

Black Ocean B.V.

Financial Statements

for the years ended December 31, 2023 and December 31, 2022

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Statement of financial position

(All amounts in EUR)

		31-Dec	
	Note	2023	2022
Assets			
Current assets			
Accounts receivable		5,059,334	889,113
Receivable from subsidiary		1,066,248	440,770
Receivable from shareholders		100	100
Prepaid expenses		101,906	25,515
Unbilled revenue		18,627	-
Total current assets		6,246,215	1,355,498
Non-current assets			
Security deposits		400	400
Investment in subsidiary	4	1,000	1,000
Total non-current assets		1,400	1,400
Total assets		6,247,615	1,356,898
Equity and liabilities			
Current liabilities			
Accounts payable		1,859,495	293,174
Accrued expenses	5	269,389	468,025
Payable to group company	6	76,920	76,920
Total current liabilities		2,205,804	838,119
Equity			
Issued capital	7	100	100
Retained earnings / (Accumulated losses)		4,041,711	518,679
Total equity		4,041,811	518,779
Total liabilities and equity		6,247,615	1,356,898

See accompanying notes.

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Statement of profit or loss

(All amounts in EUR)

	Note	2023	2022
Revenue	8	31,334,474	1,790,976
Direct cost	9	-15,078,926	-847,005
Gross profit / (loss)		16,255,548	943,971
Selling and distribution expenses		-11,892,329	-120,288
Administrative expenses	10	-754,180	-258,398
Other income		942	-
Profit / (loss) from operations		3,609,981	565,285
Finance cost	11	-86,949	-5,703
Profit / (loss) before tax		3,523,032	559,582
Profit tax expense	3	-	-
Profit / (loss) for the year		3,523,032	559,582
Other comprehensive income		-	-
Total comprehensive income / (loss) for the year		3,523,032	559,582
Attributable to the owners		3,523,032	559,582

See accompanying notes.

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Statement of changes in equity

(All amounts in EUR)

	Issued capital	Retained earnings / (Accumulated losses)	Total
Balance, December 31, 2021	100	-40,903	-40,803
Profit / (loss) for the year	-	559,582	559,582
Other comprehensive income	-	-	-
Total comprehensive income / (loss) for the year	-	559,582	559,582
Balance, December 31, 2022	100	518,679	518,779
Profit / (loss) for the year	-	3,523,032	3,523,032
Other comprehensive income	-	-	-
Total comprehensive income / (loss) for the year	-	3,523,032	3,523,032
Balance, December 31, 2023	100	4,041,711	4,041,811

See accompanying notes.

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Statement of cash flows

(All amounts in EUR)

	Note	2023	2022
Cash flow from operating activities			
Profit / (loss) for the year		3,523,032	559,582
(Increase) / decrease in accounts receivable		-4,170,221	-864,558
(Increase) / decrease in receivable from subsidiary		-625,478	-414,025
(Increase) / decrease in prepaid expenses		-76,391	-25,515
(Increase) / decrease in unbilled revenue		-18,627	-
(Increase) / decrease in security deposits		-	-400
Increase / (decrease) in accounts payable		1,566,321	284,724
Increase / (decrease) in accrued expenses		-198,636	460,192
Net cash generated from operating activities		-	-
Cash flow from investing activities			
(Increase) / decrease in investment in subsidiary		-	-
Net cash generated from investing activities		-	-
Cash flow from financing activities			
Increase / (decrease) in issued capital		-	-
Net cash generated from financing activities		-	-
Net increase / (decrease) in cash		-	-
Cash at the beginning of the year		-	-
Cash at the end of the year		-	-

See accompanying notes.

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Notes to financial statements**1. General information**

Black Ocean B.V. (the company) was established on April 07, 2020 in Curaçao as a private limited liability company. The address of its registered office is Korporaalweg 10, Curaçao. The company was registered in the Commercial register of Curaçao Chamber of Commerce & Industry under the number 153155.

The main objectives of the company are:

1. To organize, market, promote, manage, support and operate all types of remote gaming activities, comprising all types of games, betting and other operation of betting exchange, interactive casinos, bingos, lotteries, poker and other interactive games for clients established or residing outside of Curaçao.
2. The corporation is authorized to perform everything requisite or profitable to the accomplishment of its purpose or incidental thereto or connected therewith in the widest sense of the word.
3. The corporation has no authority to invoke the annulment of legal acts performed by the corporation, which exceeded the corporate objective.

The management of the company is borne by a board of directors. As of December 31, 2023, the management of the company is borne by a single statutory director:

- Xecutive Corporate Management B.V.	Statutory Director
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2. Summary of material accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of presentation

The separate financial statements of the company have been prepared in accordance with International Financial Reporting Standards (IFRS). The financial statements have been prepared under the historical cost convention. The financial statements are presented in Euro (EUR) and all values are presented in actual, unless otherwise stated.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the company's accounting policies.

Cash and cash equivalents

Cash and cash equivalents include deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts.

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Investments

Investment in subsidiary is valued at cost, less impairment losses, if any.

Foreign currency transactions

The financial statements are presented in EUR, which is the company's functional and presentation currency. Transactions denominated in foreign currencies are translated at the exchange rate prevailing when the transaction is realized. The exchange results are recorded in the statement of profit or loss.

Monetary assets and liabilities denominated in foreign currencies are translated into EUR at the exchange rates prevailing at the end of the year.

Financial instruments

Financial assets

Initial recognition and measurement

Financial assets within the scope of IFRS 9 are classified as financial assets at fair value through profit or loss, loans and receivables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The company determines the classification of its financial assets at initial recognition.

All financial assets are recognized initially at fair value plus transaction costs, except in the case of financial assets recorded at fair value through profit or loss.

The company's financial assets include accounts receivable, prepaid expenses and other assets.

Financial liabilities

Initial recognition and measurement

Financial liabilities within the scope of IFRS 9 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The company determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognized initially at fair value plus, in the case of loans and borrowings, directly attributable transaction costs.

The company's financial liabilities include accounts payable, accrued expenses and other payables.

Subsequent measurement

The subsequent measurement of financial assets and liabilities depends on their classification.

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Revenue recognition

Gaming revenue is represented by a certain percentage of the difference between the amounts of bets placed by customers less amounts won, net of bonuses and loyalty points, if any. The revenue is recognized at the fair value of the consideration.

Impairment of long-lived assets

Long-lived assets, other than goodwill, are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Recoverability of assets is measured by comparison of the carrying amount of the asset to the net undiscounted future cash flows expected to be generated from the asset. If the future undiscounted cash flows are not sufficient to recover the carrying value of the assets, the assets' carrying value is adjusted to fair value. The company regularly evaluates its long-lived asset for indicators of possible impairment. To date no impairment has been recorded.

Concentration of credit risk and certain other risk

Credit risk represents the accounting loss that would be recognized at the reporting date if counter parties failed to perform as contracted. The company does not have significant exposure to any individual client or counter party. Management of credit risk involves a number of considerations, such as financial profile of the counter party, specific terms and duration of the contractual agreement. There exists a risk of non-performance, however management believes that the company's exposure to credit risk associated with non-performance of its counter party is minimum.

New standards, amendments and interpretations issued but not effective for the financial year beginning 1 January 2023 and not early adopted

There are no other standards, interpretations or amendments to existing standards that are not yet effective that would be expected to have a significant impact on the company.

3. Profit taxes

The company is subject to a territorial tax system, wherein the income earned in Curaçao is subject to 15% taxes on income up to 500,000 ANG and 22% above it and the foreign source of income is subject to 0% of profit taxes.

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4. Investment in subsidiary

As at December 31, 2023 and 2022, the company owns 100% of shares of the following company incorporated and domiciled in the Republic of Cyprus:

	<u>2023</u>	<u>2022</u>
Ocean Payella Processing Ltd. (1,000 Equity shares of EUR 1.00 each)	1,000	1,000
	<u>1,000</u>	<u>1,000</u>

The company has elected not to present consolidated financial statements. Its owners have been informed and do not object to presenting separate financial statements.

5. Accrued expenses

	<u>2023</u>	<u>2022</u>
Commission fees	210,000	210,930
Compliance and processing support fees	56,689	12,262
Annual compliance fees	2,700	2,700
License and server fees	-	242,133
	<u>269,389</u>	<u>468,025</u>

6. Payable to group company

Payable to group company represents the expenses incurred by group company on behalf of the company. It does not carry any interest and is repayable on demand.

7. Issued capital

The issued capital of the company as on December 31, 2023 and December 31, 2022 consists of 100 common shares with a nominal value of EUR 1 each and subscribed for EUR 100.

No dividends were declared in 2023 and 2022.

8. Revenue

	<u>2023</u>	<u>2022</u>
Net gaming revenue	31,060,781	1,670,466
Software services	273,693	120,510
	<u>31,334,474</u>	<u>1,790,976</u>

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9. Direct cost

	2023	2022
License and server fees	13,955,858	845,909
Software expenses	1,123,068	1,096
	15,078,926	847,005

10. Administrative expenses

	2023	2022
Professional fees	574,995	223,852
Travel expenses	116,208	9,355
Compliance and processing support fees	44,427	9,829
Rent expenses	5,588	4,316
Compliance fees	5,400	4,050
Annual management fees	3,750	3,250
Annual compliance fees	2,750	2,750
Other expenses	1,062	996
	754,180	258,398

11. Finance cost

	2023	2022
Bank charges	84,446	5,703
Exchange losses	2,503	-
	86,949	5,703

12. Fair value

Fair value of financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to arrive at the fair value:

Accounts receivable, prepaid expenses, accounts payable, accrued expenses, other assets and other payables approximate the carrying amount largely due to the short-term maturity.

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13. Contingencies, commitments and legal proceedings

The company has no contingent or future purchase liabilities and is not involved in any legal actions.

14. Subsequent events

In connection with the preparation of the financial statements, the company evaluated subsequent events after the balance sheet date of December 31, 2023. Based on their evaluation there are no subsequent events that have a significant effect on the financial statements as at December 31, 2023.

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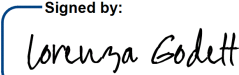

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15. Authorization for issue

These financial statements for the year ended December 31, 2023 were approved by the board of directors and authorized for issue on December 13, 2024.

Board of Directors:

<u>Name</u>	<u>Function</u>	<u>Signature</u>
Xecutive Corporate Management B.V.	Statutory Director	DocuSigned by:  3508179679034CB... Signed by:  E9C1A4A3F74E4ED...