

## OTCQB Certification

I, David E. Vautrin, CEO of XFit Brands, Inc (“the Company”), certify that:

- a. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (check one):
- Company is registered under Section 12(g) of the Exchange Act
  - Company is relying on Exchange Act Rule 12g3-2(b)
  - Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
  - Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
  - Company is reporting under Section 15(d) of the Exchange Act.
  - Other (describe) \_\_\_\_\_
- b. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC’s EDGAR system or the OTC Disclosure & News Service, as applicable.
- c. The Company Profile displayed on [www.otcmarkets.com](http://www.otcmarkets.com) is current and complete as of 9-28-15 and includes the total shares outstanding, authorized, and in the public float as of that date.
- d. The following is a complete list of attorney(s) and law firm(s) who advised or assisted in the preparation of the Company’s most recent annual report, including in-house counsel: (If no attorney assisted in putting together the disclosure, indicate the person or persons who prepared the disclosure and their relationship to the company.)

Indeglia and Carney  
11900 Olympic Blvd.  
Suite 770  
Los Angeles, CA 90064

Accell Audit & Compliance, P.A.  
4868 W. Gandy Blvd.  
Tampa, FL 33611

- e. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, during the period from the Company’s prior fiscal year end to the date of this OTCQB Certification, to provide investor relations services, public relations services, or other related services to the Company including promotion of the Company or its securities:

Hayden IR  
15879 N. 80<sup>th</sup> Street  
Suite 400  
Scottsdale, AZ 85260

Officers  
David E. Vautrin  
25731 Commercentre Drive  
Lake Forest, CA 92630

Charles Joiner  
25731 Commercentre Drive  
Lake Forest, CA 92630

Brent D. Willis  
25731 Commercentre Drive  
Lake Forest, CA 92630



Kevin Hirsch  
25731 Commercentre Drive  
Lake Forest, CA 92630

Robert Miranda  
25731 Commercentre Drive  
Lake Forest, CA 92630

Pimco High Yeild Fund  
840 Newport Center Drive  
Newport Beach, CA 92660  
Registered Agent Mr. Stracke

f. Listed below are the names, legal addresses and % of shares owned by all Officers, Directors and Control Persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities). If any of the beneficial shareholders are corporate shareholders, the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders must also be included.

<b>Name</b>	<b>Address (City and State only)</b>	<b>% Shares Owned</b>
David E. Vautrin (Held in a Trust)	Lake Forest, CA	27.42
Charles Joiner	Lake Forest, CA	14.80
Brent Willis	Lake Forest, CA	6.73
Kevin Hirsch (Held in a Trust)	Lake Forest, CA	5.97
Lisa Ann Willis	St. Petersburg, FL	6.73
Robert Miranda	Lake Forest, CA	* less than 1%

Date: 9-30-15

Name of Certifying CEO or CFO: David E. Vautrin

Title: CEO

Signature: David E. Vautrin  
(Digital Signatures should appear as "/s/ [OFFICER NAME]")