Exhibit 10.11  
 SHARE PURCHASE AGREEMENT  
 This Share Purchase Agreement (“Agreement”), dated and effective as of December 28, 2023 (the “Effective Date”), is by and among the purchaser identified on the signature pages hereto (including its successors and assigns, a “Purchaser”), and Allied Gaming & Entertainment, Inc., a Delaware corporation (the “Company”).  
 RECITALS:  
 A. The Company and Purchaser is executing and delivering this agreement in reliance upon the exemption from securities registration afforded by Section 4(a)(2) of the Securities Act of 1933, as amended (the “Securities Act”), and Rule 506 of Regulation D as promulgated by the United States Securities and Exchange Commission (the “Commission”) under the Securities Act.  
 B. The Company intends to raise gross proceeds of up to approximately $6,600,000.00 pursuant to the issuance and sale of shares of the Company’s common stock, par value $0.0001 per share (the “Common Stock”) in connection with a proposed collaboration arrangement between the Company and the Purchaser.  
 C. Purchaser wishes to purchase, and the Company wishes to sell, upon the terms and conditions stated in this Agreement, that aggregate number of shares of Common Stock set forth below the Purchaser’s name on the signature page of this Agreement (the “Purchased Shares”).  
 NOW, THEREFORE, in consideration of the mutual covenants and agreements hereinafter set forth and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Purchaser and Company hereby agree as follows:  
 1. Purchase of Shares.