OTC Markets

Management Certification

The undersigned, on behalf of SpringBig Holdings, Inc. (“the Company”), certifies that the information provided herein is accurate and complete to the best of the Company’s knowledge.

1. The Company is current in its disclosure obligations pursuant to the following reporting standard:

SEC Reporting Obligations

◉ The Company has a reporting obligation under Section 13 or 15(d) of the Exchange Act

○ The Company has a reporting obligation under Regulation A (Tier 2)

○ The Company has a reporting obligation under Regulation Crowdfunding (CF)

○ Other (please describe)

Other Reporting Obligations

○ The Company is a U.S. bank, bank holding company, or similar financial institution exempt from SEC registration, has a reporting obligation to a U.S. Bank Regulator and follows OTC Markets' Bank Reporting requirements.

○ The Company is exempt from SEC registration and is reporting under the Alternative Reporting Standard

2. Indicate below whether the Company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

   Yes: [☐] No: [☒]

3. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.

   Yes: [☐] No: [☒]

4. The Company has a Verified Company Profile on OTCMarkets.com.

5. The Company is duly organized and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.

6. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.

7. The Company understands and acknowledges its obligations to publicly disclose material information in a timely manner in accordance with applicable U.S. federal securities laws, including but not limited to Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.

8. The Company’s transfer agent and its address are listed below. If the Company acts as its own transfer agent, indicate that by listing the Company and its information in the fields provided.[1]

   Transfer Agent: Continental Stock Transfer & Trust
   Address: 1 State Street, 30th Floor, New York, NY 10004-1571

9. The Company’s most recent Annual Report was prepared by:

[1] OTCQX, OTCQB, and OTCID companies are required to retain a transfer agent that participates in the Transfer Agent Verified Shares Program. OTCID companies that act as their own transfer agent may submit data directly to OTC Markets.

Below is a list all law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report or, if no attorney assisted in preparing the disclosure, the person(s) who prepared the disclosure and their relationship to the Company.

Benesch, Friedlander, Coplan & Aronoff LLP Attn: Aslam Rawoof
1133 Avenue of the Americas, Suite 3100, New York, NY 10036

10. The Company's Officers, Directors and 5% Beneficial Owners are listed below:

The table below provides information regarding all officers and directors of the Company, or any person that performs a similar function, regardless of the number of shares they own. To the best of the Company's knowledge, it includes all individuals or entities beneficially owning 5% or more of any class of the issuer's equity securities. To identify holders of 5% or more, companies may obtain a recent copy of their shareholder list that includes Non-Objecting Beneficial Owners or "NOBOs." SEC Reporting companies may also research their beneficial ownership and insider transaction filings such as on Schedules 13G or 13D or on Forms 3, 4, and 5.

As of (latest practicable date): March 9, 2026

Individual Name (First, Last) **or** **Entity Name** (Include names of control person(s) if a corporate entity)	**Position/Company Affiliation** (ex: CEO, ≥ 5% beneficial owner)	**City and State** (Include Country if outside U.S.)	**Number of Shares Owned** (List common, preferred, warrants and options separately)	**Class of Shares Owned**	**Percentage of Class of Shares Owned** (undiluted)
Mark Silver (1)	Former Director; 5% Holder	Toronto, Canada	19,899,999	Common	29.1%
Lightbank Asset Management, LLC (2)	5% Holder	Chicago, IL	16,000,000	Common	24.8%
Jeffrey Harris (3)	Former Director; 5% Holder	Boca Raton, FL	7,300,756	Common	14.7%
Tuatara Capital Fund, II, L.P. (4)	5% Holder	New York, NY	4,470,000	Common	9.2%
AWM Investment Company, Inc. (5)	5% Holder	New York, NY	4,448,974	Common	9.2%
Jaret Christopher	CEO	Boston, MA	797,133	Common	1.6%
Jason Moos	CFO	Chicago, IL	0	n/a	n/a
James Cabral	COO	Clearwater, FL	0	n/a	n/a
Larry Ellis	Board Member	Toronto, Canada	0	n/a	n/a

Any additional material details, including conversion terms of any class of the issuer's equity securities, are below:

(1) Based on a Form 4 filed by Mr. Silver on May 19, 2025. Consists of shares of Common Stock issuable upon conversion of the Convertible Notes. The Convertible Notes are held for the account of Shalcor Management, Inc. Mr. Silver is the President of Shalcor Management, Inc. and as such could be deemed to share voting control and investment power over shares that may be deemed to be beneficially owned by Shalcor Management, Inc., but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(2) Based on a Schedule 13D filed by Lightbank Asset Management, LLC on August 8, 2024. Consists of shares of Common Stock issuable upon conversion of the Convertible Notes. The Convertible Notes are held for the account of Lightbank II, L.P. ("Lightbank II"), an investment fund managed by Lightbank Asset Management LLC, a Delaware limited liability company ("LAM"), which are convertible into 16,000,000 shares of Common Stock within 60 days of August 1, 2024 (the "Event Date"). Eric Lefkofsky ("Mr. Lefkofsky" and, together with LAM, the "Reporting Persons") is the Co-Managing Partner of LAM. As a result, each of LAM and Mr. Lefkofsky share the power to vote and the power to direct the disposition of all securities of the Company reported herein. Thus, each of LAM and Mr. Lefkofsky may

be deemed to beneficially own 16,000,000 shares of Common Stock deemed issued and outstanding as of such date. The principal business address for each of the beneficial owners is 600 West Chicago Avenue, Chicago, Illinois 60654.

(3) Based on a Schedule 13D/A filed by Mr. Harris on January 22, 2025. Includes 1,066,666 shares of Common Stock issuable upon conversion of the Convertible Notes. Includes the shares of common stock held by Medici Holdings V, Inc., an estate planning vehicle through which Mr. Harris shares ownership with family members of Mr. Harris and for which Mr. Harris may be deemed to have investment discretion and voting power. Includes 265,365 options exercisable for shares of common stock within 60 days.

(4) Based on a Schedule 13G filed by TCAC Sponsor, LLC on February 9, 2022. Includes 3,870,000 shares of common stock held by TCAC Sponsor, LLC (the "Sponsor") and 600,000 shares of common stock held by Tuatara Capital Fund II, L.P. Tuatara Capital Fund II, L.P. ("Fund II") is the sole member of TCAC Sponsor, LLC. Accordingly, shares of common stock held by TCAC Sponsor, LLC may be attributed to Fund II. Fund II is controlled by a board of managers comprised of three individuals - Albert Foreman, Mark Zittman and Marc Riiska. Any action by our sponsor with respect to our company or the founders' shares, including voting and dispositive decisions, requires a majority vote of the managers of the board of managers of Fund II. Under the so-called "rule of three," because voting and dispositive decisions are made by a majority of Fund II's managers, none of the managers is deemed to be a beneficial owner of our sponsor's securities, even those in which he holds a pecuniary interest. Accordingly, none of the managers is deemed to have or share beneficial ownership of the founders' shares held by the Sponsor. The principal business address for each of the beneficial owners is 655 Third Avenue, 8th Floor, New York, New York 10017.

(5) Based on a Schedule 13G filed by AWM Investment Company, Inc., a Delaware corporation ("AWM") on May 9, 2025. AWM is the investment adviser to Special Situations Cayman Fund, L.P. ("CAYMAN"), Special Situations Fund III QP, L.P. ("SSFQP") and Special Situations Private Equity Fund, L.P. ("SSPE"). (CAYMAN, SSFQP and SSPE will hereafter be referred to as the "Funds"). As the investment adviser to the Funds, AWM holds sole voting and investment power over 449,767 shares of Common Stock held by CAYMAN, 1,568,426 shares of Common Stock held by SSFQP and 2,430,781 shares of Common Stock held by SSPE. David M. Greenhouse ("Greenhouse") and Adam C. Stettner ("Stettner") are members of: SSCayman, L.L.C., a Delaware limited liability company ("SSCAY"), the general partner of CAYMAN; MGP Advisers Limited Partnership, a Delaware limited partnership ("MGP"), the general partner of SSFQP and MG Advisers, L.L.C., a New York limited liability company ("MG"), the general partner of SSPE. Greenhouse and Stettner are also controlling principals of AWM. The principal business address for AWM is c/o Special Situations Funds, 527 Madison Avenue, Suite 2600, New York, NY 10022.

11. The Company has Convertible Debt as detailed below:

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

[☐] Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	**Principal Amount at Issuance ($)**	**Outstanding Balance ($) (include accrued interest)**	**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[2]**	**Name of Noteholder (entities must have individual with voting / investment control disclosed).**	**Reason for Issuance (e.g., Loan, Services, etc.)**
1/23/24	$2,985,000	$3,597,000	1/23/27	Convert at fixed rate of $0.15	0	23,980,000	Shalcor Management, Inc.(6)	General Corporate
1/23/24	$2,400,00	$2,892,000	1/23/27	Convert at fixed rate of $0.15	0	19,280,000	Lightbank II, L.P.(7)	General Corporate

[2] 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.

1/23/24	$160,000	$192,000	1/23/27	Convert at fixed rate of $0.15	0	1,280,000	Jeffrey Harris	General Corporate
1/23/24	$150,000	$181,000	1/23/27	Convert at fixed rate of $0.15	0	1,205,000	Balkin Family Investments, LLC (Michael Balkin, Manager)	General Corporate
1/23/24	$150,000	$181,000	1/23/27	Convert at fixed rate of $0.15	0	964,000	Halley Venture Fund, L.P. (Andrew Dowicz, Managing Partner)	General Corporate
1/23/24	$150,000	$181,000	1/23/27	Convert at fixed rate of $0.15	0	964,000	Bob Feig	General Corporate
1/23/24	$120,000	$144,000	1/23/27	Convert at fixed rate of $0.15	0	964,000	MWAD Alt Investments LLC (Max Wygod, Manager)	General Corporate
1/23/24	$90,000	$108,000	1/23/27	Convert at fixed rate of $0.15	0	723,000	Gilad Ottensoser	General Corporate
1/23/24	$75,000	$90,000	1/23/27	Convert at fixed rate of $0.15	0	603,000	CR Financial Holdings, Inc. (Gerald Mars, Chief Financial Officer)	General Corporate
1/23/24	$75,000	$90,000	1/23/27	Convert at fixed rate of $0.15	0	603,000	Wayland Investments, LLC (Byron Roth, Manager)	General Corporate
1/23/24	$30,000	$36,000	1/23/27	Convert at fixed rate of $0.15	0	241,000	Jeff Rosenberg	General Corporate
1/23/24	$15,000	$18,000	1/23/27	Convert at fixed rate of $0.15	0	121,000	Jon Trauben	General Corporate
	Total Outstanding Balance:	$7,712,103		**Total Shares:**	0	51,414,012		

Any additional material details, including footnotes to the table are below :

(6) Mark L. Silver is the President of Shalcor and Shawn Dym is the Managing Director of Shalcor and as such each could be deemed to share voting control and investment power over shares that may be deemed to be beneficially owned by Shalcor, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein. In connection with the Nomination Agreement, Mr. Dym and Mr. Silver joined the board of directors of the Company on January 23, 2024 and May 10, 2024, respectively.

(7) Held for the account of Lightbank II, L.P. (“Lightbank II”), an investment fund managed by Lightbank Asset Management, LLC (“LAM”). Eric Lefkofsky is the Co-Managing Partner of LAM. As a result, each of LAM and Mr. Lefkofsky share voting and investment control over the securities held for the account of Lightbank II. In addition, on January 23, 2024, Lightbank II entered into the Nomination Agreement with the Company and Shalcor Management, Inc. In connection with the Nomination Agreement, Matt Sacks, the Co-Managing Partner of Lightbank II, joined the board of directors of the Company on January 23, 2024.

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Jason Moos

Title: CFO

Date: 5/12/2026

Signature: __________

(Digital Signatures should appear as "/s/ [OFFICER NAME]")