

## OTCQB Certification

I, Jaleea P. George, Chief Financial Officer of Summer Energy Holdings, 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 is current and complete as of May 12, 2015 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.)

Kirton McConkie, PC  
Alexander N. Pearson  
60 E. South Temple, Suite 1800  
Salt Lake City, Utah 84111  
apearson@kmclaw.com  
80-321-4864

- 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:

None

- 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.

Name	Address (City and State only)	% Shares Owned
See attached list		

Date: 05/12/2015

Name of Certifying CEO or CFO: Jaleea P. George

Title: Chief Financial Officer

Signature:

*Jaleea P. George, CFO*  
(Digital Signatures should appear as "/s/ [OFFICER NAME]")  
*5/12/2015*

## OTCQB Certification Item f

The following table and the notes thereto set forth certain information regarding the beneficial ownership of our Common Stock as of April 21, 2015, by (i) each current director and director nominee; (ii) each executive officer named in the summary compensation table included herein who was serving as an executive officer at the end of the 2014 fiscal year; (iii) all our current directors, director nominees and executive officers as a group; and (iv) each person who is known by us to be a beneficial owner of five percent or more of our Common Stock.

Name and Address of Beneficial Owner (1)	Shares Beneficially Owned	
	Number (2)	Percent
<i>Directors, Officers and Director Nominees:</i>		
Neil M. Leibman .....	3,139,924 (3)	19.36%
Jaleea P. George .....	632,222 (4)	4.13%
Angela Hanley .....	112,500 (5)	*
Stuart C. Gaylor .....	2,123,617 (6)	13.85%
Jefferey Mace Meeks .....	68,750 (7)	*
James P. Stapleton .....	68,750 (8)	*
Tom D. O'Leary .....	2,915,536 (9)	18.47%
Andrew Bursten .....	1,074,460 (10)	6.79%
All directors, director nominees and executive officers, as a group .....	10,135,759	64.23%
<i>5% Shareholders:</i>		
Paul M. Wyleczuk .....	850,000	5.56%
Roderick L. Danielson .....	844,586	5.52%

\* Less than 1% of the outstanding shares of Common Stock.

- (1) The address for all officers and directors is c/o Summer Energy Holdings, Inc., 800 Bering Drive, Suite 260, Houston, Texas 77057.
- (2) Unless otherwise indicated, the named persons possess sole voting and investment power with respect to the shares listed (except to the extent such authority is shared with spouses under applicable law). The percentages are based upon 15,290,220 shares outstanding as of April 21, 2015, except for certain parties who hold preferred stock which is currently convertible into Common Stock, as well as parties who hold stock options and warrants that are presently exercisable or exercisable within 60 days into shares of Common Stock, whose percentages are based upon the sum of shares of Common Stock outstanding as of April 21, 2015 plus the number of shares of Common Stock subject to stock options and warrants that are presently exercisable or exercisable within 60 days held by them, as well as convertible preferred stock which is convertible into Common Stock currently or within 60 days, as indicated in the following notes.
- (3) Includes 46,479 shares held of record by Boxer Capital, Ltd., a Texas limited partnership. Mr. Leibman is general partner of Boxer Capital, Ltd. and has sole voting and dispositive power over such shares. Also includes 1,807,576 shares held of record by MAA Holdings Limited, a Texas limited partnership. Mr. Leibman is general partner of MAA Holdings Limited and has sole voting and dispositive power over such shares. Also includes 500,000 shares of Common Stock issuable upon conversion of 500,000 shares of Series B Preferred Stock held by Mr. Leibman, and 426,115 shares of Common Stock issuable upon exercise of stock options held by Mr. Leibman.

- (4) Includes 597,222 shares held of record by The Jaleea K. Pyle Living Trust. Ms. George is a trustee of such trust and has voting and dispositive control over securities held by The Jaleea K. Pyle Living Trust. Also includes 35,000 shares of Common Stock issuable upon exercise of stock options held by Ms. George.
- (5) Includes 25,000 shares of Common Stock issuable upon exercise of stock options held by Ms. Hanley.
- (6) Includes 1,805,556 shares held of record by GF Holdings, Ltd., a Texas limited partnership. Mr. Gaylor is the manager of GF Holdings GP, LLC, a Texas limited liability company, which is the general partner of GF Holdings, Ltd. Mr. Gaylor has voting and dispositive control over securities held by GF Holdings, Ltd. Also includes 43,750 shares of Common Stock issuable upon exercise of stock options held by Mr. Gaylor.
- (7) Includes 43,750 shares of Common Stock issuable upon exercise of stock options held by Mr. Meeks.
- (8) Includes 43,750 shares of Common Stock issuable upon exercise of stock options held by Mr. Stapleton.
- (9) Includes 300,000 shares of Common Stock issuable upon conversion of 300,000 shares of Series B Preferred Stock held by Mr. O'Leary. Also includes 194,865 shares of Common Stock issuable upon exercise of stock options held by Mr. O'Leary.
- (10) Includes 530,710 shares held of record by The Riva Bursten 2000 Trust. Also includes 500,000 shares of Common Stock issuable upon conversion of 500,000 shares of Series B Preferred Stock held by The Riva Bursten 2000 Trust. Mr. Bursten is a trustee of such trust and shares voting and dispositive control over securities held by The Riva Bursten 2000 Trust. Also includes 43,750 shares of Common Stock issuable upon exercise of stock options held by Mr. Bursten.