

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

| OMB APPROVAL | |
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | | |
|---|---|---|--|
| 1. Name and Address of Reporting Person* <u>Dunlop Derek</u> <hr/> (Last) (First) (Middle) C/O ASSET ENTITIES INC., 100 CRESCENT CT, 7TH FLOOR <hr/> (Street) DALLAS TX 75201 <hr/> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 02/02/2023 | 3. Issuer Name and Ticker or Trading Symbol <u>Asset Entities Inc. [ASST]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Experience Officer</u> | 5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Class A Common Stock, \$0.0001 par value per share | 8,385,276 | I | By Asset Entities Holdings, LLC ⁽¹⁾ |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

Explanation of Responses:

1. The reporting person disclaims beneficial ownership of the securities except to the extent of such person's pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

Remarks:

Exhibit 24: Exhibit List - Power of Attorney

/s/ Matthew Krueger,
Attorney-In-Fact

02/02/2023

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

CONFIRMING STATEMENT

This Statement confirms that the undersigned, Derek Dunlop, has authorized and designated each of Matthew Krueger and Michael Gaubert to execute and file on the undersigned's behalf all Forms 3, 4 and 5, including any amendments thereto, that the undersigned may be required to file with the U.S. Securities and Exchange Commission due to the undersigned's direct or indirect ownership of or transactions in securities of Asset Entities Inc. If neither Matthew Krueger nor Michael Gaubert is available, the undersigned hereby grants each of Matthew Krueger and Michael Gaubert the power of substitution authorizing them to confer signature authority on additional persons. The authority of Matthew Krueger and Michael Gaubert under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, and 5 in connection with the undersigned's direct or indirect ownership of or transactions in securities of Asset Entities Inc., unless revoked earlier in writing. The undersigned acknowledges that neither Matthew Krueger nor Michael Gaubert is assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Date: May 17, 2022

/s/ Derek Dunlop

Derek Dunlop