

# Mobile Global Esports Inc.

Amendment to [Management Certification](#) for 12/31/2025 originally published through the OTC Disclosure & News Service on 04/29/2026

## Explanatory Note:

An amended management certification around #10 and #11.

*\*\*This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

## Management Certification

The undersigned, on behalf of Mobile Global eSports 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. Yes
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. Yes.
6. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490. Yes.
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. Yes.
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: VStock Transfer LLC

Address: 18 Lafayette Pl, Woodmere, NY 11598

<sup>1</sup> 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.

Sheppard, Mullin, Richter & Hampton LLP

Jeffrey Fessler

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): 4/22/26

<b>Individual Name</b> (First, Last) or <b>Entity Name</b> (Include names of control person(s) if a corporate entity)	<b>Position/Company Affiliation</b> (ex: CEO, ≥ 5% beneficial owner)	<b>City and State</b> (Include Country if outside U.S.)	<b>Number of Shares Owned</b> (List common, preferred, warrants and options separately)	<b>Class of Shares Owned</b>	<b>Percentage of Class of Shares Owned</b> (undiluted)
Brett Rosin	CEO	Channahon, IL	6,000,000	Common	8.849
Steven Berman	COO	Parkland, FL	3,500,000	Common	5.162
Eddie Dombrower	CTO	Boulder, CO	3,000,000	Common	4.424
Mark Keeley	CFO	Green Cove Springs, FL	3,000,000	Common	4.424
Marco Welch	Chairman	Chicago, IL	2,520,000	Common	3.716

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

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	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
8/6/25	\$208,000	\$208,000	5/30/26	35% discount to market	-	20,159,185	1800 Diagonal Lending (Kurt Kramer)	Loan for operations
8/6/25	\$75,000	\$75,000	5/30/26	35% discount to market	-	7,268,959	Boot Capital LLC (Peter Rosten)	Loan for operations
9/15/25	\$150,000	\$95,000	9/15/26	35% discount to market	4,503,237	8,903,800	CFI Capital LLC (Ahron Fraiman)	Loan for operations
9/8/25	\$165,000	\$164,119.98	9/8/26	35% discount to market	1,100,000	14,852,488	Labrys Fund II, L.P. (TJ Silverman)	Loan for operations
11/26/25	\$75,000	\$75,000	11/26/26	B	-	B	ClearThink Capital Partners (Stephen Hart)	Loan for operations
11/12/25	\$50,000	\$53,749	11/25/26	A	-	A	Maynard Mast	Loan for operations
11/19/25	\$100,000	\$107,173	11/19/26	A	-	A	Sara Wehmeyer	Loan for operations
11/25/25	\$50,000	\$53,447	11/25/26	A	-	A	Triton (Mark Wade & Paul Licata)	Loan for operations
12/3/25	\$15,000	\$15,978	12/3/26	A	-	A	Jeffrey Koester	Loan for operations
12/3/25	\$10,000	\$10,652	12/3/26	A	-	A	Richard Segedin	Loan for operations
12/16/25	\$100,000	\$105,915	12/16/26	A	-	A	Andrew Drazic	Loan for operations
2/2/26	\$25,000	25,920%	2/1/27	A	-	A	Matt & Carrie Ward	Loan for operations
<b>Total Outstanding Balance:</b>		<b><u>964,293.18</u></b>			<b>Total Shares:</b>	<b><u>560,323.7</u></b>	<b><u>51,184,432</u></b>	

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

A. These convertible debt instruments are convertible at a 25% discount of the per-share price of the Company's common stock sold in its next qualified public offering or uplisting transaction to a national securities exchange.

B. This convertible debt instrument is convertible after May 30, 2026 or upon an event of default. This instrument is convertible at a price of \$0.06 per share ("Fixed Price"). Provided, however, after May 30, 2026, if the Company's common stock trades below \$0.06 per share for more than 5 consecutive trading days, then the Fixed Price shall reset to the lowest traded price of the default period, and shall be re-adjusted every 21 days the instrument remains in default such that if the trading price of the Company's common stock is lower 21 days later, the instrument holder may avail itself of the resulting lower conversion price.

**Signature:** 

Name of Principal Executive Officer or Principal Financial Officer:

Brett Rosin  
Title: CEO  
Date: 4/22/26

Signature:

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