



Director Independence Standards of Brekford International Corp.

To be considered “independent” (i) a director of Brekford International Corp. (the “Company”) must meet the bright-line independence standards, if any, of the exchange or trading facility on which the Company’s securities are listed or traded and (ii) the board of directors must affirmatively determine that the director otherwise has no material relationship with the Company, directly or as an officer, stockholder or partner of an organization that has a relationship with the Company. In assessing the materiality of a director’s relationship with the Company, the board must consider all relevant facts and circumstances, not merely from the director’s standpoint, but from that of persons or organizations with which the director has an affiliation. The relationships set forth below will be considered to be material relationships that would impair a director’s independence. The board may conclude that a director has a relationship that is not expressly set forth below has a material relationship with the Company that would impair the director’s independence.

1. A director who is, or who has been within the last three years, an employee of the Company or whose immediate family member is, or has been within the last three years, an executive officer of the Company may not be deemed independent.

2. A director who has received, or whose immediate family member has received, during any 12-month period within the last three years, compensation from the Company in which the amount involved exceeded the lesser of \$120,000 or one percent of the average of the Company’s total assets at year end for the last two completed fiscal years, other than fees for service as a director (including committee fees) and pension or other forms of deferred compensation for prior service (which is not contingent in any way on continued service), may not be deemed independent.

3. (A) A director who is, or whose immediate family member is, a current partner of a firm that is the Company’s external auditor; (B) a director who is a current employee of such a firm; (C) a director who has an immediate family member who is a current employee of such a firm and who participates in the firm’s audit, assurance or tax compliance (but not tax planning) practice; or (D) a director who was, or whose immediate family member was, within the last three years (but is no longer) a partner or employee of such a firm and personally worked on the Company’s audit within that time may not be deemed independent.

4. A director who is, or whose immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of the Company’s present executive officers at the time serves or served on that company’s compensation committee may not be deemed independent.

5. A director who is a current employee or general partner, or whose immediate family member is a current executive officer or general partner, of an entity that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of such other entity's consolidated gross revenues, may not be deemed independent.

For purposes of these standards, the terms:

“executive officer” means an “officer” within the meaning of Rule 16a-1(f) under the Securities Exchange Act of 1934; and

“immediate family” means spouse, parents, children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law and anyone (other than employees) sharing a person's home, but excluding any person who is no longer an immediate family member as a result of legal separation or divorce, or death or incapacitation.