

INSIDER TRADING POLICY

Apollo Medical Holdings, Inc. (the “**Company**”) has adopted this Insider Trading Policy, which is designed to provide guidelines to all directors, officers and other personnel, whether employees, consultants or contractors to the Company, for transactions in the Company’s securities and the handling of confidential information about the Company and the companies with which it does business.

For purposes of this Insider Trading Policy, the Company’s securities include common stock, options to purchase common stock and any other securities the Company may issue from time to time, such as warrants and convertible notes.

POLICY

It is the policy of the Company to comply with all insider trading laws and regulations.

RESPONSIBILITY

Directors, officers, and other personnel, whether employees, consultants, or contractors to the Company, may create, use or have access to material information about the Company that is not generally available to the investing public (such information is referred to in this Insider Trading Policy as “**material non-public information**,” as explained in more detail below). Each individual has an important ethical and legal obligation to maintain the confidentiality of such information and not to engage in any transactions in the Company’s securities while in possession of material non-public information. Each individual and the Company may be subject to severe civil and criminal penalties as a result of unauthorized disclosure of or trading in the Company’s securities while in possession of material non-public information.

The Company’s Compliance Officer is the Company’s Chief Executive Officer, who is responsible for the administration of this Insider Trading Policy.

GUIDELINES

1. **Prohibition.** Directors, officers, and other personnel, whether employees, consultants, or contractors to the Company, are prohibited from:
 - (a) buying or selling the Company’s securities while in possession of material non-public information;
 - (b) communicating such information to third parties other than those who need to know such information in connection with doing business with or for the Company;
 - (c) recommending the purchase or sale of the Company’s securities while in the possession of material information that has not been publicly disclosed by the Company; and
 - (d) assisting anyone engaged in any of the above activities.

This prohibition also applies to information about, and the securities of, other companies (e.g., customers or suppliers) with which the Company has a relationship.

There are no exceptions to this Insider Trading Policy other than those described in Section 9 below. Engaging in transactions in the Company's securities that are otherwise necessary for personal reasons, such as personal financial commitments, are still prohibited if you possess material non-public information.

2. **Transactions By Family Members; Entities Controlled by You.** The prohibitions outlined in this Policy also apply to your "immediate family" members, including your spouse, minor children or others living in your home and any entities under your control. "Immediate family" also includes any child, stepchild, grandchild, parent, stepparent, grandparent, sibling, mother or father-in-law, son or daughter-in-law, or brother or sister-in-law (as well as other adoptive relationships) who shares your same household. The Company will hold you responsible for the conduct of your immediate family and any entities under your control.

3. **Tipping Information to Others.** You may not disclose any material non-public information to others, including your family members, friends or social acquaintances. This prohibition applies whether or not you receive any benefit from the other person's use of that information. The Securities and Exchange Commission (the "SEC") has imposed large penalties even when the disclosing person did not profit from the trading.

4. **Material Non-Public Information.**

Material Information. Information is considered "material" if there is a substantial likelihood that a reasonable investor would consider it important in making a decision to purchase, hold or sell the Company's securities (e.g., information regarding a possible merger or acquisition involving the Company, the introduction of important products or major marketing changes). In addition, any information that could affect the market for the Company's securities is material.

Non-public Information. Non-public information is any information that has not been disclosed generally to the investing public. Disclosure by press release or in the Company's periodic reports filed with the SEC is necessary to make the information public. However, even after the Company has released information to the public, you should generally allow at least two (2) full business days (that is, days on which securities markets are open for trading) for the investing public to absorb and evaluate the information before you trade in the Company's securities.

Although it is not possible to list all types of material information, the following are a few examples of information that is particularly sensitive and should be treated as material:

- financial results
- projections of future earnings or revenues;
- stock splits;

- securities offerings or incurring debt;
- possible mergers, acquisitions, joint ventures or dispositions;
- significant contract wins or losses;
- changes in management;
- the introduction of important new services;
- unusual gains or losses in operations;
- significant litigation exposure due to actual or threatened litigation; and
- financial liquidity or bankruptcy problems.

If you have any question as to whether particular information is material or non-public, you should not trade or communicate the information to anyone without prior approval by the Compliance Officer.

5. **Inadvertent Disclosure.** If material non-public information is inadvertently disclosed by any of the directors, officers or other personnel, whether an employee, consultant or contractor to the Company, to a person outside the Company who is not obligated to keep the information confidential, you should immediately report all the facts to the Compliance Officer so that the Company may take appropriate remedial action. Under SEC rules, the Company generally has only 24 hours after learning of an inadvertent disclosure of material non-public information to publicly disclose such information.

6. **Short-term, Speculative Transactions.** The Company has determined that there is a substantial likelihood for the appearance of improper conduct by Company personnel when they engage in short-term or speculative securities transactions. Therefore, Company personnel are prohibited from engaging in any of the following activities involving the Company's shares, except with the prior written consent of the Compliance Officer:

- (a) purchasing the Company's securities on margin;
- (b) pledging Company securities;
- (c) short sales;
- (d) buying or selling puts or calls; and
- (e) engaging in options transactions (other than where the options were granted by the Company).

7. **Further Prohibition.** From time to time, effective immediately upon notice or as otherwise provided by the Company, the Company may determine that other types of transactions, or all transactions, by Company personnel in the Company's securities shall be prohibited or shall be permitted only with the prior written consent of the Compliance Officer.

8. **Blackout Period Trading Prohibition.** The following guidelines are applicable to (i) all members of the Company's Board of Directors, (ii) all executive officers (including the Chief Executive Officer and the Chief Financial Officer and Principal Financial and Accounting Officer), and (iii) other senior personnel, whether employees, consultants or contractors to the Company (collectively the "**Covered Persons**"). The persons to whom such guidelines are applicable may be changed by the Company from time to time as circumstances require.

The release of earnings is a particularly sensitive period of time for transactions in the Company's stock, given that officers, directors and other personnel may possess material non-public information about the expected financial results for the quarter. Accordingly, no Covered Person (even if such person's services terminate during a blackout period) may conduct transactions involving the purchase or sale of the Company's securities during a blackout period for the quarter. The blackout period with respect to each fiscal quarter of the Company begins on the close of business on the 15th day of the third month of the quarter and ends on the opening of the third business day following the Company's filing with the SEC of the Company's quarterly or annual financial reports or public release of quarterly or annual financial information. The Company will inform you of the anticipated date of public disclosure of each quarter's financial results upon request.

From time to time, the Company may also determine that the Covered Persons should suspend trading because of developments known to the Company and not yet disclosed to the public. In such event, the Covered Persons may not engage in any transaction involving the purchase or sale of the Company's securities during such period and should not disclose to others the fact of such suspension of trading.

It should be noted that, even outside of the trading prohibition, any person possessing material non-public information concerning the Company should not engage in any transactions in the Company's securities until such information has been known publicly for at least two trading days, whether or not the Company has recommended a suspension of trading to that person. Trading in the Company's securities outside of the blackout period should **not** be considered a "**safe harbor**," and all Covered Persons should use good judgment at all times.

9. **Approved Pre-Planned Trading Programs Pursuant to Rule 10b5-1.** Notwithstanding any other guidelines contained herein, it shall not be a violation of this Insider Trading Policy for Company personnel to sell (or purchase) securities of the Company under certain pre-planned trading programs adopted to purchase or sell securities in the future which are in compliance with SEC Rule 10b5-1. However, you may not enter into a trading program during a blackout period.

All pre-planned trading programs must be approved in advance, in writing, by the Compliance Officer. In addition, the Compliance Officer will need to ensure that the individual who wishes to establish the trading program does not, at the time of entering into the trading program, possess any material non-public information about the Company. Also, the Company may be aware of material non-public information (that the individual is unaware of) that may make it imprudent for the Compliance Officer to approve the trading program at that time.

Each director, officer and other Section 16 insider understands that the approval or adoption of a pre-planned selling program in no way reduces or eliminates such person's obligations under Section 16 of the Securities Exchange Act of 1934, as amended, including such person's disclosure and short-swing trading liabilities thereunder. If any questions arise, such person should consult with their own counsel in designing a trading program.

10. **Confidentiality Guidelines.** To provide more effective protection against the inadvertent disclosure of material non-public information about the Company or the companies with which it does business, the Company has adopted the following guidelines in addition to the prohibition in paragraph 1. above. These guidelines are not intended to be exhaustive. Additional measures to secure the confidentiality of information should be undertaken as deemed necessary under the circumstances. If you have any doubt as to your responsibilities with respect to confidential information, please seek clarification and guidance from the Compliance Officer before you act. Do not try to resolve any uncertainties on your own.

The following guidelines establish procedures with which every employee, officer and director should comply in order to maximize the security of confidential information:

- (a) Do not discuss any Company matter in public places, such as elevators, hallways, restrooms or eating facilities, where conversations might be overheard.
- (b) Use passwords to restrict access to the information on computers.
- (c) Limit access to particular physical areas where material non-public information is likely to be documented or discussed.

11. **Authorized Disclosure of Material Non-Public Information.** Under certain circumstances, the Compliance Officer may authorize the immediate release of material non-public information. If disclosure is authorized, the form and content of all public disclosures shall be approved by the Compliance Officer. All requests for information, comments, or interviews (other than routine product inquiries) made to any personnel should be directed to the Compliance Officer, who will clear all proposed responses. It is anticipated that most questions raised can be answered by the Compliance Officer or another company representative to whom the Compliance Officer refers the request. All personnel should not respond to such requests directly, unless expressly instructed otherwise by the Compliance Officer. In particular, great care should be taken not to comment on the Company's expected future financial results. All communications with representatives of the media and securities analysts shall be directed to the Compliance Officer.

12. **Company Assistance.** If you have any questions about specific information or proposed transactions, or as to the applicability or interpretation of this Insider Trading Policy or the propriety of any desired action, you are encouraged to contact the Compliance Officer.