

OTC QB CERTIFICATION FORM**Annex A**

CHARLIE'S HOLDINGS, INC.

Item 9 – Officers, Directors and 5% Control Persons

Name	City and State (and Country if outside US)	Number of Shares Owned (list common, warrants and options separately)	Percentage of Class of Shares Owned
Henry Sicignano	Buffalo, NY	8,000,001 (common)	3.7%
Matthew Montesano	Newport Beach, CA	1,975,409 (common)	0.9%
Matthew Montesano	Newport Beach, CA	500,000 (options)	7.3%
Jeff Fox	Newport Beach, CA	650,000 (common)	0.3%
Jeff Fox	Newport Beach, CA	250,000 (options)	3.6%
Scot Cohen	New York, NY	1,179,935 (common)	0.5%
Scot Cohen	New York, NY	846,246 (preferred A as converted)	2.7%
Scot Cohen	New York, NY	564,164 (warrants)	1.4%
Scot Cohen	New York, NY	72,448 (options)	1.1%
Adam Mirkovich	Orange, CA	473,100 (common)	0.2%
Adam Mirkovich	Orange, CA	100,000 (options)	1.5%
Ed Carmines	Scottsdale, AZ	400,000 (common)	0.2%