

OTCQB Certification

I, Kristin Taylor, Chair, President & CEO of Imageware Systems, Inc. (“the Company”), certify that:

1. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (mark the box below that applies with an “X”):
 - 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.
 - Company is reporting under the Alternative Reporting Company Disclosure Guidelines
 - Company is reporting under Regulation A (Tier 2)
 - Other (describe) _____
2. 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.
3. The company is duly organized, validly existing and in good standing under the laws of Delaware, in which the Company is organized or does business.
4. The share information below is for the primary OTCQB traded security as of the latest practicable date:

Trading Symbol		<u>IWSY</u>
The data in this chart is as of:		<u>04/12/2022</u>
Shares Authorized	(A)	<u>2,000,000,000</u>
Total Shares Outstanding	(B)	<u>347,275,242</u>
Number of Restricted Shares ¹	(C)	<u>68,675,822</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>49,801,938</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>228,797,482</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> ²	(F)	<u>66%</u>
Number of Beneficial Shareholders of at least 100 shares ³	(G)	<u>2,874</u>

¹ Restricted Shares means securities that are subject to resale restrictions for any reason. Your transfer agent should be able to provide the total number of restricted securities.

² Public Float means the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a “10 percent Control Person”), or any Affiliates thereof, or any Family Members of officers, directors, and control persons. Family Member shall mean a Person’s spouse, parents, children, and siblings, whether by blood, marriage or adoption, or anyone residing in such Person’s home. OTCQB traded securities are required to have a freely traded public float of at least 10% of the shares outstanding unless an exemption applies.

³ Beneficial Shareholder means any person who, directly or indirectly has or shares voting power of such security or investment power, which includes the power to dispose, or to direct the disposition of, such security. OTCQB traded securities are required to have at least 50 beneficial shareholders unless an exemption applies.

5. Convertible Debt:

The following is a complete list of all promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer’s equity securities that were issued or outstanding at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification:

Check this box if there were no promissory notes, convertible notes, or other convertible debt arrangements issued or outstanding at any point during this time period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) ⁴	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed). ⁶	Reason for Issuance (e.g., Loan, Services, etc.)

Total Outstanding Balance:

Total Shares:

Use the space below to provide any additional details, including footnotes to the table above:

N/A

6. The following is a complete list of any law firm(s) and attorney(s) that acted as the Company’s primary legal counsel in preparing its most recent annual report. Include the firm and attorney(s) name if outside counsel, or name and title if internal counsel. (If no attorney assisted in putting together the disclosure, identify the person(s) who prepared the disclosure and their relationship to the company.) Please also identify any other attorney, if different than the primary legal counsel, that assisted the company during the prior fiscal year on any matter including but not limited to, preparation of disclosure, press releases, consulting services, corporate action or merger assistance, etc.

Disclosure Law Group, a Professional Corporation (Securities Counsel) – 655 West Broadway, Suite 870, San Diego, CA 92101 – Daniel Runsey, Managing Director

⁴ The Outstanding Balance is to include accrued interest.

⁵ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any “blockers” or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

⁶ International Reporting Companies may elect not to disclose the names of noteholders who are non-affiliates of the company. “Affiliate” is a Person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, an officer, a director, or a shareholder beneficially owning 10 percent or more of the Company’s outstanding shares.

5% Shareholders:			
Blackwell Partners LLC (3)(4) c/o Nantahala Capital Management, LLC 19 Old Kings Highway South, Suite 200 Darien, CT 06820	43,699,828	12.6	%
Nantahala Capital Partners Limited Partnership (4)(5) c/o Nantahala Capital Management, LLC 19 Old Kings Highway South, Suite 200 Darien, CT 06820	17,073,756	4.9	%
Nantahala Capital Partners II Limited Partnership (4)(6) c/o Nantahala Capital Management, LLC 19 Old Kings Highway South, Suite 200 Darien, CT 06820	49,723,842	14.3	%
Nantahala Capital Partners SI LP (4)(7) c/o Nantahala Capital Management, LLC 19 Old Kings Highway South, Suite 200 Darien, CT 06820	97,116,638	28.0	%
NCP QR LP (4)(8) c/o Nantahala Capital Management, LLC 19 Old Kings Highway South, Suite 200 Darien, CT 06820	19,802,744	5.7	%
NCP QR LP (4)(9) c/o Nantahala Capital Management, LLC 19 Old Kings Highway South, Suite 200 Darien, CT 06820	31,799,811	9.2	%
Neal Goldman (10) 767 Third Avenue, 16th Floor New York, NY 10017	68,327,334	19.7	%
Plum Investments (11) 1807 S. San Gabriel Blvd. San Gabriel, CA 91776	27,255,575	7.8	%
Silver Creek CS, SAV, L.L.C (8)(12) c/o Nantahala Capital Management, LLC 19 Old Kings Highway South, Suite 200 Darien, CT 06820	13,063,465	3.8	%
W Ryan Goldman (13) 570 Lawrence Ave Westfield, NJ. 07060	18,078,902	5.2	%
Shellback Financial (17) 16045 54th Ave N Minneapolis, MN. 55446	18,198,971	5.2	%

- (1) All entries exclude beneficial ownership of shares issuable pursuant to options, warrants, or other convertible securities that have not vested, are not convertible, or that are not otherwise exercisable as of the date hereof, or which will not become vested, convertible or exercisable within 60 days of April 7, 2022.
- (2) Percentages are rounded to the nearest one-tenth of one percent. Percentages are based on 347,275,242 shares of Common Stock outstanding as of April 7, 2022. Options, warrants, and other convertible securities that are presently convertible or exercisable, or convertible or exercisable within 60 days of April 7, 2022 are deemed to be beneficially owned by the shareholder holding the options, warrants, or other convertible securities for the purpose of computing the percentage ownership of that shareholder, but are not treated as outstanding for the purpose of computing the percentage of any other shareholder.
- (3) Includes 43,698,828 shares issuable upon the conversion of approximately 2,547.7 shares of Series D Preferred.
- (4) Nantahala Capital Management, LLC is a Registered Investment Adviser and has been delegated the legal power to vote and/or direct the disposition of securities on behalf of this entity as a General Partner or Investment Manager and would be considered the beneficial owner of such securities. Wilmot B. Harkley and Daniel Mack, as principals of Nantahala Capital Management, LLC, may be deemed to hold voting and dispositive power over the shares identified herein. The above shall not be deemed to be an admission by the record owners or these

selling shareholders that they are themselves beneficial owners of these shares of securities for purposes of Section 13(d) of the Exchange Act or any other purpose.

- (5) Includes 17,073,756 shares issuable upon the conversion of approximately 995.4 shares of Series D Preferred.
- (6) Includes 49,723,842 shares issuable upon the conversion of approximately 2,898.9 shares of Series D Preferred.
- (7) Includes 97,116,638 shares issuable upon the conversion of approximately 5,661.9 shares of Series D Preferred.
- (8) Includes 19,802,744 shares issuable upon the conversion of approximately 1,154.5 shares of Series D Preferred.
- (9) Includes 31,799,313 shares issuable upon the conversion of approximately 1,853.9 shares of Series D Preferred.
- (10) Includes 4,264,151 shares issuable upon the conversion of Series D Preferred. Mr. Goldman exercises sole voting and dispositive power over 49,554,406 shares, including the aforementioned Series D conversion shares and shared voting and dispositive power over 14,508,777 reported shares, of which 3,000,000 shares are owned by the Goldman Family 2012 GST Trust, 11,361,077 are held in an individual retirement account, and 147,700 shares are owned by The Neal and Marlene Goldman Foundation.
- (11) Includes 27,255,575 shares issuable upon the conversion of 1,589 shares of Series D Preferred. Tom Y. Lee, G.P. of Plum Investments L.P., may be deemed to hold voting and dispositive power over the shares identified herein.
- (12) Includes 13,063,465 shares issuable upon the conversion of approximately 761.6 shares of Series D Preferred.
- (13) Includes 18,078,902 shares issuable upon the conversion of approximately 1,054 shares of Series D Preferred.
- (14) Includes 18,198,971 shares issuable upon the conversion of approximately 1,061 shares of Series D Preferred.