

**CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS
OF INNOVATIVE FOOD HOLDINGS, INC.**

Revised and Effective August 15, 2023

I. Purpose

The purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Innovative Food Holdings, Inc. (the “**Company**”) is to assist the Board with oversight of the Company’s accounting and financial reporting processes and the audit of the Company’s financial statements.

To fulfill this obligation, the Committee relies on: (i) the Company’s named executive officers and their employee designees (referred to herein as “**management**”) for the preparation and accuracy of the Company’s financial statements; (ii) both management and the Company’s personnel responsible for establishing effective internal controls and procedures to ensure the Company’s compliance with accounting standards, financial reporting procedures and applicable laws and regulations; and (iii) the Company’s independent auditors for an unbiased, diligent audit or review, as applicable, of the Company’s financial statements and the effectiveness of the Company’s internal controls. The members of the Committee are not employees of the Company and are not responsible for conducting the audit or performing other accounting procedures.

The Committee shall undertake those specific duties and responsibilities enumerated below, and such other duties as the Board may from time to time prescribe. All powers of the Committee are subject to the restrictions designated in the Company’s bylaws, as may be amended and/or restated from time to time (the “**Bylaws**”), and by applicable law.

II. Membership

The Committee shall consist of no fewer than three (3) members of the Board, each of whom shall be “independent” in accordance with the requirements of Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and the rules of the Nasdaq Stock Market (or such other exchange if the Company is then listed on a different exchange). Such requirements include, among others, that no member of the Committee: (i) may accept any consulting, advisory or other compensatory fee from the Company, other than in his or her capacity as a member of the Committee, the Board or another committee of the Board; (ii) may be an “affiliated person” of the Company or any subsidiary of the Company within the meaning of Rule 10A-3 of the Exchange Act; or (iii) can have participated in the preparation of the financial statements of the Company or any current subsidiary at any time during the past three years.

Each member of the Committee must be financially literate and able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement. At least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication. At least one member of the Committee must be an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K. A person who satisfies this definition of audit committee financial expert will also be presumed to have financial sophistication.

The Board shall appoint the Chair of the Committee and members of the Committee annually, generally at its first meeting following Company’s annual meeting of stockholders. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation, removal or death. The Board may fill vacancies or remove any member from the Committee at any time

with or without cause. A member of the Committee may resign from the Committee at any time without resigning from the Board by delivering his or her written resignation to the Chair of the Board.

III. Authority and Responsibilities

The Committee shall have the following authority and responsibilities:

A. To: (i) select and retain an independent registered public accounting firm to act as the Company's independent auditors for the purpose of auditing the Company's annual financial statements, books, records, accounts and internal controls over financial reporting; (ii) set the compensation of the Company's independent auditors; (iii) oversee the work done by the Company's independent auditors; and (iv) terminate the Company's independent auditors if necessary in the Committee's determination.

B. To select, retain, compensate, oversee and terminate, if necessary, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company.

C. To (i) approve all audit engagement fees and terms (with the power to sign any engagement letter providing for the same on behalf of the Company) and (ii) pre-approve all audit and permitted non-audit and tax services that may be provided by the Company's independent auditors or other registered public accounting firms, and establish policies and procedures for the Committee's pre-approval of permitted services by the Company's independent auditors or other registered public accounting firms on an on-going basis.

D. At least annually, to obtain and review a report by the Company's independent auditors that describes: (i) the accounting firm's internal quality control procedures; (ii) any material issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board ("**PCAOB**") review or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the firm and any steps taken to deal with any such issues; and (iii) all relationships between the firm and the Company; and to discuss with the independent auditors this report and any relationships or services that may impact the objectivity and independence of the auditors.

E. At least annually, to evaluate the qualifications, performance and independence of the Company's independent auditors, including an evaluation of the lead audit partner; and to assure the regular rotation of the lead audit partner at the Company's independent auditors and consider regular rotation of the accounting firm serving as the Company's independent auditors.

F. To review and discuss with the Company's independent auditors: (i) the auditors' responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process; (ii) the overall audit strategy; (iii) the scope and timing of the annual audit; (iv) any significant risks identified during the auditors' risk assessment procedures; and (v) when completed, the results, including significant findings, of the annual audit.

G. To review and discuss with the Company's independent auditors: (i) all critical accounting policies and practices to be used in the audit; (ii) all alternative treatments of financial information within generally accepted accounting principles ("**GAAP**") that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the auditors; and (iii) other material written communications between the auditors and management.

H. To review and discuss with the Company's independent auditors and management: (i) any audit problems or difficulties, including difficulties encountered by the Company's independent auditors during their audit work (such as restrictions on the scope of their activities or their access to information); (ii) any significant disagreements with management; and (iii) management's response to these problems, difficulties or disagreements; and to resolve any disagreements between the Company's auditors and management.

I. To review with management and the Company's independent auditors: (i) any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles; (ii) any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods; and (iii) the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements.

J. To inform the Company's independent auditors as requested as to the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the Company; and to review and discuss with the Company's independent auditors the auditors' evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.

K. To review with management and the Company's independent auditors: (i) the adequacy and effectiveness of the Company's internal controls, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company's internal controls; (ii) any special audit steps adopted in light of any material control deficiencies; (iii) any fraud involving management or other employees with a significant role in such internal controls; (iv) the independent auditors' attestation (as required) of the report on internal controls and the required management certifications to be included in or attached as exhibits to the Company's Annual Report on Form 10-K or Quarterly Report on Form 10-Q, as applicable.

L. To review and discuss with the Company's independent auditors any other matters required to be discussed by applicable requirements of the PCAOB and the Securities and Exchange Commission ("SEC").

M. To review and discuss with the Company's independent auditors and management the Company's annual audited financial statements (including the related notes), the form of audit opinion to be issued by the auditors on the financial statements and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's Annual Report on Form 10-K before such Form 10-K is filed, and recommend to the Board whether the audited financial statements should be included in such Form 10-K and whether the Form 10-K should be filed with the SEC.

N. To produce the audit committee report required to be included in the Company's Annual Report on Form 10-K or proxy statement.

O. To review and discuss with the Company's independent auditors and management the Company's quarterly financial statements and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's Quarterly Report on Form 10-Q before such Form 10-Q is filed; and to review and discuss the Form 10-Q for filing with the SEC.

P. To review and discuss with management earnings press releases as well as financial information and earnings guidance provided to analysts and rating agencies.

Q. To recommend to the Board policies for the Company's hiring of employees or former employees of the Company's independent auditors.

R. To establish and oversee Company procedures for the receipt, retention and treatment of complaints received about the Company from its employees regarding accounting, internal accounting controls or auditing matters, or instances of fraud or unlawful conduct, and for the confidential, anonymous submission by Company employees of concerns regarding such matters.

S. To review and discuss with management the material risks faced by the Company and the policies, guidelines and process by which management assesses and manages the Company's risks, including the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

T. To oversee the Company's compliance with applicable laws and regulations and to review and oversee the Company's policies, procedures and programs designed to promote and monitor such legal and regulatory compliance.

U. To review with the Company's legal counsel legal and regulatory matters, including legal cases against or regulatory investigations of the Company that could have a significant impact on the Company's financial statements.

V. To review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K promulgated by the SEC) and any other potential conflict of interest situations on an ongoing basis, in accordance with Company policies and procedures, and to develop policies and procedures for the Committee's approval of related party transactions.

IV. Meetings and Operations

The Committee shall meet at least four (4) times a year, no less frequently than once per quarter, to discuss the annual and quarterly financial statements of the Company. The Committee may also meet at such other times as the Committee deems necessary or appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board as provided for in the Bylaws.

The Committee shall meet separately, at least annually, with management and representatives of the Company's independent auditors, and shall invite such other individuals to its meetings as it deems appropriate, to assist in carrying out its responsibilities. However, the Committee shall also meet regularly without any such non-Committee members present.

The Committee will maintain written minutes of its meetings, which minutes will be maintained with the books and records of the Company. The Chair (or other member of the Committee in the Chair's absence) shall report to the Board on its discussions and actions, including any significant issues or concerns that arise at its meetings, and shall make recommendations to the Board as appropriate.

V. Outside Advisers

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of independent outside counsel and such other advisers as it deems necessary or appropriate to fulfill its duties and responsibilities under this Charter. Such independent advisers may be the Company's regular advisers. The Committee shall set the compensation, and oversee the work, of any outside counsel and other advisers. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisers as determined by the Committee.

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to the Company's independent auditors, any other accounting firm engaged to perform services for the Company, any outside counsel and any other advisers to the Committee.

Nothing herein shall be construed to: (1) require the Committee to implement or act consistently with the advice or recommendations of any outside adviser to the Committee; or (2) affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

VI. Investigations

The Committee shall have the authority to conduct or authorize investigations into any matter within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

VII. Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

VIII. Annual Review

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval. The Committee shall also perform an annual evaluation of its own performance in accordance with any guidelines for self-evaluations of the committees of the Board set forth by the Nominating and Corporate Governance Committee of the Board. Such self-evaluation shall compare the performance of the Committee with the requirements of this Charter and address the Committee's composition, responsibilities, processes and effectiveness.

The Committee shall report the results of its self-evaluation to the Board. Such report may take the form of an oral report by the Chair of the Committee or any other member of the Committee designated by the Committee to make the report.

IX. Clawback Requirements

To the extent that the Company becomes listed on an exchange and becomes subject to Rule 10D-1 of the Exchange Act, then the Committee shall assist and advise the Board and any proper committee of the Board if the clawback provisions of the rule are triggered based upon a financial statement restatement, the amount of any clawback and which officer would be subject to the clawback.

X. Impact of Charter

This Charter does not change or augment the obligations of the Company, the Board, the Committee or its directors or management under the federal or state securities laws or create new standards for determining whether the Board, the Committee or the Company's directors or management have fulfilled their duties, including fiduciary duties, under applicable law.

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