

Metaspins N.V. Business Plan

Metaspins N.V.
Scharlooweg 39, Willemstad
Curacao
www.metaspins.com



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1. EXECUTIVE SUMMARY

Metaspins N.V. is a private limited liability company incorporated in Curacao, with company registration number 160102 and registered office of Scharlooweg 39, Willemstad, Curacao (the “Company”). Its primary activity is the operation of a Curacao licensed online casino and sports betting brand called Metaspins. The Company is licensed and regulated by the Curacao Gaming Control Board using the License No. OGL/2024/1063/0437, authorised and regulated by the Government of Curacao.

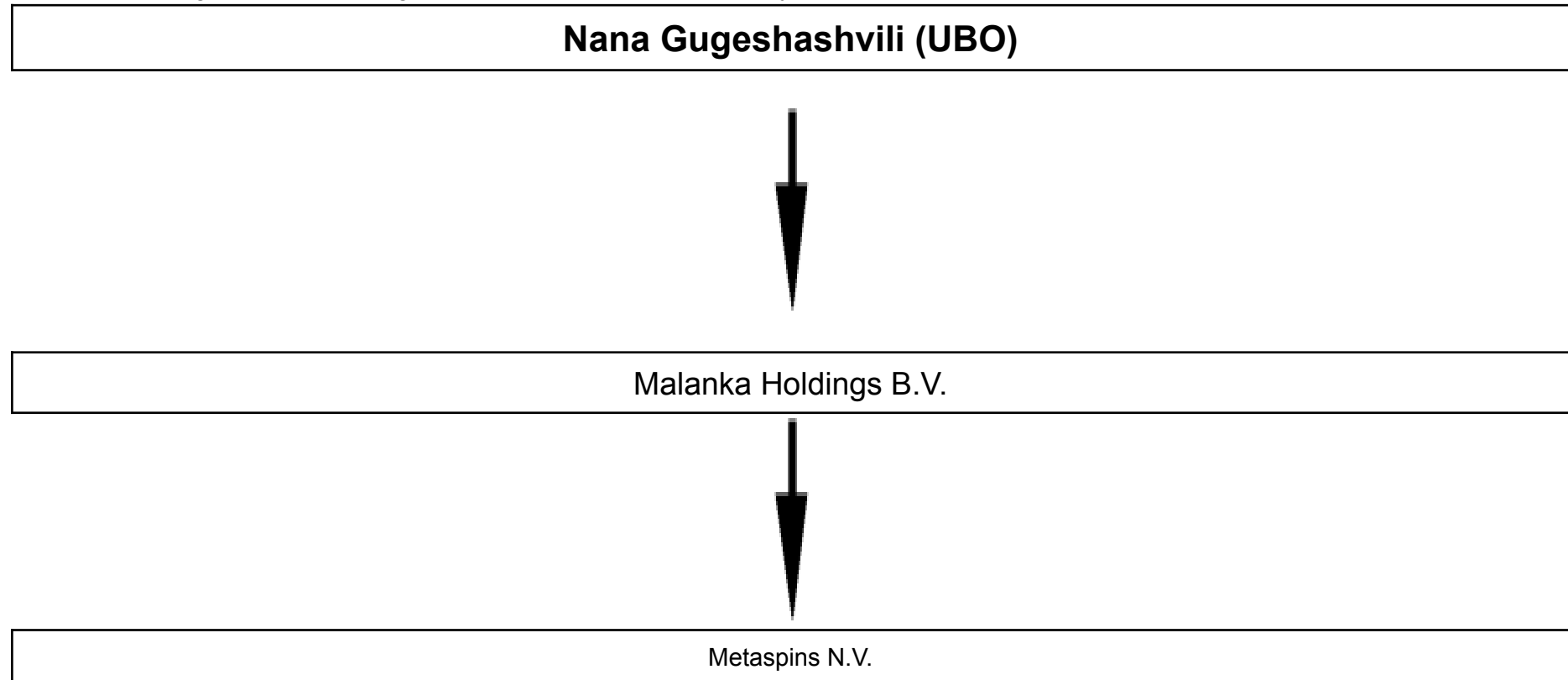
Its flagship online casino brand offers a diverse range of over 1,000 games, encompassing classic slots, table games, and immersive live dealer experiences, together with sports betting and bespoke lottery. The company constantly prioritises in updating its game library, ensuring the players always have access to the latest and most engaging titles.

1.1 Mission Statement

To become the leading force in the remote crypto space, delivering unmatched product experiences in emerging markets through a one-stop shop for the most popular verticals; casino, sportsbook, and bespoke lottery.

1.2 Corporate Structure and Organisation

The attached diagram shows the organisation structure of the Company's corporate structure.



1.3 The UBO Founder

The UBO is Ms. Nana Gugeshashvili, a Georgian resident with Georgian passport number 18AG37925. Ms. Gugeshashvili is a respected professional and acts as Chief Marketing Officer since 2021. She holds a Bachelor of Law from TSU in Georgia.

1.4 Objectives

The primary objectives of the Company are as follows:

- **Market Expansion:** Increase our global footprint by entering new markets and jurisdictions, ensuring compliance with local regulations.
- **Customer Experience:** Achieve industry-leading customer satisfaction rates by improving user interfaces, streamlining processes, and offering 24/7 customer support.
- **Responsible Gaming:** Strengthen our commitment to responsible gaming by implementing advanced tools and resources to promote player well-being and prevent addictive behaviors.
- **Brand Recognition:** Elevate the Metaspins.com brand through strategic marketing campaigns, partnerships, and sponsorships to become a top-of-mind brand in the iGaming industry.
- **Revenue Growth:** Achieve a consistent annual growth rate in revenue, driven by user acquisition and retention strategies.
- **Sustainability:** Implement eco-friendly practices in our operations and contribute to community development initiatives in regions where we operate.

2. OPERATIONS PLAN

2.1 Outsourced Functions:

Outsourced functions include:

- Finance: Overseeing financial transactions, budgeting, forecasting, and financial compliance.
- Legal and Compliance: Ensuring that Metaspins N.V. and its brand Metaspins operates within the legal frameworks of its jurisdictions and adheres to industry standards.
- Human Resources (HR): Talent acquisition and training.
- Customer Relationship Management (CRM): Managing player databases, loyalty programs, and customer engagement strategies.
- Customer Support : Ensure 24/7 support availability via multiple channels: chat, email, and social messaging channels.
- Marketing - SEO : Collaborate with an SEO agency to optimize website visibility and organic traffic.
- Marketing - Affiliate Management : Partnering with a firm specializing in managing and optimizing affiliate partnerships.
- Marketing - Social Media Management: Outsourcing to a specialized agency in order to handle content creation, engagement, and brand presence across social media platforms.
- Information Technology (IT): Infrastructure management, software updates, and cybersecurity.

Payment Operations: Payment processing is outsourced. As part of the payment operations function, the outsourced Company:

- Performs regular audits to ensure transactional transparency and security.
- Establishes streamlined and efficient processing of withdrawal requests to ensure quick turnaround times and customer satisfaction.
- Conducts thorough Know Your Customer (KYC) and Anti-Money Laundering (AML) checks to ensure compliance and player authenticity.

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Platform: The platform provider assist Metaspins with the following:

- Accessing the gaming software via the back office environment to view and retrieve essential regulatory data.
- To operate the gaming software through Metaspins website so that the players are able to register through Metaspins and open a gaming account.
- Providing hosting services and ancillary services.

Casino game providers:

- Provision of casino games.

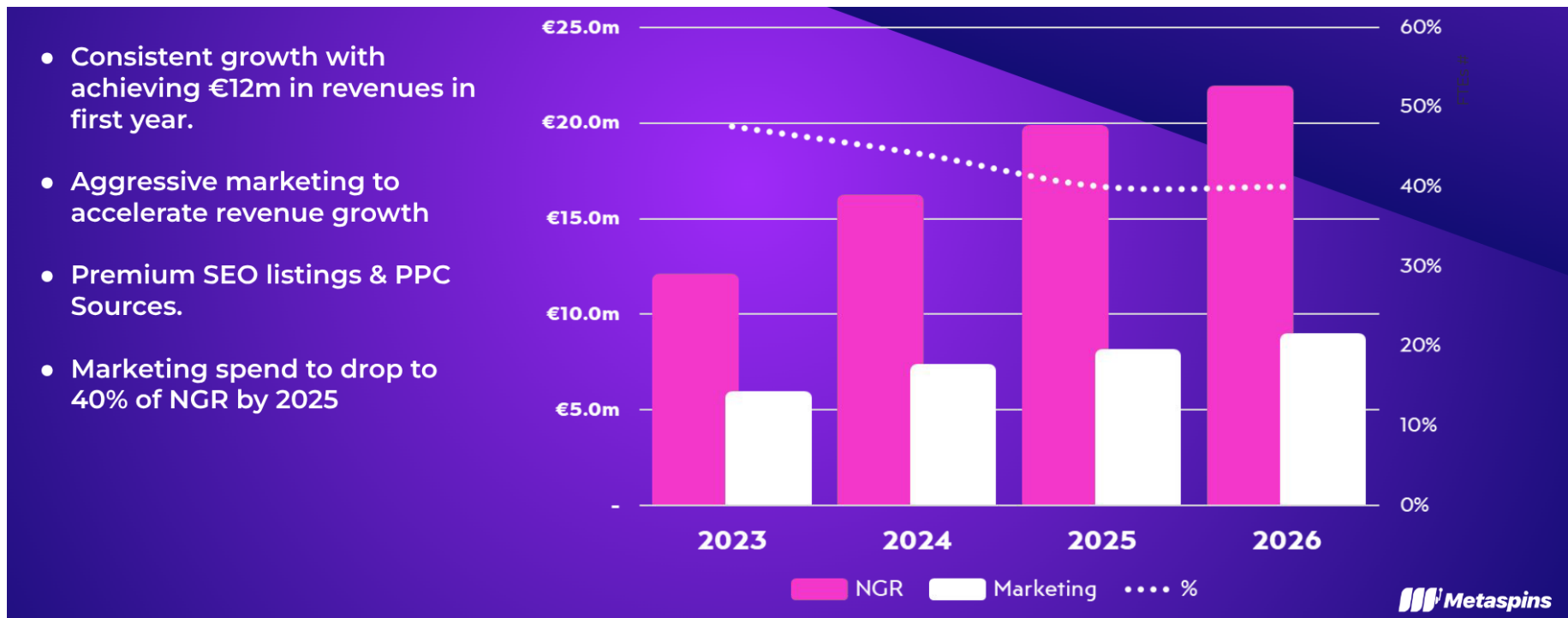
Sportsbook provider:

- Provision of sportsbook games.

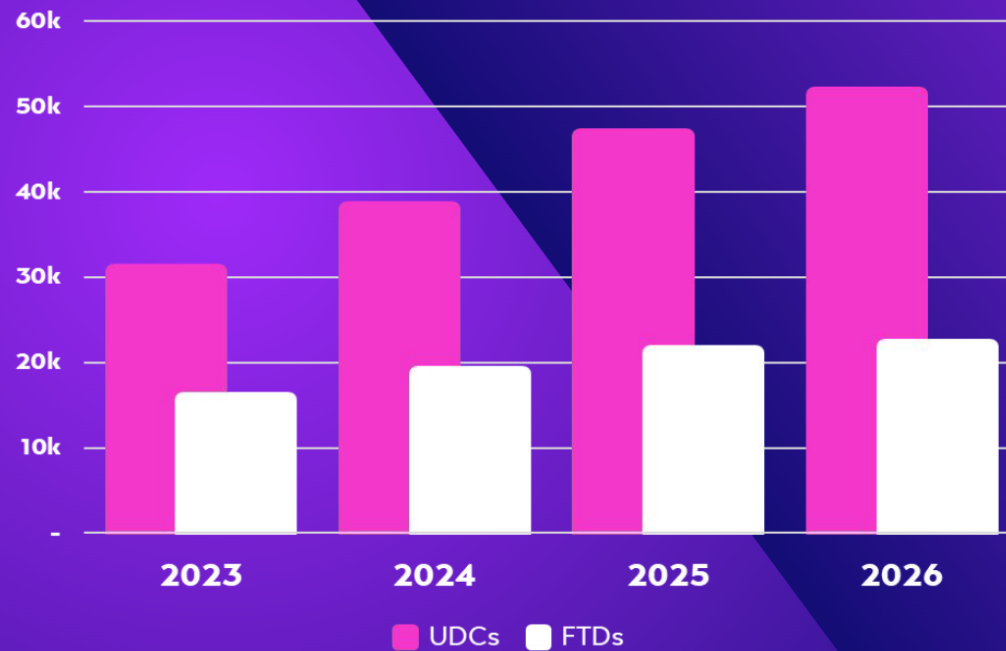
3. FINANCIAL PLAN

3.2 Financial Projections

3.2.1 4 year performance



- Premium Crypto SEO listings & PPC Sources.
- +30k unique depositing customers in YR1
- +15k plus in first time depositors in YR1
- Consistent year on year growth.
- +28% month 1 retention.



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3.2.3 Financials



	YEAR 1	YEAR 2	YEAR 3	YEAR 4
First time depositors (#)	15,600	18,600	21,000	22,000
Average revenue per user (€)	380	420	420	420
Net Gaming Revenue (€)	11,800,000	15,900,000	19,500,000	21,600,000
Cost of Sales	(1,800,000)	(3,300,000)	(4,100,000)	(4,500,000)
GROSS PROFIT	10,00,000	12,600,000	15,400,000	17,100,000
Gross Profit Margin %	85%	79%	79%	79%
Expenses				
Marketing & Acquisition	(5,600,000)	(7,000,000)	(7,800,000)	(8,600,000)
Marketing cost margin %	48%	44%	40%	40%
People & other expenses	(2,400,000)	(3,000,000)	(4,100,000)	(4,500,000)
TOTAL EXPENSES	(8,000,000)	(10,000,000)	(11,900,000)	(13,100,000)
EBITDA	2,000,000	2,600,000	3,500,000	4,000,000

3.3 Market, Long term Growth and Marketing Strategy

The budget plan for Metaspins is designed to ensure efficient allocation of resources, optimize operational costs, and achieve financial sustainability.

The budget is structured to prioritize growth while maintaining fiscal responsibility. Regular reviews will be conducted to adjust the budget based on actual performance and changing business needs.

3.3.1 Market Strategy

Metaspins.com is primarily targeting English speaking crypto communities. The secondary focus is on RoW (Rest of the World) with social media marketing.

Excluded markets are: United States of America, Puerto Rico, United Kingdom (including any overseas territories), Isle of Man, Jersey, Gibraltar, Spain, France and its overseas territories (Guadeloupe, Martinique, French Guiana, Réunion, Mayotte, St. Martin, French Polynesia, Wallis and Futuna, New Caledonia), Netherlands, Israel, Lithuania, Dutch West Indies, Angola, Albania, Iraq, Jamaica, Uganda, Pakistan, Islamic Republic of Iran, Panama, Russia, Lebanon, Zimbabwe, Mauritius, Nicaragua, Yemen, Central African Republic, Côte d'Ivoire, Sudan, Liberia, Syrian Arab Republic, Cayman Islands, Somalia, Congo, North Korea, Eritrea, Haiti, Sierra Leone, Ethiopia, Myanmar, South Sudan, Burkina Faso, Libya, Mali, Barbados, Rwanda, Cuba, Ukraine, Malta or Curacao, any other jurisdiction that the Central Government of Curacao (formerly the Netherlands Antilles) deems online gambling illegal.

3.4 Banking

The Company has bank accounts with the following:

- Narvi Payments Oy Ab. (trading under the name 'Narvi'), which is licensed by the Finnish Financial Supervisory Authority (FIN FSA)
- One is authorised and regulated in the UK by the Financial Conduct Authority (FRN 913478) as an Authorised Payment Institution under the Payment Services Regulation 2017

3.4.1 Control Procedures

Ensuring the financial integrity and security of the company is paramount. To this end, the board of directors has established rigorous control procedures to manage and oversee bank accounts and payments. These procedures are designed to prevent unauthorized access, ensure transparency, and maintain a clear record of all financial transactions.

3.4.1.1 Access Control:

- Only the designated officials have the authority to access the company's bank accounts.
- This restricted access ensures that only those with the highest level of clearance can view and manage the company's funds.

3.4.1.2. Payment Approval:

- Routine bank payments and fund transfers are not processed without the explicit approval of the designated official. For added security and as mandated by the company's statute, the payment preparer and the payment approver are two separate and distinct persons.
- This system minimizes the risk of errors or unauthorized transactions.

3.4.1.3. Documentation Requirement:

- Every payment or fund transfer must be substantiated with relevant documentation. This could be in the form of invoices for goods or services, agreements for partnerships or collaborations, or any other pertinent documentation that justifies the transaction.
- This ensures that every financial transaction is accountable and can be traced back to a legitimate business need or activity.

3.4.1.4. Record Keeping:

- All supporting documentation for payments and fund transfers is meticulously recorded and stored. This not only ensures transparency but also aids in audits, reviews, and any potential financial investigations.
- The record includes details of the transaction, approval signatures, and any other relevant information to provide a comprehensive view of the company's financial activities.

3.5 Risk evaluation and management

The below are the processes used to assess and mitigate, audit and overseas risks for the Company:

3.5.1 Risk assessment

- Assessing risks related to regulatory compliance such as licensing requirements and anti-money laundering (AML) regulations; and
- Assessing risks associated with financial stability such as liquidity risk, credit risk, currency risk and market risk.

3.5.2 Risk mitigation

- Conducting regular training on regulatory requirements and establish monitoring systems to detect and prevent violations;
- Implementing controls to ensure game fairness, secure IT systems against cyber threats and employ secure payment processing systems; and
- Establishing financial risk management strategies and maintaining adequate cash reserves.

3.5.3 Risk registers

- A risk register for a gaming operator includes specific risks relevant to the industry such as regulatory fines, reputational damage from non-compliance and fraud amongst others.
- Each risk is assessed in terms of its likelihood, potential impact, existing controls and mitigation strategies. Regular updates to the risk register reflects changes in the risk landscape and the effectiveness of mitigation efforts.

The above processes are essential to safeguard the integrity of operations, protect stakeholders' interest and esquire long-term sustainability in a highly regulated and dynamic industry.

4. LEGAL AND GOVERNANCE FRAMEWORK

4.1 Governance

Responsibilities of the Directors

- **Alignment with Stakeholder Interests:** Directors ensure that the company's strategic direction and operations align with their appointors' interests while also balancing the needs of the company and other stakeholders.
- **Communication Bridge:** They act as a communication bridge between the appointing stakeholders, providing insights into stakeholder perspectives and expectations.
- **Representation of Interests:** Directors ensure that the strategic decisions and policies are in line with their appointors' interests, potentially requiring more detailed reporting and communication mechanisms.
- **Enhanced Reporting:** Directors may require more comprehensive and frequent reporting on financial performance, strategic initiatives, and risk management to relay back to their appointors.
- **Advisory Role:** While they may not be involved in daily operations, directors can provide valuable insights based on their appointors' perspectives and expectations.

4.2 Legal and Compliance

Responsibilities of the Legal and Compliance Team

To ensure compliance with legal standards, ethical norms, and to navigate the complexities of corporate governance, especially in a structure involving directors, the company benefits from the support and advice provided by the legal team. This legal support is designed to facilitate informed decision-making, mitigate risks, and uphold the integrity of the company's operations.

Role of the Legal Support

The company's legal support plays a crucial role in the governance structure by offering:

- **Guidance on Compliance:** Ensuring that the company adheres to all relevant laws and regulations, including those specific to its industry, and international laws applicable due to its operations or partnerships.
- **Contractual and Transactional Support:** Assisting with the drafting, review, and negotiation of contracts and overseeing transactions to ensure they are legally sound and align with the company's interests.
- **Advice on Governance Issues:** Providing guidance on best practices in corporate governance, especially in managing the unique dynamics introduced by directors, to ensure that all board activities are compliant with legal standards and the company's bylaws.
- **Risk Management:** Identifying legal risks associated with business operations, strategic decisions, and external partnerships, and advising on risk mitigation strategies.
- **Litigation Support:** Managing any legal disputes or litigation the company may face.

- **Awareness:** Offering regular updates to the board, senior management, and consultants on relevant legal issues, changes in law, and compliance requirements.

Interaction with Directors and Senior Management

- **Regular Updates and Briefings:** The legal support provides regular updates and briefings to senior management on legal matters affecting the company or its industry.
- **Accessible Advice:** Ensuring that legal advice is readily accessible to senior management for any queries or concerns related to their roles, decisions, or the interests they represent.