



Perfect Game SEC: Alabama | Georgia | North Carolina | South Carolina | Tennessee | Virginia

January 9, 2025

Subject: Letter of Intent for Acquisition of Triangle Top Gun Sports, LLC

Dear Mr. Gregory,

This letter constitutes a non-binding Letter of Intent ("LOI") expressing Perfect Game SEC, LLC's strong interest in acquiring Triangle Top Gun Sports, LLC ("TTGS").

Perfect Game SEC, LLC is a prominent tournament, scouting service and youth baseball organization with a proven track record of:

1. Hosting numerous baseball tournaments and showcases throughout the year, providing a platform for talented young players to showcase their skills in front of college coaches and professional scouts.
2. Collect extensive data on players and publish rankings, providing valuable information to coaches, scouts, and fans.
3. Producing live broadcasts and online content related to youth baseball, increasing visibility for players and the sport.

We believe that the acquisition of TTGS presents a compelling strategic opportunity for Perfect Game LLC to expand its market share.

TTGS is a leading provider of tournaments in the eastern part of North Carolina with a strong market position in the Triangle and markets down east. We are particularly impressed with your strong brand recognition and longevity in the amateur sports business.

The acquisition of TTGS is valued at \$2.8 Million, with \$1.8 Million paid initially and the remaining \$1 Million paid over three years.

This LOI is subject to the execution of a mutually acceptable definitive agreement ("Definitive Agreement") that will contain customary representations, warranties, covenants, and conditions precedent, including but not limited to:

- **Due diligence:** The right of Perfect Game SEC, LLC to conduct due diligence of TTGS's business, financial condition, and assets.
- **Financing:** The ability of Perfect Game SEC, LLC to obtain necessary financing for the transaction.
- **Regulatory approvals:** The receipt of all necessary regulatory approvals from private and local municipalities.
- **Other customary conditions:** Such other customary conditions as may be mutually agreed upon.

This LOI and all information exchanged between the parties pursuant to this LOI shall be treated as confidential and shall not be disclosed to any third party without the prior written consent of the disclosing party.

This LOI is non-binding and does not create any legal obligation or commitment on the part of either party.

Perfect Game SEC, LLC proposes to commence immediate discussions regarding the terms and conditions of a potential Definitive Agreement. We are available to meet at your earliest convenience to discuss this matter further.

Triangle Top Gun Sports, LLC

By: Wesley Gregory, Jr.

Mr. Wes Gregory, Member

Title: Owner

Perfect Game SEC, LLC

By: _____

Name: Robert Ponger, Perfect Game Inc.

Title: CEO

Dominick Ferraro

Dominick Ferraro, Perfect Game SEC, LLC

Title: Managing Partner

