

CARDAX, INC.

WHISTLEBLOWER POLICY

Purpose

This Whistleblower Policy (this “Policy”) of Cardax, Inc. (the “Company”) addresses the Company’s continuing commitment to ethical behavior and helps foster an environment where directors, officers and employees of the Company (collectively, “Employees”) can act without fear of retaliation by establishing procedures for the reporting of wrongdoing or suspected wrongdoing.

The purpose of this Policy is to encourage Employees to disclose any wrongdoing that may adversely impact the Company, Employees, customers, stockholders, investors or the public at large. This Policy is also intended to reassure Employees that they will be protected from harassment, discrimination, retaliation or victimization for whistleblowing in good faith. Employees are encouraged to discuss with supervisors, managers or other appropriate personnel when in doubt about the best course of action in a particular situation.

Procedures for Handling Whistleblower Complaints

In order to facilitate the reporting of complaints regarding suspected unlawful and/or unethical conduct, accounting, internal controls and auditing matters, and fraudulent financial reporting, the Audit Committee of the Company has established procedures for (1) the confidential, anonymous submission by Employees of complaints or concerns regarding unlawful and/or unethical conduct, accounting, internal controls and auditing matters, and fraudulent financial reporting, and (2) the receipt, retention, investigation and resolution of all such complaints.

Employees and other interested parties may submit a good faith complaint regarding suspected unlawful and/or unethical conduct, accounting, internal controls and auditing matters, or fraudulent financial reporting to the management of the Company without fear of dismissal or retaliation of any kind. Such complaint may be submitted anonymously. The Company’s Audit Committee will be notified of Employee concerns and complaints pursuant to this Policy and is responsible for overseeing the administration of this policy. The Company is committed to maintaining high ethical standards and achieving compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. In the event that the Company does not maintain an Audit Committee, then all functions and responsibilities described in this Policy to be discharged by the Audit Committee shall be discharged by the Board of Directors of the Company and any reference in this Policy to the Audit Committee shall be deemed to be a reference to the Board of Directors of the Company and any reference in this Policy to the Chairman of the Audit Committee shall be deemed to be a reference to the Chairman of the Board of Directors.

This Policy could not, and is not intended to, address every possible situation that may arise. All Employees are responsible for conducting themselves lawfully and ethically in all of

their business dealings, for reporting any unlawful and/or unethical conduct, and for seeking further guidance when in doubt.

Submission of Whistleblower Complaints

Any Employee, stockholder or other interested party who has a complaint or concern regarding unlawful and/or unethical conduct, accounting, internal controls and auditing matters, or fraudulent financial reporting relating to the Company (a “Reporting Individual”) may report such complaint or concern directly to the Audit Committee as follows:

By mail:

Chairman of the Audit Committee
Cardax, Inc.
2800 Woodlawn Drive, Suite 129
Honolulu, Hawaii 96822

By email:

[•]

By phone:

[•]

Should the Reporting Individual wish to remain anonymous, such individual may omit his or her contact information in the communication. No attempt will be made to capture or retain contact information for those wishing to remain anonymous.

Anti-Retaliation

No Employee who in good faith reports a complaint or concern to the Company shall suffer harassment, retaliation or adverse employment consequence. An Employee who retaliates against a Reporting Individual is subject to discipline, including termination of employment. Claims of acts of retaliation should be submitted to the Chairman of the Audit Committee.

Treatment of Whistleblower Complaints

All complaints will be reported in their entirety to the Audit Committee. Upon receipt of a complaint, the Audit Committee will (1) determine whether the complaint pertains to alleged unlawful and/or unethical conduct, accounting, internal controls and auditing matters, or fraudulent financial reporting and (2) when possible, acknowledge receipt of the complaint to the Reporting Individual.

Complaints relating to unlawful and/or unethical conduct, accounting, internal controls and auditing matters, or fraudulent financial reporting will be reviewed under Audit Committee direction and oversight by the Chief Executive Officer or other such persons as the Audit Committee determines to be appropriate. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.

Prompt and appropriate corrective action will be taken when and as warranted in the sole judgment of the Audit Committee. The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any Reporting Individual in the terms and conditions of employment based upon any lawful actions of such Employee with respect to good faith reporting of complaints regarding unlawful and/or unethical conduct, accounting, internal controls and auditing matters, or fraudulent financial reporting or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002.

Under certain circumstances, the matter which forms the basis for such complaint or concern may be required to be reported to a federal or state governmental or regulatory authority or disclosed to stockholders or the public. In such cases, the identity of the Reporting Individual, if provided, will not be disclosed without his or her consent unless required by law.

Reporting and Retention of Whistleblower Complaints and Investigations

The Audit Committee will maintain a record of all whistleblower submissions, track their receipt, investigation and resolution, and prepare a periodic summary report thereof.

Amendments or Updates

This Policy will be amended or supplemented from time to time in the determination of the Audit Committee. The current terms of this Policy shall be maintained in the employee policy manual or a supplement provided to the employees and/or on the Company's website.

Effective Date: February 7, 2014