

## Risk Factors Comparison 2025-03-26 to 2024-03-25 Form: 10-K

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Certain factors may have a material adverse effect on our business, financial condition and results of operations. You should carefully consider the risks described below, in addition to other information contained in this Annual Report on Form 10-K, including our financial statements and related notes. If any of these risks and uncertainties actually occur, our business, financial condition and results of operations may be materially adversely affected. As a result, the market price of our securities could decline, and you could lose all or part of your investment. Additionally, the risks and uncertainties described in this Annual Report on Form 10-K are not the only risks and uncertainties that we face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may become material and adversely affect our business, financial condition and results of operations.

**Summary of Risk Factors** Our business is subject to a number of risks, including risks that may prevent us from achieving our business objectives or may adversely affect our business and financial performance. These risks are discussed more fully below and include, but are not limited to, the following:

- **summary of risk factors set forth above under the heading “ Note Regarding Forward- Looking Statements ”. The above summary of risk factors is subject in its entirety to the discussion of risk factors set forth below. Risks Related to Our Business**

We are an early-stage company with a **history of losses** minimal track record and limited historical financial information available.

- **In addition to revenue from operations, and we expect** are relying on various forms of financing and debt to **incur significant expenses** finance the Company.
- We do business with multiple branded partners, including, but not limited to, PFHOF, the NFL, Sandlot, and **continuing losses while** others. Incidents or adverse publicity concerning any of our branded partners could harm our reputation as well as negatively impact our revenues and profitability.
- We could be adversely affected by declines in discretionary consumer spending, consumer confidence and general and regional economic conditions as well as changes in consumer tastes and preferences for sports and entertainment products.
- Our business may be adversely affected by defaults or bankruptcy of our tenants and partners.
- Our sports betting and eSports operations are subject to a variety of laws, and which could subject us to claims or otherwise harm our business. Any change in existing regulations or their interpretation, or the regulatory climate applicable to our products and services, or changes in tax rules and regulations or interpretation thereof related to our products and services, could adversely impact our ability to operate our business as currently conducted or as we seek to operate in the future, which could have a material adverse effect on our financial condition and results of operations.
- We are dependent on our management team, specifically our President and Chief Executive Officer, and the loss of one or more key employees could harm our business and prevent us from implementing our business plan in a timely manner.
- The high fixed cost structure of the Company’s operations may result in significantly lower margins if revenues decline.
- Cyber security risks and the failure to maintain the integrity of internal or guest data could result in damages to our reputation, the disruption of operations and / or subject us to costs, fines or lawsuits.
- The suspension or termination of, or the failure to obtain, any business or other licenses may have a negative impact on our business.
- We will have to increase leverage to develop the Company, which could further exacerbate the risks associated with our substantial indebtedness, and we may not be able to generate sufficient cash flow from operations to service all of our indebtedness and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.
- Our business plan and ability to run a profitable business model requires additional liquidity and capital resources that might not be available on terms that are favorable to us, or at all. If we cannot obtain additional liquidity and capital resources, we may be unable to continue **construction** as a going concern.
- We currently do not intend to pay dividends on our Common Stock. Consequently, our stockholders’ ability to achieve a return on their investment will depend on appreciation in the price of our Common Stock.
- Our Series A Warrants and Series B Warrants are accounted for as liabilities and the changes in value of such warrants could have a material effect on our financial statements.
- The trading price of our securities has been, and likely will continue to be, volatile.
- We may be required to take write-downs or write-offs, restructuring and impairment or other charges that could have a significant negative effect on our financial condition, results of operations and our stock price, which could cause our stockholders to lose some or all **Hall of Fame Village** their investment.

**Risks Related to Our Business** We are an early stage company with a minimal track record and limited historical financial information available.

HOF Village was formed as a limited liability company on December 16, 2015 by certain affiliates of Industrial Realty Group and a subsidiary of PFHOF, to own and operate the Hall of Fame Village in Canton, Ohio, as a premiere destination resort and entertainment company leveraging the expansive popularity of professional football and the PFHOF. As a result of the Business Combination, HOF Village became our wholly owned subsidiary. As of the date hereof, we anticipate that the Hall of Fame Village will have the following major components:

Phase I:

- Tom Benson Hall of Fame Stadium
- ForeverLawn Sports Complex
- Hall of Fame Village Media

Phase II:

- **Gameday Bay Waterpark**
- Two hotels (Hilton Tapestry, **to be constructed** on campus, and Hilton DoubleTree in downtown Canton about five minutes from campus)
- Constellation Center for Excellence ( **Office office Building building, Retail retail and Meeting meeting Space space** )
- Center for Performance ( **Field field House house and Convention convention Center center** )
- Fan Engagement Zone (Retail promenade)
- Play Action Plaza ( **Green green** space for recreation, events and informal gatherings)
- Fantasy sports, sports betting and eSports
- Phase III (Potential):
- Residential space
- Additional attractions
- **Additional Entertainment entertainment**, dining, merchandise and more

The components in Phase I are complete. As a part of Phase II, we have completed the development of our Hilton DoubleTree Hotel, the Constellation Center for Excellence (a state of the art building used for both commercial offices and retail in the West End Zone of the Tom Benson Hall of Fame Stadium), the Center for Performance (one of the largest indoor sports domes in the United States), the Fan Engagement Zone (our retail

promenade offering a variety of food and beverage **and entertainment** options for our guests), and Play Action Plaza (our football themed area for recreation and events which includes three amusement rides). We ~~are currently underway in our development of Gameday Bay Waterpark, which we expect to open in early 2025. We also own the land and received zoning approval for our on-campus Hilton Tapestry hotel . We expect to begin construction on the Hilton Tapestry hotel in mid-2024, with completion targeted in the first half of 2025.~~ Phase III is still in the planning stage and has not commenced operations or generated any revenue. The components of the Hall of Fame Village have limited operating history and business track record. Because we are in the early stages of executing our business strategy, we cannot provide assurance that, or when, we will be profitable. We will need to make significant investments to develop and operate the Hall of Fame Village and expect to incur significant expenses in connection with operating components of the Hall of Fame Village, including costs for entertainment, talent fees, marketing, salaries and maintenance of properties and equipment. In addition, our business strategy is broad and may be subject to significant modifications in the future. Our current strategy may not be successful, and if not successful, we may be unable to modify it in a timely and successful manner. A company with this extent of operations still in the planning stage is highly speculative and subject to an unusually high degree of risk. We expect to incur significant capital, operational and marketing expenses ~~for a few years~~ in connection with our planned Phase II and III expansion. Any failure to achieve or sustain profitability may have a material adverse impact on the value of the shares of our Common Stock. **We have significant debt outstanding** Our ability to implement our proposed business strategy may be materially and adversely affected by many known and unknown factors. Our business strategy relies upon our future ability to successfully develop and operate the Hall of Fame Village as well as our other business verticals. Our strategy assumes that we will be able to, among other things: secure sufficient capital to repay our indebtedness; continue to lease or to acquire additional property in Canton, Ohio at attractive prices and develop such property into efficient and profitable operations; and maintain our relationships with key partners, including PFHOF, the general contractors for the Hall of Fame Village, and various other design firms, technology consultants, managers and operators and vendors that we are relying on for the successful development and operation of the Hall of Fame Village, as well as to develop new relationships and partnerships with third parties that will be necessary for the success of the Hall of Fame Village. These assumptions, which are critical to our prospects for success, are subject to significant economic, competitive, regulatory and operational uncertainties, contingencies and risks, many of which are beyond our control. These uncertainties are particularly heightened by the fact that we have significantly limited historical financial results or data on which financial projections might be based. Our future ability to execute our business strategy and develop the various components of the Hall of Fame Village is uncertain, and it can be expected that one or more of our assumptions will prove to be incorrect and that we will face unanticipated events and circumstances that may adversely affect our proposed business. Any one or more of the following factors, or other factors which may be beyond our control, may have a material adverse effect on our **business, our financial condition and results of operations and our** ability to implement our proposed strategy: ● inability to complete development and construction on schedule, on budget or otherwise in a timely and cost-effective manner; ● issues impacting the brands of the PFHOF or the NFL; ● inability to secure **additional financing in** and maintain relationships and sponsorships with key partners, or a failure by key partners to fulfill their **the** obligations; ● failure to manage rapidly expanding operations in the projected time frame; ● our or our partners' ability to provide innovative entertainment that competes favorably against other entertainment parks and similar enterprises on the basis of price, quality, design, appeal, reliability and performance; ● increases in operating costs, including capital improvements, insurance premiums, general taxes, real estate taxes and utilities, affecting our profit margins; ● general economic, political and business conditions in the United States and, in particular, in the Midwest and the geographic area around Canton, Ohio; ● inflation, appreciation of the real estate and fluctuations in interest rates; or ● existing and future governmental laws and regulations, including changes in our ability to use or receive Tourism Development District ("TDD") funds, tax-increment financing ("TIF") funds or other state and local grants and tax credits (including Ohio Film Tax Credits). In addition to revenue from operations, we are relying on various forms of financing and debt to finance the Company. We have **significant** obtained and currently expect to continue to obtain a portion of the capital required for the development and operations of the Hall of Fame Village from various forms of public financing and public debt **outstanding**, including Tourism Development District ("TDD") funds, tax-increment financing ("TIF") funds, state and local grants and tax credits, which depend, in part, on factors outside of our control. **At December 31, 2024, we had total consolidated debt outstanding** Canton City Council was permitted to designate up to 600 acres as a TDD and to approve the collection of **approximately \$ 251** additional taxes within that acreage to be used to foster tourism development. Canton City Council passed legislation allowing the collection of a 5% admissions tax and an additional **2 million** % gross receipts tax and agreed to give the revenue from its 3% municipal lodging tax collected at any hotels built in the TDD to the Hall of Fame Village for 30 years. Our ability to obtain funds from TDD depends on, among other things, ticket sales (including parking lots, garages, stadiums, auditoriums, museums, athletic parks, swimming pools and theaters); wholesale, retail and some food sales within the TDD and revenues from our hotels within the TDD. For TIF funds, the amount of property tax that a specific district generates is set at a base amount and as property values increase, property tax growth above that base amount, net of property taxes retained by the school districts, can be used to fund redevelopment projects within the district. Our ability to obtain TIF funds is dependent on the value of developed property in the specific district, the collection of general property taxes from property owners in the specific district, the time it takes the tax assessor to update the tax rolls and market interest rates at the time the tax-increment bonds are issued. If we are unable **do not have sufficient funds** to **repay our** realize the expected benefits from these various forms of public financing and public debt, we may need to obtain alternative financing through other means, including private transactions. If we are required to obtain alternative financing, such alternative financing may not be available at all **maturity, or our indebtedness** may not be available in a timely manner or on terms substantially similar or as favorable to public financing and public debt, which could significantly affect our ability to develop the Hall of Fame Village, increase our cost of capital and have a material adverse effect on our results of operations;

cash flows and financial position. If we were to obtain financing through private investment in public equity investments or other alternative financing, it could subject us to **many** risks that, if realized, would adversely affect us, including the following:

- **the** our cash flows from operations could be insufficient to make required payments of principal of and interest on any debt financing, and a failure to pay would likely result in acceleration of such debt and could result in cross accelerations or cross defaults on other debt;
- **such our** debt may increase our vulnerability to adverse economic and industry conditions;
- to the extent that we generate and use any cash flow from operations to make payments on **such our** debt, it will reduce our funds available for operations, development, capital expenditures and future investment opportunities or other purposes;
- debt covenants **may** limit our ability to borrow additional amounts, including for working capital, capital expenditures, debt service requirements, executing our development plan and other purposes;
- restrictive debt covenants may limit our flexibility in operating our business, including limitations on our ability to make certain investments; incur additional indebtedness; create certain liens; incur obligations that restrict the ability of our subsidiaries to make payments to us; consolidate, merge or transfer all or substantially all of our assets; or enter into transactions with affiliates; and
- to the extent that **such debt our indebtedness** bears interest at a variable rate, we **are** ~~would be~~ exposed to the risk of increased interest rates ~~the extent that our indebtedness bears interest at a variable rate, we are exposed to the risk of increased interest rates~~;
- debt covenants may limit our subsidiaries' ability to make distributions to us;
- the collateral securing the debt, if any, could be foreclosed upon, including the foreclosure of real property interests under a mortgage and / or equity interest or personal property pledged; and
- if any debt is refinanced, the terms of any refinancing may not be as favorable as the terms of the debt being refinanced.

If we do not have sufficient funds to repay our debt at maturity, it may be necessary to refinance the debt through additional debt or equity financings. If, at the time of any refinancing, prevailing interest rates or other factors result in a higher interest rate on such refinancing, increases in interest expense could adversely affect our cash flows and results of operations. If we are unable to refinance our debt on acceptable terms or at all, we may be forced to dispose of uncollateralized assets on disadvantageous terms, postpone investments in the development of our properties or the Hall of Fame Village or default on our debt. In addition, to the extent we cannot meet any future debt service obligations, we will risk losing some or all of our assets that are pledged to secure such obligations. Our **recurring losses from operations, significant debt and deficient cash position have raised substantial doubt regarding our ability to continue as a going concern, and our operational needs and** business plan ~~and ability to run a profitable business model requires~~ **require** additional liquidity and capital resources that might not be available on terms that are favorable to us, or at all. We ~~be available on terms that are favorable to us, or at all.~~ We have sustained recurring losses through December 31, ~~2023-2024~~, and our accumulated deficit was \$ ~~216,643,882~~ **273.6 million** as of such date. Since inception, ~~our the Company's~~ operations have been funded principally through the issuance of debt and equity. As of December 31, ~~2023-2024~~, we had approximately \$ ~~3-0.2-4~~ million of unrestricted cash and \$ ~~8-4.6-0~~ million of restricted cash. Through December 31, ~~2024-2025~~, we have \$ ~~62-109.1-5~~ million in debt principal payments coming due. **While During the year ended December 31, 2024, the Company used cash for operating activities of \$ 10.9 million. At March 21, 2025, the Company's cash position is deficient and certain payments for** our strategy assumes that we will receive sufficient capital, we currently do not have available cash and cash flows from operations to are dependent **not being made of** restricted cash. Through December 31, 2024, we have \$ 62.1 million in debt principal payments coming due **the ordinary course of business**. While our strategy assumes that we will receive sufficient **capital to have sufficient working** capital, we currently do not have available cash and cash flows from operations to provide us with adequate liquidity for the near-term or foreseeable future. Our current projected liabilities exceed our current cash projections and we have very limited cash flow from current operations. We therefore will require additional capital and / or cash flow from future operations to fund the Company, our debt service obligations and our ongoing business. **Certain of our liquidity requirements have been, and may continue to be, funded in part by loans from CHCL, an affiliate of the Company's director Stuart Lichter, and certain other affiliates of Mr. Lichter, which are described in this Form 10-K under "Item 13. Certain Relationships and Related Transactions – Related Person Transactions with IRG." Such affiliates of Mr. Lichter are under no commitment to continue to fund the Company.** There is no assurance that we will be able to raise sufficient additional capital or generate sufficient future cash flow from our future operations to fund the Hall of Fame Village, our debt service obligations or our ongoing business. If the amount of capital we are able to raise, together with any income from future operations, is not sufficient to satisfy our liquidity and capital needs, including funding our current debt obligations, we may be required to abandon or alter our plans for the Company. The Company may ~~also~~ have to raise additional capital through the equity market, which could result in substantial dilution to existing stockholders. Our ability to obtain necessary financing may be impaired by factors such as the health of and access to capital markets, our limited track record and the limited historical financial information available, or the substantial doubt about our ability to continue as a going concern. Any additional capital raised through the sale of additional shares of our capital stock, convertible debt or other equity may dilute the ownership percentage of our stockholders. If management is unable to execute its planned debt and equity financing initiatives, these conditions raise substantial doubt about our ability to continue to sustain operations for at least one year from the issuance of our **condensed** consolidated financial statements for the year ended December 31, ~~2023-2024~~, included in this annual report on **Form 10-K. The accompanying condensed consolidated financial statements do not include any adjustments that might result from the outcome of these uncertainties. Our ability to obtain necessary financing may be impaired by factors such as the health of and access to capital markets, our history of losses, our significant debt and our deficient cash position, or the substantial doubt about our ability to continue as a going concern. Any additional capital raised through the sale of additional shares of our capital stock, convertible debt or other equity may dilute the ownership percentage of our stockholders. The perception that we may not be able to continue as a going concern has caused, and may continue to cause, others to choose to impose more restrictive payment terms or not deal with us altogether due to concerns about our ability to meet our contractual obligations. The termination of the waterpark ground lease and surrender of the waterpark premises and improvements to the landlord,**

which occurred October 26, 2024, and the exercise of certain remedies by waterpark landlord would be expected to have a material adverse effect on the liquidity, financial condition, and results of operations of the Company. On October 26, 2024, HOF Village Waterpark, LLC (“ Tenant ”), a subsidiary of the Company, received from HFAKOH001 LLC (“ Landlord ”) a notice of termination due to event of default (the “ Notice ”) under the waterpark ground lease agreement, dated as of November 7, 2022, between Tenant and Landlord, as amended on February 23, 2024, February 29, 2024 and May 10, 2024 (as so amended, the “ Waterpark Ground Lease ”). Under the Waterpark Ground Lease, the Landlord’s termination requires that Tenant immediately surrender the waterpark premises under such lease to the Landlord and any improvements thereto (including the construction of new buildings thereon) with all fixtures appurtenant thereto. The default identified in the Notice is a payment default under the Waterpark Ground Lease. The Landlord had agreed to forbear exercising remedies for the payment default until October 25, 2024. As of November 13, 2024, Tenant had not remedied the payment default. The outstanding principal balance of unpaid base rent under the Waterpark Ground Lease (inclusive of default interest and late fees accrued up to the date of termination) is approximately \$ 2, 600, 000. In addition to unpaid rent, the Waterpark Ground Lease provides that Landlord is entitled to recover the following as damages: (i) the amount by which the unpaid rent for what would have been the remaining term of the Waterpark Ground Lease exceeds the then fair market rental value of the waterpark premises, both discounted to present value, plus (ii) any damages, including without limitation reasonable attorneys’ fees and court costs, which Landlord sustains as a result of the breach of the covenants of the Waterpark Ground Lease other than for the payment of rent, in each case plus interest. The Notice states that Landlord retains the absolute and unconditional right to pursue any and all remedies available under the Waterpark Ground Lease and related security agreements and applicable law, concurrently or consecutively, at Landlord’s sole discretion. The Company’s subsidiary HOF Village Newco, LLC (“ Guarantor ”) guaranteed Tenant’s obligations under the Waterpark Ground Lease pursuant to a limited recourse guaranty dated as of November 7, 2022. The security agreements and collateral that support Tenant and Guarantor’s obligations under the Waterpark Ground Lease consist of the following: • Tom Benson Hall of Fame Stadium. Guarantor pledged and granted in favor of Landlord 100 % of its membership interests in HOF Village Stadium, LLC (“ HOFV Stadium ”) and certain related security interests under a Pledge and Security Agreement dated as of November 7, 2022. HOFV Stadium granted Landlord a security interest in HOFV Stadium’s leasehold interest in the Tom Benson Hall of Fame Stadium and certain related security interests, pursuant to an Open- End Leasehold Mortgage, Assignment of Lease and Rents, Security Agreement and Fixture Filing dated as of December 27, 2022. • 20 % Interest in ForeverLawn Sports Complex. Guarantor pledged and granted in favor of landlord its 20 % interest in the ForeverLawn Sports complex that is held in a joint venture with Sandlot Facilities, LLC, and certain related security interests, pursuant to a Pledge and Security Agreement dated as of February 23, 2024. • Real Estate Adjacent to Hall of Fame Village. Guarantor granted Landlord a security interest in ten undeveloped residential real estate parcels and ~~our~~ four commercial real estate parcels owned by Guarantor located adjacent to Hall of Fame Village and certain related security interests, pursuant to an Open- End Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing dated as of February 29, 2024. The exercise of certain remedies by Landlord would be expected to have a material adverse effect on the liquidity, financial condition, and results of operations of the Company. The event of default under the Waterpark Ground Lease results in an event of default under certain of the Company’s loan agreements. Given the Company’s financial position, the Company is in default or risks becoming in default under certain other loan agreements. There is no assurance that the non- binding proposal from IRG Canton Village Member, LLC (“ IRG ”), an affiliate of the Company’s director Stuart Lichter, to take the Company private will result in a definitive transaction, and the absence of us entering into a definitive transaction agreement, changes to the proposal, or the commencement of related litigation may have an adverse impact on the market price of our common stock. We received a non- binding proposal on September 27, 2024, from IRG, an affiliate of the Company’s director Stuart Lichter, outlining IRG’s preliminary non- binding proposal (“ Proposal ”) to acquire, through a to- be- formed affiliated entity (“ Buyer ”), all of the outstanding shares of common stock, par value \$ 0. 0001 per share (the “ Common Stock ”), of the Company that are not held by Buyer, its affiliated entities and any potential co- investors in Buyer or its affiliates (the “ Proposed Transaction ”). In response to the proposal, the Company’s Board of Directors formed a special committee made up of independent, disinterested directors (the “ Special Committee ”) to evaluate the proposal. The Special Committee has retained a financial advisor and legal counsel to assist in its ongoing review and evaluation of the proposal. There is no guarantee that any proposal made by IRG regarding a proposed transaction will be accepted by the Special Committee, that definitive documentation relating to any such transaction will be executed, or that a transaction will be consummated in accordance with that documentation, if at all. The absence of a definite offer to acquire the shares of Common stock owned by persons other than Buyer, its affiliated entities and any potential co- investors in Buyer or its affiliates, or changes to the terms of the Proposed Transaction, as well as the commencement of litigation regarding any proposed transaction, would likely have an adverse effect on the market price of shares of our common stock. Our cash flow from operations and financing arrangements have been insufficient to allow us to pay all vendors on a timely basis. In view of the Company’s financial position, we have been slow to pay vendors. While these parties have continued to provide us with requisite services and supplies, there can be no assurance that they will continue to do so in the future. Our operations are impacted by our ability to attract and retain ~~management team, specifically, our President and Chief Executive Officer, and the~~ other key employees, and the unexpected ~~loss of one or more key~~ ~~such~~ employees could harm our business and prevent us from implementing our business plan in a timely manner. We aim to recruit the most qualified candidates, and strive for a diverse and well- balanced workforce. We reward and support employees through competitive pay, benefits, and perquisite programs that allow employees to thrive. If we are unable to ~~attract and~~ retain ~~management~~ ~~our~~

~~President and Chief Executive Officer or other key management personnel at our Company, the underlying business could suffer.~~ **Effective December 22, 2023, Benjamin Lee resigned from the office of Chief Financial Officer. The Company has not hired a Chief Financial Officer to replace Mr. Lee. Since Mr. Lee's departure, Micheal Crawford, our President and Chief Executive Officer, has also served as our principal financial officer, and John Van Buiten, our Vice President of Accounting / Corporate Controller, has served as our principal accounting officer. Effective as of August 31, 2024, Tara Charnes resigned from the office of General Counsel and Corporate Secretary of the Company. The Company has not hired a General Counsel to replace Ms. Charnes. Since Ms. Charnes' departure, Tim Kelly, our Senior Vice President, Legal and Assistant General Counsel, has served as our principal legal officer. On March 12, 2025, Michael Crawford informed the Board of Directors of the Company that he intends to resign as President, Chief Executive Officer, and Chairman of the Board of Directors. Mr. Crawford is resigning to pursue another career opportunity. The Board has begun the process of recruiting and evaluating candidates to succeed Mr. Crawford. Mr. Crawford and the Company and its subsidiary HOF Village Newco, LLC (collectively, the "Parties") have entered into a Retention and Consulting Agreement, dated March 18, 2025 (the "Retention and Consulting Agreement"), which provides that Mr. Crawford shall be paid an aggregate retention bonus of \$ 300, 000, including \$ 73, 000 for the agreed- upon value of unused accrued vacation, payable in increments of \$ 100, 000 on each of March 31, 2025, April 30, 2025, and May 31, 2025, provided that Mr. Crawford continues to serve as President, Chief Executive Officer, and Chairman of the Board through May 18, 2025 (the "Employment Termination Date"). Until the Employment Termination Date, Mr. Crawford would also continue to receive his base salary and other benefits due under the Amended and Restated Employment Agreement among the Parties dated November 22, 2022, as amended by Amendment to Amended and Restated Employment Agreement, effective May 1, 2023 (as amended, the "Employment Agreement"). Mr. Crawford agrees his termination of employment on the Employment Termination Date will constitute neither termination by the Company without cause nor termination by Mr. Crawford for good reason under the Employment Agreement. No sooner than the Employment Termination Date, and no later than 14 days after the Employment Termination Date, Mr. Crawford shall deliver to the Company an effective and irrevocable general release of claims. Under the Retention and Consulting Agreement, Mr. Crawford will provide up to 10 hours per week of consulting services to the Company between the Employment Termination Date and August 18, 2025 (the "Consulting Period"). During the Consulting Period, the Company shall pay Mr. Crawford a consulting fee of \$ 500 per hour.**

~~Changes in consumer tastes and preferences for sports and entertainment products, including fantasy sports, sports betting and eSports, or declines in discretionary consumer spending, consumer confidence or general and regional economic conditions could reduce demand for our offerings and products and adversely affect the profitability of our business. The success of our gaming vertical depends on our ability to consistently provide, maintain and expand attractions and events as well as create and distribute media programming, visual experiences and consumer products that meet changing consumer preferences. Consumers who are fans of professional football will likely constitute a substantial portion of the attendance to the Hall of Fame Village. Our success depends in part on the continued popularity of professional football and on our ability to successfully predict and adapt to tastes and preferences of this consumer group. We do business with multiple branded partners, including, but not limited to, PFHOF, the NFL, Sandlot, and others. Incidents or adverse publicity concerning any of our branded partners could harm our reputation as well as negatively impact our revenues and profitability. Our reputation is an important factor in the success of our business. Our ability to attract and retain consumers depends, in part, upon the external perceptions of our Company and the organizations and brands we are associated with, including, but not limited to the PFHOF, the NFL, and Sandlot, as well as the quality of Hall of Fame Village and its services and our corporate and management integrity. If market recognition or the perception of the Company or any of our branded partners diminishes, there may be a material adverse effect on our revenues, profits and cash flow. In addition, the operations of Hall of Fame Village, involve the risk of accidents, illnesses, environmental incidents and other incidents which may negatively affect the perception of guest and employee safety, health, security and guest satisfaction and which could negatively impact our reputation, reduce attendance at our facilities and negatively impact our business and results of operations. We could be adversely affected by declines in discretionary consumer spending, consumer confidence and general and regional economic conditions as well as changes in consumer tastes and preferences for sports and entertainment products. Our success depends to a significant extent on discretionary consumer spending, which is heavily influenced by general economic conditions and the availability of discretionary income. The current economic environment, coupled with high volatility and uncertainty as to the future global economic landscape, has had an adverse effect on consumers' discretionary income and consumer confidence. Future volatile, negative or uncertain economic conditions and recessionary periods or periods of significant inflation may adversely impact attendance and guest spending levels at Hall of Fame Village, which would materially adversely affect our business, financial condition and results of operations. Hall of Fame Village is located in Canton, Ohio. The concentration of our operations in this market exposes us to greater risks than if our operations were more geographically diverse. As a result, negative developments in the local economic conditions in the Midwest region, particularly those impacting travel, hotel or other real estate operations, could reduce guest attendance, negatively impact consumer spending, increase tenant defaults and otherwise have a material adverse effect on our profitability. Other factors that can affect consumer spending and confidence include severe weather, hurricanes, flooding, earthquakes and other natural disasters, elevated terrorism alerts, terrorist attacks, military actions, air travel concerns, outbreaks of disease, and geopolitical events, as well as various industry and other business conditions, including an ever-increasing number of sporting and entertainment options that compete for discretionary spending. Such factors or incidents, even if not directly impacting us, can disrupt or otherwise adversely impact the spending sentiment and interest of our present or potential customers and sponsors. Additionally, the success of our business depends on our ability to consistently provide, maintain and expand attractions and events as well as create and distribute media programming, virtual experiences and consumer products that meet changing consumer preferences. Consumers who are fans of~~

professional football will likely constitute a substantial portion of the attendance to Hall of Fame Village, and our success depends in part on the continued popularity of professional football and on our ability to successfully predict and adapt to tastes and preferences of this consumer group. If our sports and entertainment offerings and products do not achieve sufficient consumer acceptance or if consumer preferences change or consumers are drawn to other spectator sports and entertainment options, our business, financial condition or results of operations could be materially adversely affected. In the past, we have hosted major professional football events, as well as other musical and live entertainment events, and we can provide no assurance that we will be able to continue to host such events. **The Company operates We do business with multiple branded partners, including, but not limited to, PFHOF, the NFL, Sandlot, and others. Incidents will operate in highly competitive industries and our or revenues, profits adverse publicity concerning any of or our market share branded partners could be harmed -- harm if we are unable to compete effectively. We will face substantial competition in each of our reputation businesses. For example:**

- Tom Benson Hall of Fame Stadium, the ForeverLawn Sports Complex and the Center for Performance will compete with other facilities and venues across the region and country for hosting concerts, athletic events (including professional sports events, sports camps and tournaments) and other major conventions;
- Hall of Fame Village Media will compete (i) with other media and content producers to obtain creative and performing talent, sports and other programming content, story properties, advertiser support, distribution channels and market share and (ii) for viewers with other broadcast, cable and satellite services as well as **negatively impact our revenues and profitability. Our reputation is an important factor in the success of our business. Our ability to attract and retain consumers depends, in part, upon the external perceptions of our Company and the organizations and brands we are associated** with home entertainment products, **including** new sources of broadband and mobile delivered content and internet usage;
- The indoor waterpark, **but not limited to** the Hilton hotels, and the retail promenade will compete for guests with other **the PFHOF, theme -- the parks NFL**, waterparks, and resorts **Sandlot**, such as Cedar Point, located in Sandusky, Ohio, and other theme parks, retail and tourist destinations in Ohio and around the country, and with other forms of entertainment, lodging, tourism and recreation activities; and
- The Constellation Center for Excellence and the Fan Engagement Zone (retail promenade) will **well** compete for tenants with other suppliers of commercial and / or retail space; Competition in each of these areas may increase as a result of technological developments, changes in consumer preferences, economic conditions, changes in market structure and other **the quality of** factors that affect the recreation, entertainment, vacation, retail, tourism and leisure industries generally. Increased competition may divert consumers from Hall of Fame Village to **and its services and our corporate and management integrity. If market recognition or the perception of the Company or any of our branded partners diminishes, there may be a material adverse effect on our revenues, profits and cash flow. In addition, the operations of Hall of Fame Village, involve the risk of accidents, illnesses, environmental incidents and other forms incidents which may negatively affect the perception of entertainment-guest and employee safety, health, security and guest satisfaction and which could negatively impact our reputation, reduce our revenue attendance at or our facilities increase our marketing costs. Our competitors may have substantially greater financial resources than we do, and negatively impact they may be able to adapt more quickly to changes in consumer preferences or our business devote greater resources to promotion of their offerings and services or to development or acquisition of offerings and services that are perceived to be of a higher quality or value than our offerings and services. As a result-results of operations**; we may not be able to compete successfully against such competitors. We may not be able to fund capital expenditures and investment in future attractions and projects. A principal competitive factor for Hall of Fame Village is the originality and perceived quality of its events, attractions and offerings. Even after completion of the various components of the Hall of Fame Village, we will need to make continued capital investments through maintenance and the regular addition of new events, attractions and offerings. Our ability to fund capital expenditures will depend on our ability to generate sufficient cash flow from operations and to raise capital. We cannot assure our stockholders' that our operations will be able to generate sufficient cash flow to fund such costs, or that we will be able to obtain sufficient financing on adequate terms, or at all, which could cause us to delay or abandon certain projects or plans. The high fixed cost structure of the Company' s operations may result in significantly lower margins if revenues decline. We expect a large portion of our operating expenses to be relatively fixed because the costs for full- time employees, maintenance, utilities, advertising and insurance will not vary significantly with attendance. These fixed costs may increase at a greater rate than our revenues and may not be able to be reduced at the same rate as declining revenues. If cost- cutting efforts are insufficient to offset declines in revenues or are impracticable, we could experience a material decline in margins, revenues, profitability and reduced or negative cash flows. Such effects can be especially pronounced during periods of economic contraction or slow economic growth **Increased labor costs, labor shortages or labor disruptions could reduce our profitability. Because labor costs are and will continue to be a major component of our operating expenses, higher labor costs could reduce our profitability. Higher labor costs could result from, among other things, labor shortages that require us to raise labor rates in order to attract employees, and increases in minimum wage rates. Higher employee health insurance costs could also adversely affect our profitability. Additionally, increased labor costs, labor shortages or labor disruptions by employees of our third- party contractors and subcontractors could disrupt our operations, increase our costs and affect our profitability.** Cyber security risks and the failure to maintain the integrity of internal or guest data could result in damages to our reputation, the disruption of operations and / or subject us to costs, fines or lawsuits. We anticipate that we will collect and retain large volumes of internal and guest data, including credit card numbers and other personally identifiable information, for business purposes, including for transactional or target marketing and promotional purposes, and our various information technology systems enter, process, summarize and report such data. We maintain personally identifiable information about our employees. The integrity and protection of our guest, employee and company data will be critical to our business and our guests and employees are likely to have a high expectation that we will adequately protect their personal information. The regulatory environment, as well as the requirements imposed on us by the credit card industry, governing information, security and privacy laws is increasingly

demanding and continues to evolve. Maintaining compliance with applicable security and privacy regulations may increase our operating costs and / or adversely impact our ability to market our theme parks, products and services to our guests. We also expect to rely on accounting, financial and operational management information technology systems to conduct our operations. If these information technology systems suffer severe damage, disruption or shutdown and our business continuity plans do not effectively resolve the issues in a timely manner, our business, financial condition and results of operations could be materially adversely affected. We may face various security threats, including cyber security attacks on our data (including our vendors' and guests' data) and / or information technology infrastructure. Although we will utilize various procedures and controls to monitor and mitigate these threats, there can be no assurance that these procedures and controls will be sufficient to prevent penetrations or disruptions to our systems. Furthermore, a penetrated or compromised data system or the intentional, inadvertent or negligent release or disclosure of data could result in theft, loss, fraudulent or unlawful use of guest, employee or company data which could harm our reputation or result in remedial and other costs, fines or lawsuits and require significant management attention and resources to be spent. In addition, our insurance coverage and indemnification arrangements that we enter into, if any, may not be adequate to cover all the costs related to cyber security attacks or disruptions resulting from such events. To date, cyber security attacks directed at us have not had a material impact on our financial results. Due to the evolving nature of security threats, however, the impact of any future incident cannot be predicted. Investors are subject to litigation risk and their respective investments in the shares of our Common Stock may be lost as a result of our legal liabilities or the legal liabilities of our affiliates. We or our affiliates may from time to time be subject to claims by third parties and may be plaintiffs or defendants in civil proceedings. There can be no assurance that claims will not be brought in the future if we cannot generate the revenue that we forecast or raise sufficient capital to pay contractors in connection with constructing other components of the project. The expense of prosecuting claims, for which there is no guarantee of success, and / or the expense of defending against claims by third parties and paying any amounts pursuant to settlements or judgments, would generally be borne by the Company and could result in the reduction or complete loss of all of the assets of the Company, and investors in our Common Stock could lose all or a part of their investment. Our business may be adversely affected by defaults or bankruptcy of our tenants and partners. Our business may be adversely affected if any future tenants at the Constellation Center for Excellence or the Fan Engagement Zone (retail promenade) default on their obligations to us. A default by a tenant may result in the inability of such tenant to release space from us on economically favorable terms, or at all. In the event of a default by a tenant, we may experience delays in payments and incur substantial costs in recovering our losses. In addition, our tenants may file for bankruptcy or be involved in insolvency proceedings, and we may be required to expense costs associated with leases of bankrupt tenants and may not be able to replace future rents for tenant space rejected in bankruptcy proceedings, which could adversely affect our properties. Any bankruptcies of our tenants could make it difficult for us to enforce our rights as lessor and protect our investment. Fluctuations in real estate values may require us to write down the carrying value of our real estate assets or investments. Real estate valuations are subject to significant variability and fluctuation. The valuation of our real estate assets or real estate investments is inherently subjective and based on the individual characteristics of each asset. Factors such as competitive market supply and demand for inventory, changes in laws and regulations, political and economic conditions and interest and inflation rate fluctuations subject our valuations to uncertainty. Our valuations are or will be made on the basis of assumptions that may not prove to reflect economic or demographic reality. If the real estate market deteriorates, we may reevaluate the assumptions used in our analyses. As a result, adverse market conditions may require us to write down the book value of certain real estate assets or real estate investments and some of those write-downs could be material. Any material write-downs of assets could have a material adverse effect on our financial condition and results of operations. Our property taxes could increase due to rate increases or reassessments or the imposition of new taxes or assessments or loss of tax credits, which may adversely impact our financial condition and results of operations. We are required to pay state and local real property taxes and assessments on our properties. The real property taxes and assessments on our properties may increase as property or special tax rates increase or if our properties are assessed or reassessed at a higher value by taxing authorities. In addition, if we are obligated to pay new taxes or if there are increases in the property taxes and assessments that we currently pay, our financial condition and results of operations could be adversely affected. We are relying on various forms of public financing and public debt to finance the development and operations of the Company. Our insurance coverage may not be adequate to cover all possible losses that we could suffer and our insurance costs may increase. Although we maintain various safety and loss prevention programs and carry property and casualty insurance to cover certain risks, our coverage may not be adequate to cover liabilities, we may not be able to obtain coverage at commercially reasonable rates, and we may not be able to obtain adequate coverage should a catastrophic incident occur at our parks or at other parks. In addition, if we or other theme park operators sustain significant losses or make significant insurance claims, then our ability to obtain future insurance coverage at commercially reasonable rates could be materially adversely affected. Our operations and our ownership of property subject us to environmental requirements, and to environmental expenditures and liabilities. We incur costs to comply with environmental requirements, such as those relating to water use, wastewater and storm water management and disposal, air emissions control, hazardous materials management, solid and hazardous waste disposal, and the clean-up of properties affected by regulated materials. While we have received the required environmental approvals for Phases I and II of our development, environmental requirements must be fully assessed for future phases of development. We may be required to investigate and clean-up hazardous or toxic substances or chemical releases, and other releases, from current or formerly owned or operated facilities. In addition, in the ordinary course of our business, we generate, use and dispose of large volumes of water, which requires us to comply with a number of federal, state and local regulations and to incur significant expenses. Failure to comply with such regulations could subject us to fines and penalties and / or require us to incur additional expenses. We cannot assure our stockholders' that we will not incur substantial costs to comply with new or expanded environmental requirements in the future or to investigate or clean-up new or newly identified environmental conditions, which could also impair our ability to use or transfer the affected properties and to obtain

financing. Our sports betting and eSports operations are subject to a variety of laws, and which could subject us to claims or otherwise harm our business. Any change in existing regulations or their interpretation, or the regulatory climate applicable to our products and services, or changes in tax rules and regulations or interpretation thereof related to our products and services, could adversely impact our ability to operate our business as currently conducted or as we seek to operate in the future, which could have a material adverse effect on our financial condition and results of operations. Our sports betting and eSports operations are generally subject to laws and regulations relating to sports betting, fantasy sports and eSports in the jurisdictions in which we are planning to conduct such operations or in some circumstances, in those jurisdictions in which we offer our services or they are available, as well as the general laws and regulations that apply to all e-commerce businesses, such as those related to privacy and personal information, tax and consumer protection. These laws and regulations vary from one jurisdiction to another and future legislative and regulatory action, court decisions or other governmental action, which may be affected by, among other things, political pressures, attitudes and climates, as well as personal biases, may have a material impact on our operations and financial results. In particular, some jurisdictions have introduced regulations attempting to restrict or prohibit online gaming, while others have taken the position that online gaming should be licensed and regulated and have adopted or are in the process of considering legislation and regulations to enable that to happen. Additionally, some jurisdictions in which we may operate could presently be unregulated or partially regulated and therefore more susceptible to the enactment or change of laws and regulations. In May 2018, the U. S. Supreme Court struck down as unconstitutional the Professional and Amateur Sports Protection Act of 1992 (“PASPA”). This decision has the effect of lifting federal restrictions on sports betting and thus allows states to determine by themselves the legality of sports betting. Since the repeal of PASPA, several states (including Washington D. C.) have legalized online sports betting. To the extent new real money gaming or sports betting jurisdictions are established or expanded, we cannot guarantee that we will be successful in penetrating such new jurisdictions. If we are unable to effectively develop and operate directly or indirectly within existing or new jurisdictions or if our competitors are able to successfully penetrate geographic jurisdictions that we cannot access or where we face other restrictions, there could be a material adverse effect on our sports betting, fantasy sports and eSports operations. Our failure to obtain or maintain the necessary regulatory approvals in jurisdictions, whether individually or collectively, would have a material adverse effect on our business. To operate in any jurisdiction, we may need to be licensed and obtain approvals of our product offerings. This is a time-consuming process that can be extremely costly. Any delays in obtaining or difficulty in maintaining regulatory approvals needed for expansion within existing jurisdictions or into new jurisdictions can negatively affect our opportunities for growth, including the growth of our customer base, or delay our ability to recognize revenue from our offerings in any such jurisdictions. Future legislative and regulatory action, and court decisions or other governmental action, may have a material impact on our planned sports betting and eSports operations. Governmental authorities could view us as having violated local laws, despite our efforts to obtain all applicable licenses or approvals. There is also a risk that civil and criminal proceedings, including class actions brought by or on behalf of prosecutors or public entities or incumbent monopoly providers, or private individuals, could be initiated against us, Internet service providers, credit card and other payment processors, advertisers and others involved in the sports betting industry. Such potential proceedings could involve substantial litigation expense, penalties, fines, seizure of assets, injunctions or other restrictions being imposed upon us or our licensees or other business partners, while diverting the attention of key executives. Such proceedings could have a material adverse effect on our business, financial condition, results of operations and prospects, as well as impact our reputation. ~~Failure to comply with regulatory requirements in a particular jurisdiction, or the failure to successfully obtain a license or permit applied for in a particular jurisdiction, could impact our ability to comply with licensing and regulatory requirements in other jurisdictions, or could cause the rejection of license applications or cancellation of existing licenses in other jurisdictions, or could cause financial institutions, online and mobile platforms, advertisers and distributors to stop providing services to us which we rely upon to receive payments from, or distribute amounts to, our users, or otherwise to deliver and promote our services. Compliance with the various regulations applicable to fantasy sports and real money gaming is costly and time-consuming. Regulatory authorities at the non-U. S., U. S. federal, state and local levels have broad powers with respect to the regulation and licensing of fantasy sports and real money gaming operations and may revoke, suspend, condition or limit our fantasy sports or real money gaming licenses, impose substantial fines on us and take other actions, any one of which could have a material adverse effect on our business, financial condition, results of operations and prospects. These laws and regulations are dynamic and subject to potentially differing interpretations, and various legislative and regulatory bodies may expand current laws or regulations or enact new laws and regulations regarding these matters. We will strive to comply with all applicable laws and regulations relating to our business. It is possible, however, that these requirements may be interpreted and applied in a manner that is inconsistent from one jurisdiction to another and may conflict with other rules. Non-compliance with any such law or regulations could expose us to claims, proceedings, litigation and investigations by private parties and regulatory authorities, as well as substantial fines and negative publicity, each of which may materially and adversely affect our business. Any fantasy sports or real money gaming license obtained could be revoked, suspended or conditioned at any time. The loss of a license in one jurisdiction could trigger the loss of a license or affect our eligibility for such a license in another jurisdiction, and any of such losses, or potential for such loss, could cause us to cease offering some or all of our offerings in the impacted jurisdictions. We may be unable to obtain or maintain all necessary registrations, licenses, permits or approvals, and could incur fines or experience delays related to the licensing process, which could adversely affect our operations. Our delay or failure to obtain or maintain licenses in any jurisdiction may prevent us from distributing our offerings, increasing our customer base and / or generating revenues. We cannot assure our stockholders that we will be able to obtain and maintain the licenses and related approvals necessary to conduct our planned sports betting operations. Any failure to maintain or renew our licenses, registrations, permits or approvals could have a material adverse effect on our business, financial condition, results of operations and prospects. Negative events or negative media coverage relating to, or a declining popularity of sports betting, the underlying sports or athletes, or online sports~~

betting in particular, or other negative coverage may adversely impact our ability to retain or attract users, which could have an adverse impact on our proposed sports betting and eSports operations. Public opinion can significantly influence our business. Unfavorable publicity regarding us, for example, our product changes, product quality, litigation, or regulatory activity, or regarding the actions of third parties with whom we have relationships or the underlying sports (including declining popularity of the sports or athletes) could seriously harm our reputation. In addition, a negative shift in the perception of sports betting by the public or by politicians, lobbyists or others could affect future legislation of sports betting, which could cause jurisdictions to abandon proposals to legalize sports betting, thereby limiting the number of jurisdictions in which we can operate such operations. Furthermore, illegal betting activity by athletes could result in negative publicity for our industry and could harm our brand reputation. Negative public perception could also lead to new restrictions on or to the prohibition of sports betting in jurisdictions in which such operations are currently legal. Such negative publicity could also adversely affect the size, demographics, engagement, and loyalty of our customer base and result in decreased revenue or slower user growth rates, which could seriously harm our business. **The suspension or termination of..... our financial position and results of operations.** The requirements of being a public company may strain our resources and distract management. We expect to incur significant costs associated with our public company reporting requirements and costs associated with applicable corporate governance requirements. These applicable rules and regulations are expected to significantly increase our legal and financial compliance costs and to make some activities more time consuming and costly than those for privately owned companies that are not registrants with the SEC. Compliance with these rules and regulations may divert management's attention from other business concerns. **If we fail to comply with the continued listing standards of Nasdaq, our common stock may be delisted from Nasdaq, which would be expected to have a negative effect on the liquidity and market price of our common stock, reduce the number of investors willing to hold or acquire our common stock, limit or reduce the amount of analyst coverage we receive, and impair your ability to sell or purchase our common stock when you wish to do so. The continued listing standards of the Nasdaq Stock Market, or Nasdaq, require, among other things, that (i) the minimum bid price of a listed company's stock be at or above \$ 1.00, and (ii) a listed company hold an annual meeting of shareholders no later than one year after the end of its fiscal year. If the closing minimum bid price is below \$ 1.00 for a period of more than 30 consecutive trading days or the Company does not hold an annual meeting of shareholders by December 31, 2024, the Company will fail to be in compliance with Nasdaq's listing rules and, if it does not regain compliance within the grace period, will be subject to delisting. On January 10, 2025, the Company received a deficiency letter (the " Notice ") from the Listing Qualifications Department (the " Staff ") of the Nasdaq Stock Market, LLC ( " Nasdaq ") stating that the Company failed to hold an annual meeting of stockholders within 12 months after its fiscal year ended December 31, 2023, as required by Nasdaq Listing Rule 5620 (a) (the " Annual Meeting Requirement "). The Notice had no immediate impact on the listing of the Company's common stock (the " Common Stock ") on Nasdaq. On February 18, 2025, the Company submitted to the Staff a plan of compliance which describes the circumstances under which it became noncompliant with the Annual Meeting Requirement and the Company's plan with which it will regain compliance. The Staff has determined to grant the Company an extension until June 30, 2025 to regain compliance with the Annual Meeting Requirement by holding an annual meeting of shareholders. If the common stock ceases to be listed for trading on Nasdaq, the Company would expect the common stock would be traded on one of the three tiered marketplaces of the OTC Market Groups. If this were to occur, we could face significant material adverse consequences, including: (i) a limited availability of market quotations for our securities; (ii) reduced liquidity for our securities; (iii) a determination that our Common Stock are " penny stock, " which will require brokers trading in our Common Stock to adhere to more stringent rules and possibly result in a reduced level of trading activity in the secondary trading market for our securities; (iv) a limited amount of news and analyst coverage; (v) a decreased ability to issue additional securities or obtain additional financing in the future; and (vi) being subject to regulation in each state in which we offer our securities.** Risk Related to Our Securities If we fail to comply with the reporting obligations of the Exchange Act and Section 404 of the Sarbanes- Oxley Act, or if we fail to maintain adequate internal control over financial reporting, our business, financial condition, and results of operations, and investors' confidence in us, could be materially and adversely affected. As a public company, we are required to comply with the periodic reporting obligations of the Exchange Act, including preparing annual reports, quarterly reports, and current reports. Our failure to prepare and disclose this information in a timely manner and meet our reporting obligations in their entirety could subject us to penalties under federal securities laws and regulations of the Nasdaq, expose us to lawsuits, and restrict our ability to access financing on favorable terms, or at all. In addition, pursuant to Section 404 of the Sarbanes- Oxley Act, we are required to develop, evaluate and provide a management report of our systems of internal control over financial reporting. During the course of the evaluation of our internal control over financial reporting, we have identified and could identify areas requiring improvement and could be required to design enhanced processes and controls to address issues identified through this review. This could result in significant delays and costs to us and require us to divert substantial resources, including management time, from other activities. If we fail to comply with the requirements of Section 404 on a timely basis this could result in the loss of investor confidence in the reliability of our financial statements, which in turn could, negatively impact the trading price of our stock, and adversely affect investors' confidence in the Company and our ability to access capital markets for financing. We have identified ~~a material weakness~~ **weaknesses** in our internal control over financial reporting. If our remediation of ~~this~~ **these** material ~~weakness~~ **weaknesses** is not effective, or if we experience additional material weaknesses in the future or otherwise fail to maintain effective internal controls in the future, we may not be able to accurately report our financial condition or results of operations, which may adversely affect investor confidence in us and, as a result, the value of our common stock. Our management is responsible for establishing and maintaining adequate internal controls over financial reporting designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U. S. GAAP. Our

management is likewise required, on a quarterly basis, to evaluate the effectiveness of our internal controls over financial reporting and to disclose any changes and material weaknesses identified through such evaluation of those internal controls. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. In connection with the audit of our consolidated financial statements for the year ended December 31, 2023-2024, management concluded that our internal controls over financial reporting were not effective as of December 31, 2023-2024, due to the existence of a material weaknesses as follows: We identified, a material weakness in internal control over financial reporting related to the precise and timely review and analysis of information used to prepare our financial statements and disclosures in accordance with U. S. GAAP. **This Additionally, we did not maintain effective control activities surrounding non- routine transactions. These** material weakness-weaknesses could impact our financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. **We** While we expect to have the identified material weakness remediated during 2024, the work is ongoing, may be time consuming and costly, and there can be no assurance as to when we will successfully remediate this material weakness. As discussed above, we have taken **steps**, and plan to take, a number of measures to remediate **this these** material weakness-weaknesses **in internal control over financial reporting**; however, if we are **not yet unable-- able** to **determine whether the steps we are taking will fully** remediate **the** our continuing material weakness in a timely manner or we identify additional material weaknesses, we may be unable to provide required. **Because of the material weaknesses in our internal control over** financial information in a timely and reliable manner and we may incorrectly report reporting as **previously disclosed, our principal executive officer and interim principal accounting officer concluded that, as of December 31, 2024, our disclosure controls and procedures were not effective at the reasonable assurance level. Our management, including our principal executive officer and interim principal accounting officer, have concluded that, notwithstanding the material weaknesses in our internal control over** financial reporting information. Likewise, if our **the condensed consolidated** financial statements **in this Annual Report** are not filed on a timely basis, we could be subject to sanctions or investigations by the stock exchange on which our common stock is listed, the SEC or other regulatory authorities. Failure to timely file will cause us to be ineligible to utilize short form registration statements on Form **10- K fairly present, in all material respects, our financial position, results of operations and cash flows for the periods presented in conformity with U. S -3 or Form S-4**, which may impair our ability to obtain capital in a timely fashion to execute our business strategies or issue shares to effect an acquisition. **GAAP** In either case, there could result a material adverse effect on our business. The existence of material weaknesses or significant deficiencies in internal control over financial reporting could adversely affect our reputation or investor perceptions of us, which could have a negative effect on the trading price of our stock. In addition, we have and will continue to incur additional costs to remediate our material weakness in our internal control over financial reporting. **If our management is unable to conclude that our internal control over financial reporting is effective, or if our independent registered public accounting firm is unable to express an opinion as to the effectiveness of our internal control over financial reporting, when required, lenders and investors may lose confidence in the accuracy and completeness of our financial reports and we may face restricted access to various sources of financing in the future.** We currently do not intend to pay dividends on our Common Stock. Consequently, our stockholders' ability to achieve a return on their investment will depend on appreciation in the price of our Common Stock. We do not expect to pay cash dividends on our Common Stock. Any future dividend payments are within the absolute discretion of our board of directors and will depend on, among other things, our results of operations, working capital requirements, capital expenditure requirements, financial condition, level of indebtedness, contractual restrictions with respect to payment of dividends, business opportunities, anticipated cash needs, provisions of applicable law and other factors that our board of directors may deem relevant. We may be required to take write- downs or write- offs, restructuring and impairment or other charges that could have a significant negative effect on our financial condition, results of operations and our stock price, which could cause our stockholders to lose some or all of their investment. We may be forced to write- down or write- off assets, restructure our operations, or incur impairment or other charges that could result in our reporting losses. Even though these charges may be non- cash items and not have an immediate impact on our liquidity, the fact that we report charges of this nature could contribute to negative market perceptions about us or our securities. In addition, charges of this nature may cause us to violate net worth or other covenants to which we may be subject. Accordingly, a stockholder could suffer a reduction in the value of their shares of Common Stock. Our Series A Warrants and Series B Warrants are accounted for as liabilities and the changes in value of such warrants could have a material effect on our financial results. On April 12, 2021, the SEC staff issued the SEC Statement regarding the accounting and reporting considerations for warrants issued by **Special Purpose Acquisition Companies ("SPACs")**. Specifically, the SEC Statement focused on certain settlement terms and provisions related to certain tender offers following a business combination, which terms are similar to those governing our Series A Warrants and Series B Warrants. As a result of the SEC Statement, we reevaluated the accounting treatment of such warrants, and determined to classify such warrants as derivative liabilities measured at fair value, with changes in fair value each period reported in earnings. As a result, included on our balance sheets as of December 31, **2024 and 2023 and 2022**-contained elsewhere in this Annual Report are derivative liabilities related to embedded features contained within our Series A Warrants and Series B Warrants. ASC Subtopic 815, Derivatives and Hedging, provides for the remeasurement of the fair value of such derivatives at each balance sheet date, with a resulting non- cash gain or loss related to the change in the fair value being recognized in earnings in the statements of operations. As a result of the recurring fair value measurement, our financial statements and results of operations may fluctuate quarterly, based on factors which are outside of our control. Due to the recurring fair value measurement, we expect that we will recognize non- cash gains or losses on our Series A Warrants and Series B Warrants each reporting period and that the amount of such gains or losses could be material. On March 1, 2022, the Series C Warrants were amended to, among other things, remove certain provisions that previously caused the Series C

Warrants to be accounted for as a liability. The trading price of our securities has been, and likely will continue to be, volatile and our stockholders could lose all or part of their investment. The trading price of our securities could be volatile and subject to wide fluctuations in response to various factors, some of which are beyond our control, including but not limited to our general business condition, the release of our financial reports and general economic conditions and forecasts. Broad market and industry factors may materially harm the market price of our securities irrespective of our operating performance. The stock market in general, and Nasdaq, have experienced price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of the particular companies affected. The trading prices and valuations of these stocks, and of our securities, may not be predictable. A loss of investor confidence in the market for the stocks of other companies which investors perceive to be similar to us could depress our stock price regardless of our business, prospects, financial conditions or results of operations. A decline in the market price of our securities also could adversely affect our ability to issue additional securities and our ability to obtain additional financing in the future. Any of these factors could have a material adverse effect on our stockholders' investment in our securities, and our securities may trade at prices significantly below the price they paid for them. In such circumstances, the trading price of our securities may not recover and may experience a further decline. Anti-takeover provisions contained in our Certificate of Incorporation and Bylaws, as well as provisions of Delaware law, could impair a takeover attempt. Our Certificate of Incorporation contains provisions that may discourage unsolicited takeover proposals that stockholders may consider to be in their best interests. We are also subject to anti-takeover provisions under Delaware law, which could delay or prevent a change of control. Together, these provisions may make more difficult the removal of management and may discourage transactions that otherwise could involve payment of a premium over prevailing market prices for our securities. These provisions include: ● no cumulative voting in the election of directors, which limits the ability of minority stockholders to elect director candidates; ● a classified board of directors with three-year staggered terms, which could delay the ability of stockholders to change the membership of a majority of our board of directors; ● the right of our board of directors to elect a director to fill a vacancy created by the expansion of our board of directors or the resignation, death or removal of a director in certain circumstances, which prevents stockholders from being able to fill vacancies on our board of directors; ● a prohibition on stockholder action by written consent, which forces stockholder action to be taken at an annual or special meeting of our stockholders; and ● the requirement that a meeting of stockholders may only be called by members of our board of directors or the stockholders holding a majority of our shares, which may delay the ability of our stockholders to force consideration of a proposal or to take action, including the removal of directors. Our Certificate of Incorporation provides, subject to limited exceptions, that the Court of Chancery of the State of Delaware will be the sole and exclusive forum for certain stockholder litigation matters, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers, employees or stockholders. Our Certificate of Incorporation requires, to the fullest extent permitted by law, that derivative actions brought in HOFRE's name, actions against directors, officers, stockholders and employees for breach of fiduciary duty, actions under the Delaware General Corporation Law or under our Certificate of Incorporation, or actions asserting a claim governed by the internal affairs doctrine may be brought only in the Court of Chancery in the State of Delaware and, if brought outside of Delaware, the stockholder bringing the suit will be deemed to have consented to service of process on such stockholder's counsel. This choice of forum provision does not preclude or contract the scope of exclusive federal or concurrent jurisdiction for any actions brought under the Securities Act or the Exchange Act. Accordingly, such exclusive forum provision will not relieve us of our duties to comply with the federal securities laws and the rules and regulations thereunder, and our stockholders will not be deemed to have waived its compliance with these laws, rules and regulations. Any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock shall be deemed to have notice of and consented to the forum provisions in our Certificate of Incorporation. This choice of forum provision does not exclude stockholders from suing in federal court for claims under the federal securities laws but may limit a stockholder's ability to bring such claims in a judicial forum that it finds favorable for disputes with HOFRE or any of its directors, officers, other employees or stockholders, which may discourage lawsuits with respect to such claims. Alternatively, if a court were to find the choice of forum provision contained in our Certificate of Incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our business, operating results and financial condition. If securities or industry analysts do not publish research or publish inaccurate or unfavorable research about our business, our stock price and trading volume could decline. The trading market for our securities will depend in part on the research and reports that securities or industry analysts publish about us or our business. If only a limited number of securities or industry analysts commence coverage of our Company, the trading price for our securities would likely be negatively impacted. In the event securities or industry analysts initiate coverage, if one or more of the analysts who covers us downgrades our stock or publishes unfavorable research about our business, our stock price may decline. If one or more of these analysts ceases coverage of our Company or fails to publish reports on us regularly, demand for our securities could decrease, which might cause our stock price and trading volume to decline. Our executive officers and directors, and their affiliated entities, ~~along with our six other largest stockholders,~~ own a significant percentage of our stock and will be able to exert significant control over matters subject to stockholder approval. Our executive officers and directors, together with entities affiliated with such individuals, beneficially own a large amount of our outstanding Common Stock. Accordingly, these stockholders are able to exert significant control over matters subject to stockholder approval. This concentration of ownership could delay or prevent a change in control of the Company. We are a smaller reporting company within the meaning of the Securities Act, and if we take advantage of certain exemptions from disclosure requirements available to smaller reporting companies, this could make our securities less attractive to investors and may make it more difficult to compare our performance with other public companies. We are a "smaller reporting company" as defined in Item 10 (f) (1) of Regulation S-K. Smaller reporting companies may take advantage of certain reduced disclosure obligations, including, among other things, providing only two years of audited financial statements. We will remain a smaller

reporting company until the last day of any fiscal year for so long as either (1) the market value of our shares of Class A common stock held by non-affiliates did not equal or exceed \$ 250 million as of the prior June 30, or (2) our annual revenues did not equal or exceed \$ 100 million during such completed fiscal year and the market value of our shares of Class A common stock held by non-affiliates did not equal or exceed \$ 700 million as of the prior June 30.