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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing this Post-Effective Amendment and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 28th day of April, 2023.

**ASPEN GROUP, INC.**

By: /s/ Michael Mathews

Michael Mathews  
Chief Executive Officer

Pursuant to Rule 478 of the Securities Act of 1933, the undersigned has been conferred the power to sign this Post-Effective Amendment on my behalf.