

## OTCQB Certification

I, Alex Igelman, Chief Executive Officer of Esports Entertainment Group (“the Company”), certify that:

- The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below:

**REGISTERED or REPORTING WITH THE SEC:**

- Company is registered under Section 12(g) of the Exchange Act  
 Company is reporting under Section 15(d) of the Exchange Act  
 Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act  
 Company is reporting under Regulation A (Tier 2)  
 Other (describe) \_\_\_\_\_

**EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATIONS:**

- Company is exempt from registration under Exchange Act Rule 12g3-2(b)  
 Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator  
 Company is reporting under the Alternative Reporting Company Disclosure Guidelines and is otherwise exempt from registration and not required to file periodic reporting

- 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.
- The company is duly organized, validly existing and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
- The share information below is for the primary OTCQB traded security as of the latest practicable date:

US Trading Symbol:		<u>GMBL</u>	<u>As of (date):</u>
Shares Authorized	(A)	1,250,000	1/31/2024
Total Shares Outstanding	(B)	1,145,980	1/31/2024
Number of Restricted Shares <sup>1</sup>	(C)	1,106	1/31/2024
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	170	1/31/2024
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	1,144,704	1/31/2024
% Public Float: <i>Line E Divided by Line B (as a %)</i> <sup>2</sup>	(F)	99.8%	1/31/2024
Number of Beneficial Shareholders of at least 100 shares <sup>3</sup>	(G)	545	1/31/2024

<sup>1</sup> 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.

<sup>2</sup> 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.

<sup>3</sup> 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. **(If the note is no longer outstanding as of the current date, but was outstanding during the previously described period, the note must still be disclosed in the table below.):**

Check this box to confirm there were no promissory notes, convertible notes, or other convertible debt arrangements 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 <sup>4</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed). <sup>5</sup>	Reason for Issuance (e.g., Loan, Services, etc.)
5/22/23	4,300,000	1,893,810	N/A	See notes <sup>a</sup>	0	769,842	Alto Opportunity Master Fund, SPC-Segregated Master Portfolio B - Waqas Khatri, Managing Member	Funding of operations
4/28/23	15,230,024	3,524,665	N/A	See notes <sup>a</sup>	527,530	1,432,791	Alto Opportunity Master Fund, SPC-Segregated Master Portfolio B - Waqas Khatri, Managing Member	Conversion of Convertible Debt to Preferred
2/22/22	35,000,000	0	6/2/23	See notes <sup>b</sup>	5,606	0	Alto Opportunity Master Fund, SPC-Segregated Master Portfolio B - Waqas Khatri, Managing Member	Acquisition and funding of operations
6/2/21	35,000,000	0	6/2/23	See notes <sup>c</sup>	63	0	Alto Opportunity Master Fund, SPC-Segregated Master Portfolio B - Waqas Khatri, Managing Member	Acquisition and funding of operations
11/10/21	7,599,334	8,306,371	11/15/26	Conversion price of \$17.50 per common share	0	835,950	Various Investors <sup>d</sup>	Funding of the Company
<b>Total Outstanding Balance:</b>		13,724,846		<b>Total Shares:</b>	533,199	3,038,583		

<sup>4</sup> 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.

<sup>5</sup> 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.

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

- a) Conversion price is equal to 90% of the lowest VWAP (as defined in the Series C Convertible Preferred Stock and Series D Convertible Preferred Stock Certificate of Designations) of the 10 trading days ending and including the date of conversion, in accordance with Section 31(g) of the Series C Convertible Preferred Stock Certificate of Designations and the previously disclosed settlement and waiver agreement, dated October 6, 2023 (“October Settlement Agreement”) with the Holder, (each, an “Alternate Conversion Price”). The conversion price will also be adjusted downward pursuant to a full ratchet anti-dilution mechanism under Section 9 (all available on Edgar). The Series C and Series D Convertible Preferred Stock were valued as of December 31, 2023, with the Series D Convertible Preferred Stock being adjusted for the redemption of \$2.3 million in January 2024. The # of Potential Shares to be Issued Upon Conversion was calculated using January 31, 2024, closing market price of \$2.46.
- b) Conversion price was equal to 90% of the lowest VWAP (as defined in the Senior Convertible Note) of our common stock for a trading day during the ten consecutive trading day period ending, and including, the applicable date that the conversion price was lowered for purposes of a conversion, or the floor price then in effect.
- c) In consideration for a waiver on October 13, 2021, the Company agreed to permit the conversion of up to \$7,500,000 of the original principal balance of the Old Senior Convertible Note at the Alternate Conversion Price into shares of Common Stock, exclusive of the Premium on Principal and 15% premium payable that applies to an Alternate Conversion.
- d) For further information on the 10% Series Cumulative Redeemable Convertible Preferred Stock, see the 8-K filing available on Edgar dated November 16, 2021.

6. Disclosure and Administrative Service Providers:

Annual Report Preparation:

List any 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. (If no attorney assisted in putting together the disclosure, identify the person(s) who prepared the disclosure and their relationship to the company.)

Holland & Knight LLP, Shane Segarra, Partner, SEC Services

Ongoing Disclosure and Administrative Services:

List any other attorney or service provider, if different than the primary legal counsel listed above, that assisted the company during the prior fiscal year on any matter related to preparation of company disclosure documents, corporate actions and activities related to submission of a Form 211 or OTC Markets’ Application. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state “None.”

None

7. Investor Relations Providers:

The following is a complete list of third-party providers engaged by the Company, its officers, directors or controlling shareholders, 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, to provide investor relations services, public relations services, marketing, brand awareness, stock promotion, or any other related services to the Company. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state “None.”

Crescendo Communications, LLC, Chrysler Building, 405 Lexington Ave, 9th Floor, Suite 9034 New York, NY 10174, David Waldman, President & CEO. Services provided including consultation on press releases, strategy, external communications and investor and press inquiries.

8. Officers, Directors and 5% Control Persons:

The following is a complete list of Officers, Directors and 5% Control Persons (control persons are beneficial owners of five percent (5%) or more of any class of the issuer's equity securities). Preferred shares, options, warrants that can be converted into common shares within the next 60 days should be included in the shareholdings listed below. If any of the beneficial shareholders are corporate entities, provide the name and address of the person(s) owning or controlling such corporate entities. If the corporate entity owning 5% or more does not have a person(s) owning or controlling it, provide a note explaining why. For nominee accounts owning 5% or more, provide the name of the 5% beneficial shareholder for this account. If there are no beneficial shareholders of 5% or more behind a nominee account, add a note confirming this.

<b>Name (First, Last)</b>	<b>Position/company affiliation (ex: CEO, 5% control person)</b>	<b>City and State (And Country if outside US)</b>	<b>Number of Shares Owned (List common, preferred, warrants and options separately)</b>	<b>Class of shares owned</b>	<b>Percentage of Class of Shares Owned (undiluted)</b>
Alex Igelman <sup>1</sup>	CEO	Thornhill, Ontario, Canada	63	Common	0.00%
			63	Options	0.00%
Michael Villani <sup>2</sup>	CFO	White Plains, New York	1	Common	0.00%
			1	Options	0.00%
Jennifer Pace <sup>3</sup>	Chief People Officer	St. Julians, Malta	1	Common	0.00%
			2	Options	0.00%
Lydia Roy <sup>4</sup>	General Counsel and Secretary	Delray Beach, Florida	0	Common	0.00%
			2	Options	0.00%
Damian Mathews <sup>5</sup>	Chief Operating Officer	Whangaparaoa Auckland, New Zealand	7	Common	0.00%
			2	Options	0.00%
Alan Alden <sup>6</sup>	Director	Swieqi, Malta	1	Common	0.00%
			2	Options	0.00%
Jan Jones Blackhurst <sup>7</sup>	Director, Chair of BOD	Reno, Nevada	0	Common	0.00%
			0	Options	0.00%
Robert Soper <sup>8</sup>	Director	Sunrise, Florida 3	0	Common	0.00%
			0	Options	0.00%
Alex Lim <sup>9</sup>	Director	Seodaemun-gu Seoul, Korea	3	Common	0.00%
			2	Options	0.00%
Waqas Khatri, Ayrton Capital LLC, Alto Opportunity Master Fund, SPC – Segregated Master Portfolio B <sup>10</sup>	5% control person	Westport, Connecticut	118,121	Common	

Use the space below to provide any additional details, including conversion terms of any class of the issuer's equity securities:

1. Options are exercisable at \$2,944 per option
2. Options are exercisable at \$268,400 per option
3. Options are exercisable at \$268,400 for 1 option and \$192,800 for 1 option
4. Options are exercisable at \$268,400 per option
5. Options are exercisable at \$268,400 for 1 option and \$192,800 for 1 option
6. Options are exercisable at \$268,400 for 1 option and \$192,800 for 1 option
7. No options
8. No options
9. Options are exercisable at \$268,400 for 1 option and \$192,800 for 1 option
10. 653 shares of restricted Common Stock and (ii) 117,468 shares of Common Stock issuable on the exercise of certain preferred warrants and conversion of certain convertible preferred stock. The issuable shares of Common Stock related to the exercise of the warrants and conversion of the preferred stock are both subject to a 9.99% beneficial ownership blocker.

9. Certification:

Date: 2/9/2024

Name of Certifying CEO or CFO: Alex Igelman

Title: Chief Executive Officer

Signature: /s/ *Alex Igelman*

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