

Management Certification

The undersigned, on behalf of Esports Entertainment 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 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: Vstock Transfer, LLC
Address: 18 Lafayette Place
Woodmere, NY 11598

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.
OTC Markets Group Inc.

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.

Andrew Woodman, Chief Financial Officer, CPA

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): September 28, 2025

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)
Alex Igelman ¹	CEO	Thornhill, Ontario, Canada	63	Common	0.01%
			63	Options	0.01%
Andrew Woodman ²	CFO	Chicago, Illinois	0	Common	0.00%
			0	Options	0.00%
Alan Alden ³	Director	Swieqi, Malta	1	Common	0.00%
			2	Options	0.00%
Jan Jones Blackhurst ⁴	Director, Chair of BOD	Reno, Nevada	0	Common	0.00%
			0	Options	0.00%
Robert Soper ⁵	Director	Sunrise, Florida	0	Common	0.00%
			2	Options	0.00%
Waqas Khatri, Ayrton Capital LLC, Alto Opportunity Master Fund, SPC – Segregated Master Portfolio B ⁶	5% control person	Westport, Connecticut	653	Common	0.06%

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

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. No Common Stock or options.

3. Options are exercisable at \$268,400 for 1 option and \$192,800 for 1 option
4. No options
5. Options are exercisable at \$268,400 for 1 option and \$192,800 for 1 option
6. 653 shares of Common Stock. The Holder also has shares of Common Stock issuable on the exercise of certain preferred warrants and conversion of certain convertible preferred stock as disclosed in the annual financial statements.

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.

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

The Company does have Preferred Stock, including the following:

1. 10% Series A cumulative redeemable convertible preferred stock, \$0.001 par value, 1,725,000 authorized, 835,950 shares issued and outstanding, aggregate liquidation preference \$10,466,094 at June 30, 2025.
2. Series C Convertible Preferred Stock, \$0.001 par value, 20,000 authorized, 1,775 shares issued and outstanding, aggregate liquidation preference \$3,944,444 at June 30, 2025.
3. Series D Convertible Preferred Stock, \$0.001 par value, 10,000 authorized, 1,811 shares issued and outstanding, aggregate liquidation preference \$2,114,916 at June 30, 2025.
4. Series E redeemable Preferred Stock, \$0.001 par value, 100 authorized, 100 shares issued and outstanding, June 30, 2025.

Please refer to the annual financial statements for further information.

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Andrew Woodman

Title: Chief Financial Officer

Date: September 29, 2025

Signature: */s/ Andrew Woodman*