit Committee, any information he or she may have concerning any violation of the Company’s Code of Ethics, including any actual or apparent conflicts of interest between personal and professional relationships, involving any management or other employees who have a significant role in the Company’s financial reporting, disclosures or internal controls.

5. The Chief Executive Officer and all senior financial officers shall promptly bring to the attention of the Chief Executive Officer and to the Audit Committee (or, if an Audit Committee has not yet been formed, to the Board) any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof, or of violation of the Code of Conduct or of these additional procedures in the Code of Ethics.

6. The Board of Directors shall determine, or designate appropriate persons to determine,

appropriate actions to be taken in the event of violations of the Code of Ethics by the Chief Executive Officer and the Company's senior financial officers. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code of Ethics, and shall include written notices to the individual involved that the Board has determined that there has been a violation, censure by the Board, demotion or reassignment of the individual involved, suspension with or without pay or benefits (as determined by the Board) and termination of the individual's employment. In determining what action is appropriate in a particular case, the Board of Directors or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.

II. AMENDMENTS AND WAIVERS OF THE CODE OF ETHICS

1. An amendment of this Code of Ethics may be made at any time by the Board of Directors of Barfresh. The Company's legal counsel shall be immediately notified of any such amendment.

2. A grant of a waiver of the provisions of this Code of Ethics to any particular covered person may only be made by the Board of Directors. The Company's Counsel shall be immediately notified of any such waiver.

3. If a covered person believes that application of this Code of Ethics would be inappropriate or detrimental to the Company in a particular instance, a request for an exception may be made to the Chairman of the Audit Committee.

4. Barfresh shall make a public disclosure of any such amendment to, or waiver of, this Code of Ethics by posting such information on the Company website within four business days of the date of amendment or waiver, provided that the Company shall have disclosed in its most recently filed annual report its Internet address and intention to provide the required disclosure in this manner. Any information so posted must remain on the Company website for at least 12 months. As an alternative, Barfresh may make public disclosure of any such amendment or waiver by filing a Report on Form 8-K with the SEC within four business days of the amendment or waiver.