

January 30, 2023

Edward Moffly
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Matthew McGahan, Chairman
Lottery.com, Inc., Board of Directors
20808 State Hwy 71 W, Unit B
Spicewood, Texas 78669

Barney Battles, Audit Committee Chair
Lottery.com, Inc. Board of Directors
20808 State Hwy 71 W, Unit B
Spicewood, Texas 78669

Naila Chowdhury, Compensation Committee Chair
Lottery.com, Inc., Board of Directors
20808 State Hwy 71 W, Unit B
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Sohail Quraeshi, CEO
Lottery.com, Inc.
20808 State Hwy 71 W, Unit B
Spicewood, Texas 78669

Dennis Ruggeri, Compliance Officer
Lottery.com, Inc.
20808 State Hwy 71 W, Unit B
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Yusuf Musaji, CPA, CITP, CFF, CISSP, CISA, CGMA, CGA, QSA, SSLCA, SSA, PCIP
President & CEO
Yusufali & Associates, LLC
55 Addison Drive
Short Hills, NJ 07078

Mark Gustavson
Address Unknown

To Lottery.com, Inc. and its Shareholders:

Because I have fundamental and foundational disagreement with the practices and policies (as illustrated by the points below) of the company, through its directors, principally the two directors, Matt McGahan (Board Chairman) and Barney Battle (Audit Committee Chair), I am writing to inform you about my decision, under duress, to leave my position as Interim CFO of Lottery.com, effective immediately. The degree of impropriety, deception (likely fraud), and inability to follow basic corporate policy and governance is so extreme, it is challenging to know where to begin:

1. We now have two CEOs; Sohail Quraeshi, who has been improperly terminated without a board resolution and Mark Gustavson, who has been improperly appointed without a board resolution. This is an example of the systemic improprieties and governance violations promulgated by directors McGahan and Battles.
2. The special advisor appointed to the Board, Nasib Piriyeve, exercises significant influence over the board and is under investigation by at least two international law enforcement agencies. Directors McGahan and Battles who are intimately familiar with Mr. Piriyeve (and are partners with him in other ventures) failed to disclose his background.
3. The prior and current board each elected to not properly impair and note the complete loss of over \$50 million dollars raised under a dubious and ersatz ICO (i.e. "digital securities"). A significant percentage of it was transferred using crypto wallets. All of it is gone, and these 'missing' funds have not been noted, adequately investigated, impaired, reported or recovered.
4. The improper and fraudulent recognition of a bogus (and kited) transaction of \$30+ million recognized as revenue for media credits by Ryan Dickinson and Matt Clemenson. Both of whom have secret entanglements with the aforementioned Mr. Piriyeve. This transaction must be disclosed and explained in detail in a restatement.
5. The entering into a financing transaction (Woodford Eurasia Assets) that not only clearly falls under the doctrine of 'impossibility of performance' but also appears to be a stunning example of a prima facie case of fraudulent concealment. This includes failure to properly document capacity to fund (through a proof of funds) even in the face of NASDAQ's inquiry.
6. A proper "notice of default" in accordance with the loan documents, was sent by Lottery's CEO Sohail Quraeshi to Woodford on January 23, 2023, in order to force Woodford's funding. Prior to sending the notice, Mr. Quraeshi discussed his intention with Chairman McGahan and

was not asked to refrain from filing. Upon receipt of that notice Chairman McGahan and Director Battles (apparently acting as agents of Woodford instead of acting in the best interest of Lottery and its shareholders), voted to terminate Mr. Quraeshi to placate Woodford. Proper arms-length protocol and policy should have been to support the merits of the “notice of default” in order to secure the funding or at a minimum get proof of the capacity to fund.

7. The actions by Directors McGahan and Battles clearly suggest a bias towards the business interests of Woodford, and as such represent a “conflict of interest”. Woodford claimed that the “notice of default” was untrue, because Lottery had failed to fulfill all conditions of its loan agreement; when in fact, said conditions were waived previously by Woodford as attested to by a de minimis partial funding \$300K to Lottery in December. Mr. Piriye, special advisor to the board (under investigation), acting in concert with Chairman McGahan, refused revisions to the Woodford loan docs that would have documented the agreed upon waiver of said conditions as represented by Mr. Piriye and Chairman McGahan.
8. Further, it appears that Mr. Piriye and Directors McGahan and Battles have been active leaders in an attempt to take over an SEC-reporting and NASDAQ-listed company without due consideration and proper legal acknowledgment of the change of control (i.e. they intimidated and deceived the previous board and conned the shareholders).
9. NASDAQ has a requirement that explicitly calls for a majority of independent board members. There is a serious question and doubt as to the independence of Directors McGahan and Battles. Moreover, the appointment of the two missing members of the Board appears stalled in order to keep control in the hands of Directors McGahan and Battles - despite being advised (numerous times) of the importance of filling the two board vacancies.

As you know, I was appointed as the CFO in late October of 2022 and received a contract in January of 2023. I spent these last several months familiarizing myself with Lottery’s history and immediate challenges (as listed in points 3 and 4 above) in order to respond to SEC requests and complete the audit, disclosures, and filings.

What I have witnessed over the last several weeks about Directors McGahan and Battles along with special advisor Mr. Piriye, if allowed to continue, would far outweigh the financial irregularities the company experienced under prior management. Taken together, and at a minimum, the infractions enumerated above are a strong indicator of possible fraud against Lottery’s shareholders. In this regard, I am in disagreement with the practices and policies as governed by Chairman McGahan and his “special” advisor to such a degree where it is not prudent or ethical for me to continue as Interim CFO.

I've truly valued the opportunity to work with such a strong and dedicated corporate team that persevered under extraordinary circumstances with little, to no, support from this board.

Sincerely,

A handwritten signature in blue ink, appearing to read 'E. Moffly', with a long horizontal stroke extending to the right.

Edward Moffly

cc Amar Ali, Outside General Counsel

cc Greg Potts, COO/CRO

cc John Bluher, EVP