

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A
(Amendment No. 2)

(MARK ONE)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2022

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 001-38226

ALLIED GAMING & ENTERTAINMENT INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

82-1659427

(I.R.S. Employer
Identification No.)

745 Fifth Ave, Suite 500
New York, NY 10151
(Address of principal executive offices)

(646) 768-4241
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	AGAE	Nasdaq Capital Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to § 240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of common stock outstanding, other than shares held by affiliates of the registrant as of June 30, 2022 (the last business day of the registrant's most recently completed second fiscal quarter), was approximately \$37,150,644 based on the price of \$1.43, the closing price on June 30, 2022. For purposes of this computation, all officers, directors, and 10% beneficial owners of the registrant are deemed to be affiliates. Such determination should not be deemed to be an admission that such officers, directors or 10% beneficial owners, are or were, in fact, affiliates of the registrant.

As of April 14, 2023, 39,085,470 shares of common stock, par value \$0.0001 per share, were issued and outstanding.

Auditor Name:
ZH CPA, LLC

Auditor Location:
Denver, Colorado

Auditor Firm ID:
6413

EXPLANATORY NOTE

Allied Gaming & Entertainment, Inc. (the “Company”, “we”, or “us”) is filing this Amendment No. 2 to Form 10-K/A (this “Amendment”) for the sole purpose of revising the information set forth in the table of director compensation under the section “Director Compensation” and the information set forth under the section “Director Compensation Program” included on page 17 of the Company’s Amendment No. 1 on Form 10-K/A filed with the Securities and Exchange Commission (the “SEC”) on April 27, 2023 (the “Amendment No. 1”). Accordingly, this Amendment is being filed solely to:

- amend Part III, Item 11 of Amendment No. 1 to revise the information provided hereunder; and
- file new certifications of our principal executive officer and principal financial officer as exhibits to this Amendment under Item 15 of Part IV hereof, pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

Except as noted above, no other changes have been made to the Company’s Annual Report on Form 10-K filed with the SEC on March 24, 2023 (the “Original Filing”) and Amendment No. 1. The Original Filing and Amendment No. 1 continue to speak as of the date of the Original Filing, and except as indicated above relating to the revisions under the sections “Director Compensation” and “Director Compensation Program”, the Company has not updated the disclosures contained therein to reflect any events which occurred at a date subsequent to the filing of the Original Filing and Amendment No. 1. Accordingly, this Amendment should be read in conjunction with the Original Filing, Amendment No. 1, and the Company’s other filings made with the SEC on or subsequent to March 24, 2023.

Item 11. Executive Compensation

EXECUTIVE AND DIRECTOR COMPENSATION

The following tables set forth information regarding compensation for services rendered in all capacities to the Company and its subsidiaries for the fiscal years ended December 31, 2021, and December 31, 2022, by the Company’s Chief Executive Officer and two other individuals who served in such capacity during fiscal year 2022, the Company’s Chief Financial Officer, the Company’s one other executive officer whose total compensation for the 2022 fiscal year was in excess of \$100,000 and who was serving as an executive officer at the end of the 2022 fiscal year, and one former executive officer whose employment terminated on October 26, 2022 and is included based on total compensation for fiscal year 2022 under SEC rules. The listed individuals are herein referred to as the “named executive officers.”

Summary Compensation Table

Name and principal position	Year (b)	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Nonequity incentive plan compensation (\$)	Nonqualified deferred compensation earnings (\$) (h)	All other compensation (\$)	Total (\$)
Yinghua Chen ⁽¹⁾ <i>President, Chief Executive Officer</i>	2022	244,110 ⁽²⁾	—	—	—	—	—	4,851 ⁽³⁾	248,961
	2021	—	—	—	—	—	—	64,120	64,120
Lyle Berman ⁽⁴⁾ <i>Vice President, Mergers & Acquisitions Former Interim Chief Executive Officer</i>	2022	210,458 ⁽⁵⁾	—	—	—	—	—	5,685 ⁽³⁾	216,143
	2021	—	—	—	—	—	—	65,786	65,786
Libing (Claire) Wu ⁽⁶⁾ <i>Former Chief Executive Officer</i>	2022	67,308	—	142,400 ⁽⁷⁾	200,383 ⁽⁸⁾	—	—	790,759 ⁽⁹⁾	1,200,850
	2021	234,848	200,000	160,000 ⁽⁷⁾	239,354 ⁽⁸⁾	—	—	35,182	869,384
Roy Anderson ⁽¹⁰⁾ <i>Chief Financial Officer, Secretary</i>	2022	285,000	—	—	—	—	—	—	285,000
	2021	63,333	—	—	—	—	—	—	63,333
Judson Hannigan ⁽¹¹⁾ <i>Former Chief Executive Officer of Allied Esports</i>	2022	233,542	—	—	—	—	—	34,529 ⁽¹²⁾	268,071
	2021	285,000	114,000	—	—	—	—	48,417	447,417

- (1) Ms. Chen was appointed the Chief Executive Officer of the Company on September 6, 2022. She had served as the Company’s President and Secretary from February 18, 2022. Ms. Chen has served as a member of the Board since 2020.
- (2) Ms. Chen’s salary includes her salary at \$275,000 established upon her appointment as President and Secretary of the Company and \$300,000 upon her appointment as Chief Executive Officer of the Company.
- (3) Represents compensation earned for service on the Board of Directors prior to February 18, 2022.
- (4) Mr. Berman was appointed Interim Chief Executive Officer of the Company on February 18, 2022. On September 6, 2022, his position was changed to Vice President, Mergers & Acquisitions. Mr. Berman has served as a member of the Board since 2017.
- (5) Mr. Berman’s salary includes his salary at \$300,000 established upon his appointment as Interim Chief Executive Officer of the Company and \$150,000 following his appointment as Vice President, Mergers & Acquisitions.
- (6) Ms. Wu was appointed as Chief Executive Officer of the Company on July 13, 2021; her employment terminated on February 18, 2022. Ms. Wu continued to serve as a member of the Board until July 13, 2022.

-
- (7) The dollar amount reported for 2021 represents the aggregate grant-date fair value of the award of 80,000 shares of restricted stock granted on July 13, 2021, calculated in accordance with FASB ASC Topic 718, without taking into account any estimated forfeitures related to service-vesting conditions. Assumptions used in the calculation of these amounts are included in Note 13, "Stockholders Equity," to our audited consolidated financial statements for the fiscal year ended December 31, 2021 included in our Annual Report on Form 10-K. The dollar amount reported for 2022 represents the incremental fair value of the award resulting from the accelerated vesting of the award upon Ms. Wu's termination as more fully described in the section below titled "Libing (Claire) Wu Employment Agreement".
- (8) The dollar amount reported for 2021 represents the aggregate grant-date fair value of the 40,000-share option granted on May 6, 2021 and the 200,000-share option granted on July 13, 2021, calculated in accordance with FASB ASC Topic 718, without taking into account any estimated forfeitures related to service-vesting conditions. Assumptions used in the calculation of these amounts are included in Note 13, "Stockholders Equity," to our audited consolidated financial statements for the fiscal year ended December 31, 2021 included in our Annual Report on Form 10-K. The dollar amount reported for 2022 represents the incremental fair value of the 200,000-share option resulting from the acceleration of the option and extension of the post-service option exercise period in connection with Ms. Wu's termination as more fully described in the section below titled "Libing (Claire) Wu Employment Agreement".
- (9) The reported amount is comprised of the following: (a) cash severance payment in accordance with Ms. Wu's employment agreement in the amount of \$750,000 payable in 18 equal monthly installments with the first payment commencing on March 15, 2022 (of which \$416,667 was paid in 2022), (b) \$22,783 for accrued vacation in connection with Ms. Wu's termination and (c) \$17,976 for service on the Board of Directors between February 18, 2022 and July 13, 2022. In connection with her termination, the vesting of her 80,000-share restricted stock award and 200,000-share option granted in 2021 was accelerated and the post-service exercise period of her option was extended. The incremental fair value of the acceleration and extension are reported in this table for 2022 in the columns titled Stock Awards and Option Awards, respectively. The fair market value per share of Company common stock on December 31, 2022 was \$1.05 which was lower than the \$2.21 per share exercise price of the option; accordingly, the intrinsic value of the option was zero. The value of the shares subject to the restricted stock award (that were fully vested) as of December 31, 2022 was \$ 550,991 which is less than the incremental fair value reported for the acceleration in the Stock Awards column.
- (10) Mr. Anderson was appointed Chief Financial Officer of the Company on October 11, 2021.
- (11) Mr. Hannigan's employment terminated on October 26, 2022.
- (12) Represents payment of accrued vacation in connection with Mr. Hannigan's termination.

Employment Arrangements

The Company does not have employment agreements with any of its current executive officers. The compensation for our executive officers is set by the compensation committee and for 2022 was comprised of base salary and discretionary bonus based on the Compensation Committee's assessment of the Company's financial performance and progress in achieving its objectives in 2022. In March 2023, the compensation committee determined that no bonus should be awarded to any executive officers based on such assessment. Ms. Chen's base salary was set at \$300,000 effective with her appointment as the Company chief executive officer. Mr. Berman's base salary was set at \$300,000 upon his appointment as Interim Chief Executive Officer of the Company and \$150,000 following his appointment as Vice President, Mergers & Acquisitions. Mr. Anderson's base salary was set at \$285,000. Mr. Hannigan's base salary was set at \$285,000. The Company had previously entered into an employment agreement with Ms. Wu which is summarized below.

Libing (Claire) Wu Employment and Separation Agreement

In connection with the Company's appointment of Libing (Claire) Wu as Chief Executive Officer of the Company on July 13, 2021, the Company entered into an employment agreement with Ms. Wu that provided for, among other things, payment to Ms. Wu of an annual base salary equal to \$500,000, subject to cost-of-living adjustments applicable to Company employee salaries from time to time. Ms. Wu was eligible to receive an annual incentive bonus of up to 60% of her annual salary, determined at the discretion of the Board of Directors and subject to the attainment of certain Board objectives. She was also granted an option to purchase 200,000 shares of Company common stock at a per share exercise price of \$2.21 vesting in 4 equal annual installments commencing on the one-year anniversary of the July 13, 2021 grant date and 80,000 shares of restricted stock vesting on August 16, 2022. Under her employment agreement, if Ms. Wu's employment was terminated by the Company for any reason other than Cause (as defined in the employment agreement), or Ms. Wu resigned as an employee of the Company for Good Reason (as defined in the employment agreement), so long as she has signed and has not revoked a release agreement, she would be entitled to receive severance in the form of continued base salary payments over a period of 18 months, and the vesting of all of her stock options and restricted stock grants would automatically accelerate.

On February 18, 2022, Ms. Wu resigned as Chief Executive Officer and General Counsel of the Company. In connection with her resignation, the Company entered into a Separation Agreement and Release with Ms. Wu (the "Separation Agreement") pursuant to which, among other things, Ms. Wu. released the Company from any and all claims she may have against the Company (subject to certain exclusions), and the Company agreed to provide Ms. Wu with the separation benefits under her employment agreement, including \$750,000 in severance pay payable over an 18-month period, accelerated vesting of the 200,000-share option and extension of the post-service exercise period of the option to July 13, 2031 and accelerated vesting of the 80,000 share restricted stock award. The Separation Agreement also contains a customary non-disparagement provision.

Outstanding Equity Awards at Fiscal Year-End

As of December 31, 2022, the Company's named executive officers had the following option and/or stock awards:

Name (a)	Number of securities underlying unexercised options exercisable (#)(b)	Number of Securities underlying unexercised options unexercisable (#)(c)	Equity Incentive plan awards:	Option exercise price \$(e)	Option expiration date (f)	Number of shares of units of stock that have not vested (#)(g)	Market value of shares or units of stock that have not vested \$(h)	Equity Incentive plan awards:	Equity Incentive plan awards:
			Number of Securities underlying unexercised options unexercisable (#)(e)					Number of unearned shares, units or other rights that have not vested (#)(i)	Market or payout value of unearned shares, units or other rights that have not vested \$(j)
Yinghua Chen	20,000 18,750	20,000(1) 56,250(2)	— —	2.11 2.21	7/01/2030 11/11/2031	— —	— —	— —	— —
Lyle Berman	20,000 12,500	20,000(1) 37,500(3)	— —	2.11 2.21	7/01/2030 11/11/2031	— —	— —	— —	— —
Libing (Claire) Wu	200,000(4)	—	—	2.21	7/13/2031	—	—	—	—
Judson Hannigan	85,000(5)	—	—	4.09	1/24/2023	—	—	—	—

(1) Represents a stock option granted on July 1, 2020 in connection with service as a member of the Board of Directors. The option vests in 4 equal annual installments on each of July 1, 2021, 2022, 2023, and 2024.

(2) Represents a stock option granted on November 11, 2021 in connection with Ms. Chen's employment. The option vests in 4 equal annual installments on each of November 11, 2022, 2023, 2024, and 2025.

(3) Represents a stock option granted on November 11, 2021 in connection with Mr. Berman's employment. The option vests in 4 equal annual installments on each of November 11, 2022, 2023, 2024, and 2025.

(4) Represents the option granted on July 13, 2021, in connection with Ms. Wu's employment; in connection with her termination, the option became fully vested and the post-service exercise period was extended to July 13, 2031.

(5) Represents the portion of the option granted to Mr. Hannigan on November 21, 2019, that was vested at the time of his termination; the unvested portion was forfeited.

Director Compensation

The following table sets forth information regarding the compensation earned for service on our Board of Directors by our non-employee directors (other than those who also served as our executive officers) during the year ended December 31, 2022. The compensation earned for service on our Board of Directors by individuals who also served as our executive officers during the year ended December 31, 2022, is included in the "All Other Compensation" column in the table above titled "Summary Compensation Table."

Name (a)	Director Compensation Table							Total \$(h)
	Fees earned or paid in cash \$(b)	Stock awards \$(c)	Option awards \$(d)	Non-equity incentive plan compensation \$(e)	Nonqualified deferred compensation earnings \$(f)	All other compensation \$(g)		
Yangyang Li	45,000	—	—	—	—	—	45,000	
Benjamin Oehler	45,000	—	—	—	—	—	45,000	
Bradley Berman	40,000	—	—	—	—	—	40,000	
Joseph Lahti	40,000	—	—	—	—	—	40,000	
Jingsheng (Jason) Lu	40,000	—	—	—	—	—	40,000	
Guanzhou (Jerry) Qin	40,000	—	—	—	—	—	40,000	
Yushi Guo ⁽¹⁾	38,839	—	—	—	—	—	38,839	
Adam Pliska ⁽²⁾	30,000	—	—	—	—	69,285	99,285	
Jerry Lewin ⁽³⁾	31,161	—	—	—	—	—	31,161	
Yuanfei Qu ⁽⁴⁾	16,667	—	—	—	—	—	16,667	

(1) Mr. Guo became a member of the Board on February 18, 2022, and received a prorated fee for his service as a director during fiscal year 2022. The amount includes a true-up payment that shall be paid in May 2023 for Mr. Guo's service as Chair of the Compensation Committee from the date he became a Board member.

(2) Mr. Pliska received \$4,850 for his service as a director on the Board from January to February 2022. In February 2022, Mr. Pliska entered a consulting arrangement with the Company pursuant to which he agreed to provide certain business and strategic advice to the Company and received a consulting fee in the amount of \$69,285 for fiscal year 2022. On April 17, 2023, Mr. Pliska received a true-up payment of \$25,150 for his service as a director on the Board from February 2022 to December 2022.

(3) Mr. Lewin resigned from the Board on February 18, 2022, and received a prorated fee for his service as a director during fiscal year 2022. In addition, Mr. Lewin received a one-time payment of board fees in the amount of \$25,000 in appreciation of his contributions and services as a director to the Company.

(4) Mr. Qu became a member of the Board on July 15, 2022, and received a prorated fee for his service as a director during fiscal year 2022.

Director Compensation Program

On July 6, 2021, the Company's Board of Directors approved a compensation arrangement for non-employee directors as follows: (i) annual cash fee of \$30,000 for services on the Board as a director and (ii) either (x) an additional annual cash fee of \$10,000 for services on one or more committees of the Board if such director does not serve as a chair of any committee or (y) an additional annual cash fee of \$15,000 for services on one or more committees of the Board if such director serves as a chair of any committee. Accordingly, the maximum amount of cash fees that can be earned by each director is \$45,000 regardless of the number of committees on which such director serves. The Company has the option to pay such amounts in cash or stock from the Company's incentive plan (valued at the closing price of AGAE common stock on the trading day immediately prior to the scheduled payment date), with the current fees payable in cash. The fees are payable monthly by the Company.

PART IV

Item 15. Exhibits and Financial Statement Schedules

1. Financial statements (See *Index to Consolidated Financial Statements* in Part II, Item 8 of the Original Filing).
2. All financial statement schedules have been omitted since the required information was not applicable or was not present in amounts sufficient to require submission of the schedules, or because the information required is included in the consolidated financial statements or the accompanying notes.
3. The exhibits listed in the following *Exhibits Index* are filed or incorporated by reference as part of this report.

EXHIBIT INDEX

Exhibit No.	Description
2.1	Agreement and Plan of Reorganization, dated December 19, 2018, by and among Black Ridge Acquisition Corp., Black Ridge Merger Sub, Corp., Allied Esports Entertainment, Inc., Noble Link Global Limited, Ourgame International Holdings Ltd., and Primo Vital Ltd. (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed on December 19, 2018)
2.2	Amendment to Agreement and Plan of Reorganization, dated August 5, 2019 (incorporated by reference to Exhibit 2.2 to the Company's Current Report on Form 8-K filed August 15, 2019)
2.3	Agreement of Merger, dated August 9, 2019, between Noble Link Global Limited and Allied Esports Media, Inc. (incorporated by reference to Exhibit 2.3 to the Company's Current Report on Form 8-K filed August 15, 2019)
2.4	Plan of Merger, dated August 9, 2019, between Noble Link Global Limited and Allied Esports Media, Inc. (incorporated by reference to Exhibit 2.4 to the Company's Current Report on Form 8-K filed August 15, 2019)
2.5	Stock Purchase Agreement, dated January 19, 2021, by and among Allied Esports Entertainment, Inc., Allied Esports Media, Inc., Club Services, Inc., and Element Partners, LLC (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed January 19, 2021)
2.6	Amended and Restated Stock Purchase Agreement, dated March 19, 2021, by and among Allied Esports Entertainment, Inc., Allied Esports Media, Inc., Club Services, Inc., and Element Partners, LLC (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed March 22, 2021)
2.7	Amendment No. 1 to Amended and Restated Stock Purchase Agreement, dated March 29, 2021, by and among Allied Esports Entertainment, Inc., Allied Esports Media, Inc., Club Services, Inc., and Element Partners, LLC (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed March 30, 2021)
3.1	Second Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed August 15, 2019)
3.2	Amendment to the Second Amended and Restated Certificate of Incorporation of Allied Esports Entertainment, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed July 27, 2020)
3.3	Second Amendment to the Second Amended and Restated Certificate of Incorporation of Allied Esports Entertainment, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed November 9, 2020)
3.4	Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation of Allied Esports Entertainment, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on December 1, 2022)
3.5	Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on December 1, 2022)
4.1	Specimen common stock Certificate (incorporated by reference to Exhibit 4.2 to the Company's Form S-1/A filed September 22, 2017)
4.2	Specimen warrant Certificate (incorporated by reference to Exhibit 4.3 to the Company's Form S-1/A filed September 22, 2017)
4.3	Specimen Rights Certificate (incorporated by reference to Exhibit 4.4 to the Company's Form S-1/A filed September 22, 2017)
4.4	Form of warrant Agreement between Continental Stock Transfer & Trust Company and the Company (incorporated by reference to Exhibit 4.5 to the Company's Form S-1/A filed September 22, 2017)
4.5	Description of Registrant's Securities (incorporated by reference to Exhibit 4.5 of the Company's Form 10-K filed March 24, 2023)
4.6	Form of Common Stock Purchase Warrant issued June 8, 2020 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed June 8, 2020)

4.7	Allied Esports Entertainment, Inc. 2019 Stock Incentive Plan (incorporated by reference to Annex A to the Company's Definitive Proxy Statement on Schedule 14A filed August 24, 2021)
4.8	Allied Esports Entertainment, Inc. 2019 Stock Incentive plan Amendment dated December 30, 2021 (incorporated by reference to the Company's Current Report on Form 8-K filed December 30, 2021)
10.1†	Pliska Employment Agreement dated January 24, 2018 (incorporated by reference to Exhibit 10.49 to the Company's Current Report on Form 8-K filed August 15, 2019)
10.2†	Pliska Employment Agreement Amendment dated June 1, 2018 (incorporated by reference to Exhibit 10.50 to the Company's Current Report on Form 8-K filed August 15, 2019)
10.3†	Pliska Employment Agreement Second Amendment dated December 19, 2018 (incorporated by reference to Exhibit 10.51 to the Company's Current Report on Form 8-K filed August 15, 2019)
10.4†	Change in Control Agreement dated December 31, 2020 by and between Allied Esports Entertainment, Inc. and Adam Pliska (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed January 19, 2021)
10.5†	Restricted Stock Unit Agreement dated January 19, 2021 by and between Allied Esports Entertainment, Inc. and Frank Ng (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on January 19, 2021)
10.6	Assignment and Assumption Agreement dated April 24, 2020 among Ourgame International Holdings Limited, Trisara Ventures, LLC, Adam Pliska and the Company (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on April 30, 2020)

10.7	Separation Agreement and Release dated February 16, 2022 by and between Libing (Claire) Wu and the Company (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed February 18, 2022)
10.8	Release and Non-disparagement Agreement dated March 7, 2022 by and between Jerry Lewin and the Company (incorporated by reference to Exhibit 10.14 to the Company's Annual Report on Form 10-K filed May 25, 2022)
10.9	Settlement Agreement, dated April 15, 2022, by and between Ourgame International Holdings Limited and the Company (incorporated by reference to Exhibit 10.15 to the Company's Annual Report on Form 10-K filed May 25, 2022)
21.1	Subsidiaries of Company (incorporated by reference to Exhibit 21.1 of the Company's Form 10-K filed March 24, 2023)
23.1	Consent of ZH CPA, LLC (incorporated by reference to Exhibit 23.1 of the Company's Form 10-K filed March 24, 2023)
23.2	Consent of Marcum LLP (incorporated by reference to Exhibit 23.2 of the Company's Form 10-K filed March 24, 2023)
31.1	Chief Executive Officer Certification pursuant to Exchange Act Rule 13a-14(a) (incorporated by reference to Exhibit 31.1 of the Company's Form 10-K filed March 24, 2023)
31.2	Chief Financial Officer Certification pursuant to Exchange Act Rule 13a-14(a) (incorporated by reference to Exhibit 31.2 of the Company's Form 10-K filed March 24, 2023)
31.3	Chief Executive Officer Certification pursuant to Exchange Act Rule 13a-14(a) (incorporated by reference to Exhibit 31.3 of the Company's Form 10-K/A filed April 27, 2023)
31.4	Chief Financial Officer Certification pursuant to Exchange Act Rule 13a-14(a) (incorporated by reference to Exhibit 31.4 of the Company's Form 10-K/A filed April 27, 2023)
31.5*	Chief Executive Officer Certification pursuant to Exchange Act Rule 13a-14(a)
31.6*	Chief Financial Officer Certification pursuant to Exchange Act Rule 13a-14(a)
32.1	Chief Executive Officer Certification pursuant to 18 U.S.C. Section 1350 (incorporated by reference to Exhibit 32.2 of the Company's Form 10-K filed March 24, 2023)
32.2	Chief Financial Officer Certification pursuant to 18 U.S.C. Section 1350 (incorporated by reference to Exhibit 32.2 of the Company's Form 10-K filed March 24, 2023)
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Furnished herewith.

† Management contract or compensatory plan or arrangement required to be filed as an exhibit to this Annual Report on Form 10-K/A pursuant to Item 15(a)(3) and Item 15(b) of this Annual Report on Form 10-K/A.

6

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

May 3, 2023

ALLIED GAMING & ENTERTAINMENT, INC.

By: /s/ Yinghua Chen
Name: Yinghua Chen
Title: Chief Executive Officer
(Principal Executive Officer)

7

CERTIFICATION

I, Yinghua Chen, certify that:

1. I have reviewed this Amendment No. 2 to the Annual Report on Form 10-K/A (the "Report") of Allied Gaming & Entertainment, Inc.; and
2. Based on my knowledge, this Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Report.

Dated: May 3, 2023

/s/ Yinghua Chen

Yinghua Chen

President and Chief Executive Officer

CERTIFICATION

I, Roy Anderson, certify that:

1. I have reviewed this Amendment No. 2 to the Annual Report on Form 10-K/A (the "Report") of Allied Gaming & Entertainment, Inc.; and
2. Based on my knowledge, this Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Report.

Dated: May 3, 2023

/s/ Roy Anderson

Roy Anderson
Chief Financial Officer