

AMERICAN REBEL HOLDINGS, INC.
DILUTIVE ISSUANCE NOTICE

To: American Rebel Holdings, Inc. Warrant Holder (the “Holder”).

Date: July 8, 2022

Pursuant to Section 3(b) of those certain warrants (the “Uplist Warrants”) sold to the Holder in connection with the Company’s underwritten public offering that closed on February 9, 2022, the Company hereby delivers this Dilutive Issuance Notice to the Holder. Capitalized terms used, but not defined herein, shall have the respective meanings given to such terms in the Uplist Warrants.


On July 7, 2022, the Company entered into entered into a securities purchase agreement (the “Purchase Agreement”) with one institutional buyer appearing on the signature page thereto (the “Buyer”) for the purchase and sale of, subject to customary closing conditions, (i) an aggregate of 509,311 shares (the “Common Shares”) of the Company’s Common Stock, (ii) prefunded warrants (the “Prefunded Warrants”) that are exercisable into 11,202,401 shares of Common Stock (the “Prefunded Warrant Shares”) and (iii) warrants (the “Warrants”) to initially acquire up to 23,423,424 shares of Common Stock (the “Warrant Shares”) (representing 200% of the Common Shares and Prefunded Warrant Shares) in a private placement offering (the “Private Placement”).

The Company currently anticipates the closing of the Private Placement to occur on or about July 12, 2022, at which time the Common Shares, Prefunded Warrants, and Warrants will be issued to the Buyer.

In accordance with Section 3(b) of the Uplist Warrants, upon the closing of the Private Placement, the Exercise Price of the Uplist Warrants held by the Holder shall be reduced from the current exercise price of \$5.1875 to \$2.01.

Very truly yours,

American Rebel Holdings, Inc.

By:  _____
Name: Charles A. Ross
Title: Chief Executive Officer