INSIDER TRADING POLICY

Barfresh Food Group, Inc.

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INSIDER TRADING POLICY

This Insider Trading Policy is designed to help you understand the federal securities laws relating to insider trading, and describes certain prohibited transactions in securities of Barfresh Food Group Inc. (the "**Company**") and, in certain cases, the securities of other companies. It also provides general guidelines with respect to maintaining the confidentiality of information that has not yet been publicly disclosed.

This policy is intended to promote compliance with the securities laws. However, you are ultimately responsible for ensuring that you do not violate state or federal securities laws, or this policy. Violation of the securities laws can result in significant civil and criminal penalties (including fines and jail) and in other liabilities. In addition, persons who violate this Insider Trading Policy will be subject to appropriate disciplinary action by the Company, up to and including dismissal.

Please read this policy carefully, and if you have any questions, feel free to contact the Company's acting Compliance Officer who will enforce this Insider Trading Policy and will coordinate with the Company's legal department or securities counsel with respect to questions that arise in connection with this policy. After you have read this policy, and signed and returned the certification, you should keep a copy of this policy for future reference.

This policy contains four sections:

Section I. ***General Insider Trading Policy***.

This section contains general information about the Insider Trading Policy of the Company, applicable to every director, officer, employee and associate of the Company, and each of its divisions, subsidiaries and affiliates.

Section II. ***Additional Trading Restrictions for Directors, Officers and Other Key Personnel.***

This section contains the additional restrictions on the purchase and sale of the Company's securities applicable to Directors, officers and other personnel who regularly have access to or generate material, non-public information.

Section III. ***Statutory Trading Restrictions***.

This section contains the additional restrictions on Directors and certain officers of the Company and beneficial holders of 10% or more of its stock ("Statutory Insiders") with respect to transactions in Company stock.

Section IV. ***Certification***.

After you have read and understand this policy, please sign and return the attached certification.

I. GENERAL INSIDER TRADING POLICY

The insider trading laws prohibit buying or selling securities while in possession or aware of material, non-public information (as defined below) or passing on such information ("tipping") to others who buy or sell securities. These laws apply to trading in the Company's securities while in possession or aware of material, undisclosed information, and also to trading in the securities of other companies about which you have acquired information in the course of your employment or association with the Company.

This policy applies to all types of securities transactions, including purchases and sales of stocks, bonds, debentures, options, puts, calls, and other securities, and also includes the sales of stock acquired by exercising stock options and discretionary trades made pursuant to an investment direction under an employee benefit plan like the Company's 401(k) plan. Regular purchases of Company stock under the Company's employee benefit plans or the automatic reinvestment of dividends in Company securities pursuant to a dividend reinvestment and stock purchase plan are permitted; however, optional securities purchases pursuant to any of these plans are subject to this policy.

RESTRICTIONS

A. **Insider Trading Restrictions**. If any director, officer, employee or associate is in possession or aware of material, non-public information relating to the Company or any of its subsidiaries, or information that might affect the market value of securities of any other company that is acquired in the course of employment by, service as a director of, or other association with, the Company or any of its subsidiaries, neither that person, any related person (spouse, parent, child or sibling) nor any person living in his or her household may buy or sell the Company's securities or the securities of such other company (including options or other derivative securities related to such securities), or engage in any other actions which would take advantage of, or pass on to others, that information. This prohibition continues whenever and for as long as you know material, non-public information.

B. **Additional Prohibited Transactions**. The Company considers it improper and inappropriate for any Company personnel to engage in short-term or speculative transactions involving the Company's securities. It is also the Company's policy that directors, officers, employees and associates may not engage in any of the following activities with respect to the Company's securities at any time: (i) "short" sales (sales of securities which are not owned by the seller at the time of the sale), (ii) sales "against the box" (sales of securities which are owned at the time of sale but are not delivered promptly), and (iii) buying or selling puts or calls or other derivative instruments based on the Company's securities. In addition, it is generally illegal for any Statutory Insider to engage in short sales or sales against the box. (See Section III, Statutory Trading Restrictions).

C. **Transactions By Family Members**. The same restrictions that apply to you also apply to your family members or to other persons living in your household. Each director, officer, employee and associate is expected to be responsible for his or her family's and household member's compliance with the terms of this policy.

DEFINITIONS

"**Material information**" is any information for which there is a substantial likelihood that a reasonable investor would consider it important in making a decision to buy, sell or hold the securities of a company. In other words, any information, which reasonably could be expected to affect the price of the stock to which it relates is "material information". This can be positive or negative information. It is important to remember that materiality will always be judged with the benefit of hindsight. When in doubt, assume

that the information is material, and treat it accordingly.

While it is impossible to provide a complete list, some examples of information that could be "material" are:

- financial results, reports or projections;
- news of a pending or proposed merger, acquisition, divestiture, tender offer;
- securities offerings, changes in dividend policy or declarations of stock splits;
- calls, redemptions or purchases of a company's own securities;
- significant changes in the Company's operations;
- changes in top management;
- initiation or settlement of significant litigation or governmental investigation or other governmental action;
- significant environmental matters;
- industry information;
- initiation or settlement of labor negotiations or disputes, strikes or lockouts;
- substantial changes in accounting methods; and
- changes in debt ratings or problems relating to debt service or liquidity.

"**Non-public information**" is any information, which has not been disclosed generally to the marketplace or the investing public. Information becomes public when it has been released through appropriate channels, such as a press release or governmental filing, and enough time has passed after such a release for the investing public to receive and evaluate the information. The appropriate interval following public disclosure will depend on the nature and complexity of the information. As a general rule it would be appropriate to refrain from trading for at least three (3) business days after the initial release of the information. At that point—and not before—the information is considered "public." All information that you learn about the Company (or any other company in connection with your employment or service as a director) is potentially "insider" information until publicly disclosed.

"**Tipping**" is the passing along of material, non-public information to others. Penalties for tipping can apply whether or not you derive benefit from another's actions. Recommending or hinting that others buy or sell securities when you possess or are aware of material non-public information, even without telling them why, can still be unlawful.

SAFEGUARDING CONFIDENTIAL INFORMATION

You should treat all sensitive, non-public information about the Company (or any other company) as confidential and proprietary to that company. You should not disclose such information to others (such as family members, relatives, business or social acquaintances) who do not have a legitimate need for such information in connection with the Company's business. You must treat all such information carefully and avoid inadvertent or indirect disclosure of it. Even within the Company, confidential information should be distributed to or discussed with others only on a need-to-know basis, and those people should be told that the information is confidential. Be careful that your conversations are not overheard on elevators, airplanes or other public places; do not leave confidential documents on conference tables, desks or otherwise unguarded; and take whatever steps are reasonably necessary to keep confidential information from being disclosed. This prohibition applies also to inquiries about the Company that may be made by the financial press, investment analysts or others in the financial community. Unless you are expressly authorized to respond to inquiries of this nature, such inquiries should be referred to the Company's acting Compliance Officer.

STOCK OPTIONS, WARRANTS, ETC.

The exercise of stock options and warrants in accordance with their terms, standing alone, is not considered "insider trading" under the Company's policy, but please note that "exercise and sell" or "cashless exercise" transactions (i.e., the concurrent sale of stock acquired upon the exercise of an option to cover the option price, withholding for taxes and/or broker's commission) or any similar transaction involving a sale of the Company's securities into the market or otherwise involving a party other than you and the Company would be covered by this policy.

Please note that, in all instances, this policy applies to sales of stock acquired upon the exercise of stock options, the conversion of convertible securities, the exercise of warrants or the exercise of rights in a rights offering.

II. ADDITIONAL TRADING RESTRICTIONS FOR DIRECTORS, OFFICERS AND OTHER KEY PERSONNEL

The general Insider Trading Policy in Section I applies to all Company personnel. Directors, officers and others who regularly have access to or generate material, non-public information are subject to certain additional restrictions on transactions in the Company's securities that the Company has adopted to reduce the risk of securities law violations or the appearance of impropriety with respect to such transactions. This Section II outlines those procedures.

COVERED PERSONS

This policy applies to all directors and officers of the Company, and to other employees of the Company that the Company believes from time to time might have access to material, non-public information. In each case, this policy also applies to those persons' administrative assistants. As discussed below, certain persons will be subject to the blackout period, while others will be subject to the blackout periods and pre-clearance requirements. Covered individuals will be notified of their status.

ADDITIONAL RESTRICTIONS

In addition to the general prohibitions on insider and speculative trading which apply to all Company personnel, by virtue, of your position the following additional trading restrictions apply:

A. **Blackout Periods**. You or any related person (spouse, parent, child or sibling) or any person living in your household should not affect any transactions in Company securities during any blackout periods. There will be regularly scheduled "blackout periods" beginning 15 days before the end of each fiscal quarter of the Company, and continuing until after two full trading days after the Company has announced its earnings for such quarter. For example, if the Company issues an earnings release after the close of the market on Wednesday, the blackout period would end at the close of regular trading on Friday. In addition to these regularly scheduled blackout periods, the Company may impose blackouts based on specific events. You will be notified with respect to such event-specific blackout periods.

B. **Pre-Clearance of Trades**. In addition to the prohibition on trading during the blackout period, certain designated people—directors, executive officers and others whom the Company believes from time to time could have access to material, non-public information (initially, those employees receiving stock options)—must pre-clear with the Company's legal department (or acting Compliance Officer) at least three days in advance of each proposed purchase, sale or other transfer of Company securities other than (a) periodic or regular purchases pursuant to the Company's stock plans, and (b) purchases or sales pursuant to a plan known as a "Rule 10b5-1

Plan," as to which you should consult a financial advisor or attorney if you are interested (see the section below regarding Rule 10b5-1 Plans). Persons in this group requiring pre-clearance will be notified by the Company. The purpose of this additional pre-clearance requirement is to allow you to confirm that the status of corporate disclosure does not preclude lawful transactions involving the Company's securities. Unless such confirmation is received, the transaction should not be undertaken. After receiving clearance to engage in a transaction, you should either complete it (including settlement) within one week or submit a new request. Any advice will relate solely to the restraints imposed by this policy and will not constitute advice regarding the investment aspects of any transaction.

Even if you receive pre-clearance, you and any member of your family sharing your household may not trade in the Company's securities if you are in possession or aware of material, non-public information. The procedures set forth herein are in addition to the Insider Trading Policy and are not a substitute for that Policy. These restrictions are also in addition to the legal requirements that may otherwise apply to your transactions under Section 16 of the Securities Exchange Act of 1934, as amended ("Exchange Act" and Rule 144 under the Securities Act of 1933, as amended ("Securities Act"). (See Section III, Statutory Trading Restrictions.)

EXCEPTIONS

10b5-1 Plans. SEC Rule 10b5-1(c) provides a rebuttable defense from insider trading liability if trades occur pursuant to a pre-arranged "trading plan" that meets specified conditions ("10b5-1 Plans"). A 10b5-1 Plan must be a binding contract, an instruction or a written plan that specifies the amount, price and date on which securities are to be purchased or sold, and it must be established at a time when you do not possess material non-public information and during a period in which we do not advise you that trading is prohibited in Company stock. If you have such a plan, you can claim a defense to insider trading liability if the transactions under the trading plan occur at a time when you have subsequently learned material non-public information. Arrangements under the rule may specify amount, price and date through a formula or may specify trading parameters which another person has discretion to administer, but you must not exercise any subsequent discretion affecting the transactions, and if your broker or any other person exercises discretion in implementing the trades, you must not influence his or her actions and he or she must not possess any material non-public information at the time of the trades. Trading plans can be established for a single trade or a series of trades.

It is important that you promptly document the details of a trading plan. Please note that, in addition to the requirements of a trading plan described above, there are a number of additional procedural conditions to Rule 10b5-1(c) that must be satisfied before you can rely on a trading plan.

10b5-1 Plans can be useful, and the Company does not want to impede your ability to engage in lawful transactions involving Company stock. However, an inadequate 10b5-1 Plan can create problems for both the person adopting such plan and for the Company, as it can lead to possible violations of the insider trading laws by a person who thinks he or she is protected by such a plan. Accordingly, we are requiring that all 10b5-1 Plans be approved by the Company's legal department or securities counsel. If you have a 10b5-1 Plan in place, please notify the Company's legal department or securities counsel. If you want to adopt such a plan in the future, please notify the Company's legal department or securities counsel so that we can assist you in ensuring that your plan meets the requirement of the rule and complies with the Company's policy.

In appropriate circumstances, hardship exemptions may be granted during the blackout period. Should you want to obtain such an exemption, please contact the Company's acting Compliance Officer or legal department or securities counsel.

III. STATUTORY TRADING RESTRICTIONS

This policy outlines restrictions imposed on "statutory insiders" by Section 16 of the Exchange Act and on "affiliates" by Rule 144 under the Securities Act.

RULE 144

A. **Scope**. This policy applies to executive officers and directors of the Company.

B. **Restrictions**. Sales of an issuer's securities by "affiliates" will generally be exempt from the registration requirements of the Securities Act only if made pursuant to the requirements of Rule 144. An "affiliate" of an issuer is a person that directly or indirectly controls or is controlled by, or is under common control with, such issuer. For these purposes, you should assume that directors and executive officers of the Company are affiliates of the Company.

In order for you to sell Company securities publicly without complying with the registration requirement of the Securities Act, the requirements of Rule 144 must be satisfied. These requirements are summarized below:

1. The Company has filed all required reports under Section 13 or 15(d) of the Exchange Act, as applicable, during the 12 months preceding such sale (or for such shorter period that the issuer was required to file such reports), other than Form 8-K reports.
2. The Company has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T, during the 12 months preceding such sale (or for such shorter period that the issuer was required to submit and post such files).
3. If any securities are sold for the account of an affiliate of the issuer, regardless of whether those securities are restricted, the amount of securities sold, together with all sales of securities of the same class sold for the account of such person within the preceding three months, shall not exceed the greatest of:
    i. One percent of the shares or other units of the class outstanding as shown by the most recent report or statement published by the issuer, or
    ii. The average weekly reported volume of trading in such securities on all national securities exchanges and/or reported through the automated quotation system of a registered securities association during the four calendar weeks preceding the filing of notice required by paragraph (h) of Rule 144, or if no such notice is required the date of receipt of the order to execute the transaction by the broker or the date of execution of the transaction directly with a market maker.
4. If the securities sold are debt securities, then the amount of debt securities sold for the account of an affiliate of the issuer, regardless of whether those securities are restricted, shall not exceed the greater of the limitation set forth in paragraph 3 above or, together with all sales of securities of the same tranche (or class when the securities are non-participatory preferred stock) sold for the account of such person within the preceding three months, ten percent of the principal amount of the tranche (or class when the securities are non-participatory preferred stock) attributable to the securities sold. The amount of the equity securities which you can sell in a three-month period is limited to the greater of (a) one percent of the outstanding stock of the Company and (ii) the average weekly trading volume of Company securities included in the four calendar weeks preceding the filing of the Form 144.

The amount of debt securities which you can sell in a three-month period is limited to ten percent of the principal amount of the same tranche.

5. You must sell the securities in unsolicited "brokers transactions" or directly to a "market maker" or in "riskless principal transactions.

6. You (or your broker on your behalf) must file a Form 144 with the SEC at the time the order is placed with the broker unless the amount of securities to be sold during the three month period does not exceed 5,000 shares or other units and the aggregate sales price does not exceed $50,000.

7. Because the Company has been subject to the reporting requirements of the Exchange Act, a six-month holding period is required before "restricted securities" may be sold. Restricted securities are securities which have been acquired directly or indirectly from the issuer in a private transaction.

C. **Responsibility.** Compliance with these requirements is the individual affiliate's obligation, but you are encouraged to discuss any questions with the acting Compliance Officer or the Company's legal department or securities counsel, which can assist you with preparing and filing these forms.