

OTCQB: CHUC



**America's Best Harm Reduction Products
for Adult Smokers**

Investor Presentation June 2026

Disclaimer

Safe Harbor Statement and Risk Factors

This document is based on Charlie's Holdings, Inc. (the "Company") information and other sources of data that the Company believes are reliable. Nothing in this document is, or may be relied upon as, a promise or representation by the Company as to the past or future.

This document contains "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, including but not limited to statements regarding the Company's overall business, existing and anticipated markets and expectations regarding future sales and expenses. Words such as "expect," "anticipate," "should," "believe," "target," "project," "goals," "estimate," "potential," "predict," "may," "will," "could," "intend," variations of these terms or the negative of these terms and similar expressions are intended to identify these forward-looking statements. Forward-looking statements are subject to a number of risks and uncertainties, many of which involve factors or circumstances that are beyond the Company's control. The Company's actual results could differ materially from those stated or implied in forward-looking statements due to a number of factors, including but not limited to: the Company's ongoing ability to quote its shares on the OTCQB; whether the Company will meet the requirements to uplist onto a national securities exchange in the future; the Company's ability to successfully increase sales and enter new markets; whether the Company's ability to manufacture and produce products; the complexity, expense and time associated with compliance with government rules and regulations affecting nicotine substitute products, plant-derived and/or synthetic nicotine and products containing hemp extracts and/or semi-synthetic cannabinoids; litigation risks from the use of the Company's products; risks of government regulations; the impact of competitive products; and the Company's ability to maintain and enhance its brand(s), as well as other risk factors included in the Company's most recent quarterly report on Form 10-Q, annual report on Form 10-K, and other SEC filings. This summary of "risk factors" is NOT complete and does not contain all of the information that should be considered before investing in our common stock.

These forward-looking statements are made as of the date of this document and were based on current expectations, estimates, forecasts and obligation to update any forward-looking statements contained in this document as a result of new information, future events or changes in its expectations.

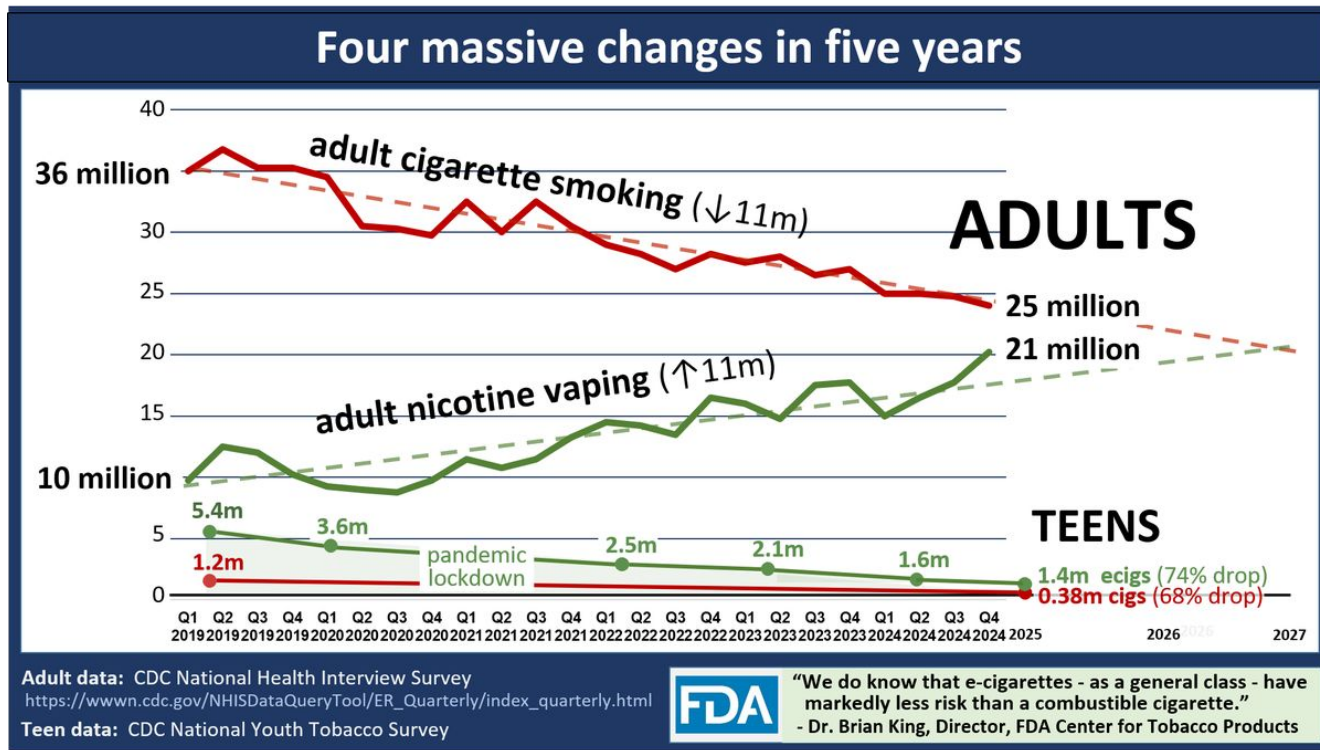
WHO IS CHARLIE'S?

Charlie's Holdings, Inc. (OTCQB: CHUC) is a diversified vapor products company serving adult consumers across both the nicotine AND non nicotine markets. Founded in 2014, the Company has built a global reputation for innovation, compliance, and award -winning flavor formulation.



Nicotine Market Transformation

- While cigarette smoking is declining rapidly, **adult vape usage is growing**.
- The U.S. vape market exceeds \$8B, with strong consumer demand for **FLAVOR** and **CONVENIENCE**.
- Retailers need legal, compliant, or exempt options **IMMEDIATELY**.



Vape Industry Problems: **\$8B Market at Risk**

■ **Illegal Import Crackdown**

Unauthorized shipments are being seized at ports and destroyed. Enforcement is intensifying as regulators target the **86% of the market currently considered illicit**.

■ **Domestic Mandates**

States like Texas and Tennessee are enacting laws requiring products to be **"Made in America"** or US-filled to remain legal on retail shelves.

■ **The Flavor Gap**

Adult consumers **prefer flavors 4-to-1 over plain tobacco**. However, Big Tobacco lacks flavored PMTA products, creating a **massive legal void** in the industry.

■ **Youth Access Prevention**

The FDA's primary objective is eliminating youth nicotine addiction. Any future flavored products must demonstrate robust technology to prevent minor access.

Charlie's 4 Strategic Moats

01 Non-Nicotine Innovation

SBX launches **best-selling** non-nicotine flavored vapes that **are not subject to the FDA PMTA review process**, securing immediate market shelf space.

03 Domestic Manufacturing

CHUC has opened a dedicated **US manufacturing facility** to meet "**Made in America**" State mandates and to ensure supply chain stability.

02 PMTA Portfolio Value

A massive portfolio of **678 PMTAs**. Big Tobacco has already initiated acquisition and licensing agreements to leverage this legal path. **Imputed potential value \$650MM++**

04 IKE Tech Partnership

Strategic partnership for the **first age-gated flavored nicotine vape**, utilizing technology to solve the industry's youth access challenge.

1. SBX: America's Non-Nicotine Flavored Vape

Category Killer Gets Rapid Traction

Rapid traction in 8 states (AK, KY, MS, LA, NY, NC, TX and the **first 25K puff** legal to sell in California.

SBX Preferred 15 to 1 over JUUL

In a Company-sponsored focus group survey of adult consumers who vape, Charlie's SBX Disposables were overwhelmingly preferred over Juul tobacco-flavored vapes.

SBX	JUUL	SBX
 <p>MORE VAPE BETTER TASTE</p> <p>Scan to learn more!</p>	AWARD-WINNING FLAVORS LEGAL ACROSS NEARLY ALL 50 STATES	YES!
	NOT SUBJECT TO FEDERAL RESTRICTIONS	YES!
	PROPRIETARY INGREDIENT: METATINE™	YES!
	NICOTINE TAX EXEMPT IN MANY STATES!	YES!
	3 POWER MODES	YES!

2. 678 Premarket Tobacco Applications Portfolio

Potential Imputed Value \$650MM+

The Company believes that the imputed and strategic value of its remaining **678 PMTA products** significantly **exceeds Charlie's current market cap.**

Big Tobacco Is A Buyer

16 of CHUC's PMTA Products were purchased in 2025 by a ("**Big Tobacco**") strategic Buyer. PMTA Products Strategic Partnerships have now generated **\$7.5 million** with an additional **\$4.2 million in contingent payments** possible over the next 12 months



3. US Manufacturing Facility & First Shipments

Meets US State Requirements

CHUC's US-filling operation ensures that the Company's products meet stringent domestic manufacturing requirements of Texas and other large states.

An Industry First

Charlie's became **one of the first** companies to launch a US-filled vapor product line.



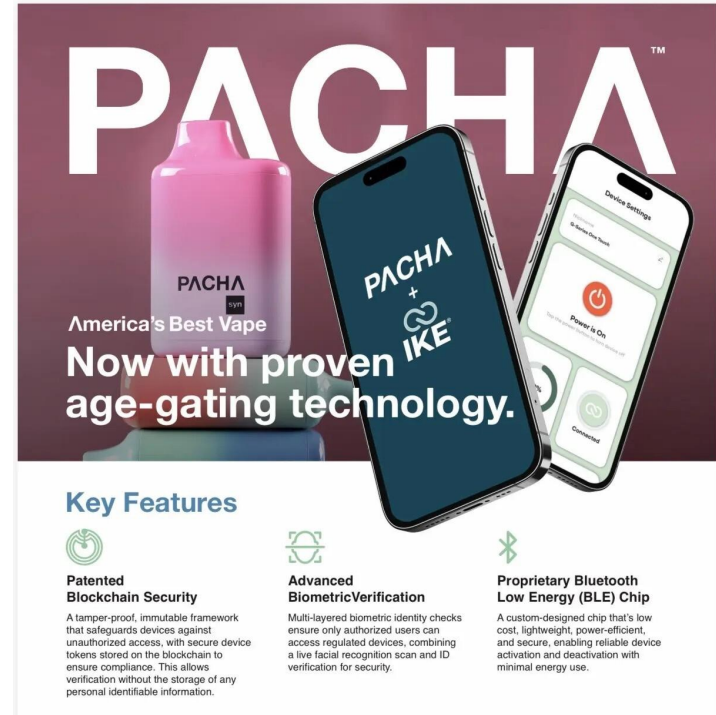
4. Plans To Launch America's FIRST Flavored Age-Gated Disposable Vape

New Standard For Compliance

Strategic licensing agreement with IKE Tech LLC could give the company **first-mover advantage in bringing age-gated products to market.**




A Watershed Moment for Industry

The first commercial vapor product to feature AI-powered, blockchain-based age verification that prevents device activation until user identity and age are confirmed in real-time.



The image shows a pink PACHA vape device and two smartphones. One smartphone displays the PACHA + IKE app interface, and the other shows the device settings screen. The background is a dark red gradient with the word 'PACHA' in large white letters. Below the device, it says 'America's Best Vape' and 'Now with proven age-gating technology.'

Key Features

- **Patented Blockchain Security**
A tamper-proof, immutable framework that safeguards devices against unauthorized access, with secure device tokens stored on the blockchain to ensure compliance. This allows verification without the storage of any personal identifiable information.
- **Advanced Biometric Verification**
Multi-layered biometric identity checks ensure only authorized users can access regulated devices, combining a live facial recognition scan and ID verification for security.
- **Proprietary Bluetooth Low Energy (BLE) Chip**
A custom-designed chip that's low cost, lightweight, power-efficient, and secure, enabling reliable device activation and deactivation with minimal energy use.

What's Next...

Expected July/August

Fifth Circuit Court Decision

If the Fifth Circuit ultimately concludes that the FDA improperly imposed the "comparative efficacy" requirement, it could force the agency to revisit how flavored PMTAs are evaluated.

Potential Impact:

A more applicant-friendly framework could **SIGNIFICANTLY increase the value** of CHUC's existing PMTA assets.

Age-Gated Disposable Launch

Charlie's plans to test-market the patented IKE age-gating system in hundreds of compliance-minded retail stores.

FDA Strategy:

This initiative could demonstrate that age-gated flavored disposables are **"appropriate for the protection of public health."**

Other Major Milestones



California Compliance

Received California Unflavored Tobacco List (UTL) Approval



Product Innovation

Launched One of Industry's **FIRST 75k Vapes**...with more than a dozen award-winning flavors.



Financial Strength

Achieved Positive Shareholder Equity



Corporate Stability

Removed "Going Concern" Clause (to facilitate CHUC's plans to uplist to a national securities exchange).

Significant Year-over-Year Revenue & Profitability Expansion

2024

Rev: \$7.7M

Loss: (\$4.2M)

2025 UP 169%

Rev: \$20.9M

Net: \$4.4M

SBX PRODUCT LAUNCH

Successfully launched SBX in Q3, delivering **336% revenue growth** and expanding into 7 strategically advantaged states.

PMTA LICENSING REVENUE

strategic partnerships generated **\$7.5M** with **\$4.2M** in potential contingent payments over 12 months.

May 2026: Trump/FDA Flavored Breakthrough

THE WALL STREET JOURNAL.

Trump Pressures FDA Commissioner to Approve Flavored Vapes

The FDA announced Tuesday it had authorized certain flavors from Los Angeles manufacturer Glas

*“CTP concluded that the applicant’s device access restrictions in the device are expected to **sufficiently mitigate the risk to youth**”**

MGMT COMMENTARY– MAY 6, 2006 PR

*“President Trump’s demand that the FDA move faster on flavored vape product authorizations is a monumental development that **will pave the way** for Charlie’s to introduce game-changing age-gated products to the U.S. market.”– Henry Sicignano III, President*

*https://www.accessdata.fda.gov/static/searchtobacco/glas/Glas%20Director%20Summary-Final_formatted_Redacted.pdf

August 2026: Age-Gated Launch + PMTA Amendments



AUG 2026

PACHA age-gated product launch

Q3 2026 test-market in **200-300 stores** with the PACHA brand.
Mgmt will **file PMTA amendments.**

READ-ACROSS

FDA issued its first-ever Marketing Granted Orders for flavored e-liquid pods (May 6)- ALL feature age-gating. **This development directly validates** CHUC's dual positioning: 678 PMTAs filed + IKE age-gating tech.

Sets the comp for PMTA valuation vs. Altria/NJOY's \$2.75B/ 5 PMTA precedent.

678 Remaining PMTAs: Narrative Framework

\$1MM

Per-PMTA price (2025)

Single PMTA SKU sold to Big Tobacco **for \$1M** in the last of three 2025 transactions (**16 SKUs** total: \$7.5M cash + up to \$4.2M contingent).

\$678MM

Stand-alone portfolio

678 PMTAs x \$1M = **10X current market cap**. Mgmt: *"remaining PMTA products, have a potential value, as a stand-alone asset, that exceeds CHUC's mkt cap."*

>\$2B

10-15 age-gated SKUs

Comparable: Altria paid \$2.75B for NJOY in 2023 – only 5 tobacco-flavored PMTAs; CHUC has **hundreds** of flavored PMTAs filed.

STRATEGIC ANGLE

Altria's NJOY was banned from US import on March 31, 2025 by the ITC patent ruling – Altria has NO US vapor product. Reynolds' VUSE generates >\$1B/yr.

Mgmt: *"It seems obvious that Altria should have a (very) high degree of interest in Charlie's and our PMTA portfolio"*

Capital Structure and Insider Buying

Large Management Stake

Management and Founders own almost 50% of the company. Insiders have been buying in open market and participating in recent financings.

Filing Date	Trade Date	Ticker	Insider Name	Title	Trade Type	Price	Qty	Owned	ΔOwn	Value
2026-02-13 17:33:40	2026-02-13	CHUC	Stump Ryan	COO	P - Purchase	\$0.20	+250,000	29,701,755	+1%	+\$50,000
2026-02-13 17:30:23	2026-02-13	CHUC	Sicignano Henry III	Pres	P - Purchase	\$0.20	+250,000	9,950,001	+3%	+\$50,000
2026-02-13 17:25:37	2026-02-13	CHUC	Montesano Matthew P	CFO	P - Purchase	\$0.20	+100,000	2,825,409	+4%	+\$20,000
2026-02-13 17:19:11	2026-02-13	CHUC	King Michael D	Dir	P - Purchase	\$0.20	+500,000	6,750,001	+8%	+\$100,000
2026-02-13 17:12:30	2026-02-13	CHUC	Carmines Edward	Dir	P - Purchase	\$0.20	+250,000	2,256,481	+12%	+\$50,000
2025-12-29 17:46:25	2025-12-26	CHUC	Carmines Edward	Dir	P - Purchase	\$0.28	+100,000	2,006,481	+5%	+\$27,600
2025-12-17 16:48:36	2025-12-17	CHUC	Sicignano Henry III	Pres	P - Purchase	\$0.21	+100,000	9,700,001	+1%	+\$21,000

<https://www.bamsec.com/companies/1134765/charlies-holdings-inc>

Executive Team Highlights

Leadership Backed by Industry Results



Henry Sicignano III
President

- Former CEO, 22nd Century Group (NASDAQ: XXII), a public company focused on plant-based biotech.
- Led strategic FDA engagement on PMTA and Modified Risk Tobacco Product (MRTP).
- Former VP of Santa Fe Natural Tobacco (Natural American Spirit); spearheaded \$356MM sale to R.J. Reynolds.
- Harvard College (BA, Government), Harvard Business School (MBA).



Ryan Stump
Chief Operating Officer

- Serial entrepreneur with expertise building and operating businesses from ground up. (The Ohio House, Buckeye Recovery Network.)
- Oversees global manufacturing, logistics, and supply chain for all CHUC brands.
- Dual degrees in Sports Marketing and Business, Duquesne University.

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Matt Montesano
Chief Financial Officer

- Former investment banker at KeyBanc Capital Markets (debt, equity, and M&A transactions).
- Finance lead for L'Oréal's Professional Products Division.
- Oversees capital strategy, reporting systems, and investor relations at CHUC since 2014.
- B.S. in Finance, Ohio University



Doug Christian
National Sales Manager

- Drove over \$1.5B in vape sales as key architect of the Hyde and Elf Bar distribution networks.
- Former National Account Executive at Demand Vape, one of the largest vape wholesalers in the U.S.
- Proven builder of brand velocity and shelf dominance in the disposable vape sector.