

Management Certification

The undersigned, on behalf of Aspen Group Inc. ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company publishes disclosure pursuant to the following obligation:

SEC REPORTING OBLIGATION:

- ☐ The Company has a reporting obligation under Section 13 of the Exchange Act
☐ The Company has a reporting obligation under Section 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 (describe) _____

EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATION:

- ☐ The Company has a reporting obligation to a U.S. Bank Regulator
☒ The Company is reporting under the Alternative Reporting Standard and is otherwise exempt from registration and not required to file periodic reports with the SEC

2. The Company is current in its reporting obligation as indicated above.
3. 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: ☒

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

Yes: ☐ No: ☒

5. The Company has a Verified Company Profile on OTCMarkets.com.
6. 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.
7. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.
8. 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.
9. The Company's most recent Annual Report was prepared by:

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.

Nason, Yeager, Gerson, Harris & Fumero, P.A. acted as primary counsel related to our Fiscal 2025 Annual Report filed with OTC Markets

10. The Company's Officers, Directors and 5% Control Persons 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.

As of (latest practicable date): September 12, 2025

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	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)
Michael Mathews	CEO & Chairman	Paradise Valley, AZ	970,187	Common	3.2%
Matthew LaVay	CFO	Concord, CA	375,001	Common	1.3%
Cheri St. Arnauld (Resigned September 12, 2025)	Former Chief Academic Officer	Scottsdale, AZ	149,407	Common	0.5%
Sanford Rich	Director	Darien, CT	163,174	Common	0.5%
Andrew Kaplan	Director	Summit, NJ	129,376	Common	0.4%
Michael Koehneman	Director	Augusto, MO	46,160	Common	0.2%
Leon Cooperman	5% Owner	Boca Raton, FL	4,227,957 ¹	Common	14.5%
Leon Cooperman	5% Owner	Boca Raton, FL	5,000 ²	Preferred	50.0%
Leon Cooperman	5% Owner	Boca Raton, FL	150,000 ³	Warrants	N/A
Calm Waters Partnership (Richard Strong, Managing Partner)	5% Owner	Milwaukee, WI	3,785,459	Common	13.3%
Calm Waters Partnership (Richard Strong, Managing Partner)	5% Owner	Milwaukee, WI	5,000 ⁴	Preferred	50.0%
Calm Waters Partnership (Richard Strong, Managing Partner)	5% Owner	Milwaukee, WI	100,000 ⁵	Warrants	N/A
JGB Management, Inc. (Brett Cohen, President)	5% Owner	Westport, CT	7,194,002 ⁵	Warrants	N/A

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

¹ Consists of 2,867,957 shares owned by The Leon & Toby Cooperman Family Foundation (the "Foundation") and 1,360,000 shares owned by Omega Capital Partners. The Company believes that Mr. Leon Cooperman controls each of these shareholders.

² Owned by the Foundation. Each share of Series A is convertible into 2,000 shares of AGI common stock at a conversion price of \$0.50 based on the stated value. The preferred stock converts into 24.99% of the Company, which limitation includes any common stock owned or issuable upon exercise of the warrants.

³ Owned by the Foundation. The Company issued warrants to purchase shares of the Company's common stock exercisable for five years from issuance date at an exercise price of \$0.01 per share.

⁴ Each share of Series A is convertible into 2,000 shares of AGI common stock at a conversion price of \$0.50 based on the stated value. The preferred stock converts into 24.99% of the Company, which limitation includes any common stock owned or issuable upon exercise of the warrants.

⁵ The Company issued warrants to purchase shares of the Company's common stock exercisable for five years from issuance date at an exercise price of \$0.01 per share.

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 ¹	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)

Total Outstanding Balance:

Total Shares:

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

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Matthew LaVay

Title: CFO

Date: September 15, 2025

Signature: /s/ Matthew LaVay

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

¹ 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.