

## Management Certification

The undersigned, on behalf of Agassi Sports Entertainment Corp. ("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 (select one):

**SEC REPORTING OBLIGATION:**

- 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 (describe) \_\_\_\_\_

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

- The Company is exempt from SEC registration and has a reporting obligation to a U.S. Bank Regulator
- The Company is exempt from SEC Registration and is reporting under the Alternative Reporting Standard

The Company is current in its reporting obligation as indicated above.

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.<sup>1</sup>

Transfer Agent: Equiniti Trust Company

Address: 1110 Centre Pointe Curve, Suite 101, Mendota Heights, MN 55120

9. The Company's most recent Annual Report was prepared by:
- \_\_\_\_\_

<sup>1</sup> OTCQX and OTCQB companies are required to retain a transfer agent that participates in the Transfer Agent Verified Shares Program.

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.

The Loev Law Firm, PC – David M. Loev, Esq. and John S. Gillies, Esq.

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. 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): May 9, 2025

<b>Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)</b>	<b>Position/Company Affiliation (ex: CEO, 5% Control person)</b>	<b>City and State (Include Country if outside U.S.)</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>
Ronald S. Boreta	President, Chief Executive Officer, Secretary and Director	Las Vegas, NV	2,458,403 (1)	Common Stock	25.1%
Shawn Cable	Chief Financial Officer	Las Vegas, NV	50,000 (2)	Options	*
Steve Miller	Director	Las Vegas, NV	34,000	Common Stock	*
James M. Askew	Director	Houston, TX	120	Common Stock	*
James M. Askew	Director	Houston, TX	2,269,583 (3)	Warrants	18.8%
John Boreta(4)	Greater than 5% stockholder	Las Vegas, NV	2,447,909 (5)	Common Stock	25.0%
Andre K. Agassi(6)	Greater than 5% stockholder	Las Vegas, NV	1,589,167(7)	Common Stock	16.2%
Andre K. Agassi(6)	Greater than 5% stockholder	Las Vegas, NV	705,417(7)	Warrants	6.7%
Nathan Low(9)	Greater than 5% stockholder	Atlantic Beach, New York	789,450	Common Stock	8.1%

\* Less than 1%.

(1) Includes (i) 602,229 shares of common stock held individually by Ronald S. Boreta; (ii) 360,784 shares of common stock held by the Boreta Enterprises, Ltd ("Enterprises"), of which Ronald S. Boreta is Managing Member and of which he owns 68.1% of the membership interests, and John Boreta (see footnote (3)) owns 30.1% of the membership interests; and (iii) 1,495,390 shares of common stock held by All-American Golf Center, Inc. ("AAGC"), of which Ronald S. Boreta is

a director and 51% stockholder, and John Boreta is a director and 49% stockholder (see footnote (4)). Due to the above, each of Ronald S. Boreta and John Boreta may be deemed to share voting and dispositive control over the securities held by Enterprises and AAGC, and thus to share beneficial ownership of such securities. Ronald S. Boreta disclaims beneficial ownership of the securities held by Enterprises and AAGC, except to the extent of his pecuniary interest therein.

(2) Includes warrants to purchase 50,000 shares of common stock with an exercise price of \$1.70 per share, which have a term through March 6, 2030. Does not include warrants to purchase 50,000 shares of common stock with an exercise price of \$1.70 per share, which have a term through March 6, 2030, which are exercisable by Mr. Cable, subject to certain requirements, beginning on September 6, 2025.

(3) Includes warrants to purchase 2,269,583 shares of common stock with an exercise price of \$0.3970 per share, which have a term through July 3, 2029.

(4) John Boreta is the brother of Ronald S. Boreta, our President, Chief Executive Officer, Secretary and Director.

(5) Includes (i) 591,735 shares of common stock held individually by John Boreta; (ii) 360,784 shares of common stock held by the Boreta Enterprises, Ltd, of which Ronald S. Boreta is Managing Member and owns 68.1% of the membership interests (see footnote (1)), and John Boreta owns 30.1% of the membership interests, and (iii) 1,495,390 shares of common stock held by All-American Golf Center, Inc., of which Ronald S. Boreta is a director and 51% stockholder (see footnote (1)), and John Boreta is a director and 49% stockholder. Due to the above, each of Ronald S. Boreta and John Boreta may be deemed to share voting and dispositive control over the securities held by Enterprises and AAGC, and thus to share beneficial ownership of such securities. John Boreta disclaims beneficial ownership of the securities held by Enterprises and AAGC, except to the extent of his pecuniary interest therein.

(6) Agassi Ventures, LLC, The Andre Agassi Trust and Andre K. Agassi own directly no shares of common stock, however, Andre K. Agassi, who is the manager of Agassi Ventures, LLC, may be deemed to share voting and dispositive power with respect to the shares of common stock held by AKA Investments, LLC ("AKA") and The Andre Agassi Trust, which owns all of the interests in Agassi Ventures, LLC, may be deemed to share voting and dispositive power with respect to the shares held by Investments AKA, LLC. All information included in this footnote (6) and footnote (7), below, comes from the Schedule 13D/A filed with the SEC by Mr. Agassi, Agassi Ventures, LLC, The Andre Agassi Trust and AKA on July 12, 2024, which information we have not independently confirmed.

(7) AKA holds 1,589,167 shares of common stock of the Company and warrants to purchase 705,417 shares of common stock with an exercise price of \$0.3970 per share, which have a term through July 3, 2029.

(8) All information comes from the Schedule 13G filed with the SEC by Mr. Low on February 11, 2025, which information we have not independently confirmed.

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

None other than as listed above.

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 (\$)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of	# Shares Converted to Date	# of Potential Shares to be	Name of Noteholder (entities must have individual with voting	Reason for Issuance (e.g., Loan,

		(include accrued interest)		instrument to shares)		Issued Upon Conversion <sup>2</sup>	/ investment control disclosed).	Services, etc.)
<b>Total Outstanding Balance:</b>				<b>Total Shares: 0</b>				

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

N/A.

**Signature:**

Name of Principal Executive Officer or Principal Financial Officer: Ron Boreta

Title: President

Date: 5/9/2025

Signature: /s/Ron Boreta

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

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<sup>2</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.