OTCQB Certification

I, Randall Letcavage, Cheif Executive Officer of Premier Holding Corp. ("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 5, 2016 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.)

Darryl Sheetz, LLP

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:

Anton & Chia, LLP, 3501 Jamboree Road, South Tower Suite 540, Newport Beach, CA 92660

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 Exhibit A		

Date: May 5, 2016

Name of Certifying CEO or CFO: Randall Letcavage

Title: CEO

Signature: /s/ Randall Letcavage
(Digital Signatures should appear as “/s/ [OFFICER NAME]”)

Exhibit "A"

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following tables set forth, as of April 5, 2016, certain information with respect to the beneficial ownership of our common stock by each stockholder known by us to be the beneficial owner of more than 5% of our common stock and by each of our current directors and executive officers. Each person has sole voting and investment power with respect to the shares of common stock, except as otherwise indicated. Beneficial ownership consists of a direct interest in the shares of common stock, except as otherwise indicated.

In the following tables, we have determined the number and percentage of shares beneficially owned in accordance with Rule 13d3 of the Securities Exchange Act of 1934 based on information provided to us by our controlling stockholder, executive officers and directors, and this information does not necessarily indicate beneficial ownership for any other purpose. In determining the number of shares of our common stock beneficially owned by a person and the percentage ownership of that person, we include any shares as to which the person has sole or shared voting power or investment power, as well as any shares subject to warrants or options held by that person that are currently exercisable or exercisable within 60 days.

Security Ownership of Certain Beneficial Holders

Title of Class	**Name and Address of Beneficial Owner**	**Amount and Nature of Beneficial Ownership [4] [5]**	**Percent of Class**
Common Stock	Robert Siegler Suzanne Siegler Siegler Family Trust, Declaration dated July 6, 2012 300 N.E. 5th Street Boca Raton, FL 33432	7,722,807 Direct [1]	3.59%
Common Stock	Bojo, LLC 1601 W. School Ave, Unit 403 Chicago, IL 60657	16,353,000 Direct [5]	7.60%
Common Stock	Bash Holdings, LLC 9216 N National Avenue Morton Grove, IL 60053	12,603,000 Direct [5]	5.86%
	Total Beneficial Holders as a Group	36,678,807 Direct	17.05%

Security Ownership of Management

Title of Class	**Name and Address of Beneficial Owner**	**Amount and Nature of Beneficial Ownership [4] [5]**	**Percent of Class**
Common Stock	Randall Letcavage 1382 Valencia, Unit F Tustin, CA 92780	7,384,386 Direct [2]	3.21%
Common Stock	Woodrow Clark, PhD 1382 Valencia, Unit F Tustin, CA 92780	150,000 Direct [3]	<1%
Common Stock	Lane Harrison 1382 Valencia, Unit F Tustin, CA 92780	150,000 Direct [3][6]	<1%
Common Stock	Robert Baron 1382 Valencia, Unit F Tustin, CA 92780	-	-
Common Stock	**Directors & Executive Officers as a group (4 persons)**	7,684,386 Direct	3.34%