

Purple Bay B.V.

Financial Statements

for the years ended December 31, 2024 and December 31, 2023

DS


Initial


Initial


Table of Contents

Statement of financial position	3
Statement of profit or loss	4
Statement of changes in equity	5
Statement of cash flows	6
Notes to financial statements	7

DS


Initial
LG

Initial


Purple Bay B.V.

Statement of financial position

(All amounts in EUR)

		31-Dec	
	Note	2024	2023
Assets			
Current assets			
Cash and cash equivalents (Net)	4	301,771	7,386,486
Accounts receivable		87,761	-
Prepaid expenses		33,219	-
Receivable from subsidiary	6	2,207,221	-
Receivable from shareholders	8	18,184	100
Total current assets		2,648,156	7,386,586
Non-current assets			
Intangible assets	5	167,213	61,525
Investment in subsidiary	7	1,000	-
Loan receivable	9	353,095	-
Security deposits		400	400
Total non-current assets		521,708	61,925
Total assets		3,169,864	7,448,511
Equity and liabilities			
Current liabilities			
Accrued expenses		1,222,084	666,953
Payable to players		420,065	326,313
Accounts payable		240,704	714,685
Payable to group companies	10	7,810	7,810
Total current liabilities		1,890,663	1,715,761
Non-current liabilities			
Loans payable	11	5,212,754	5,005,027
Total non-current liabilities		5,212,754	5,005,027
Equity			
Issued capital	12	84	100
Retained earnings / (Accumulated losses)		-3,933,637	727,623
Total equity		-3,933,553	727,723
Total equity and liabilities		3,169,864	7,448,511

See accompanying notes.

DS


Initial


Initial


Purple Bay B.V.

Statement of profit or loss

(All amounts in EUR)

	Note	2024	2023
Revenue (Net)	13	23,385,787	16,522,915
Direct cost	14	-19,815,598	-6,939,864
Gross profit / (loss)		3,570,189	9,583,051
Selling and marketing expenses		-7,179,487	-7,610,991
Amortization	5	-12,175	-12,175
Administrative expenses	15	-1,089,689	-486,699
Other income		558,689	-
Profit / (loss) from operations		-4,152,473	1,473,186
Finance cost (Net)	16	-508,787	-251,379
Profit / (loss) before tax		-4,661,260	1,221,807
Profit tax expense	3	-	-
Profit / (loss) for the year		-4,661,260	1,221,807
Other comprehensive income		-	-
Total comprehensive income / (loss) for the year		-4,661,260	1,221,807
Attributable to the owners		-4,661,260	1,221,807

See accompanying notes.

DS
Initial
LGInitial


Purple Bay B.V.

Statement of changes in equity

(All amounts in EUR)

	Issued capital	Retained earnings / (Accumulated losses)	Total
Balance, December 31, 2022	100	-494,184	-494,084
Profit for the year	-	1,221,807	1,221,807
Other comprehensive income	-	-	-
Total comprehensive income / (loss) for the year	-	1,221,807	1,221,807
Balance, December 31, 2023	100	727,623	727,723
Profit for the year	-	-4,661,260	-4,661,260
Other comprehensive income	-	-	-
Other adjustments	-16	-	-16
Total comprehensive income / (loss) for the year	-16	-4,661,260	-4,661,276
Balance, December 31, 2024	84	-3,933,637	-3,933,553

See accompanying notes.

DS


Initial


Initial


Purple Bay B.V.

Statement of cash flows

(All amounts in EUR)

	Note	2024	2023
Cash flow from operating activities			
Profit / (loss) for the year		-4,661,260	1,221,807
Add: Amortization		12,175	12,175
(Increase) / decrease in accounts receivable		-87,761	-
(Increase) / decrease in prepaid expenses		-33,219	-
(Increase) / decrease in receivable from subsidiary		-2,207,221	-
(Increase) / decrease in receivable from shareholders		-18,084	-
Increase / (decrease) in accrued expenses		555,131	408,524
Increase / (decrease) in payable to players		93,752	294,173
Increase / (decrease) in accounts payable		-473,981	513,357
Net cash generated from operating activities		-6,820,468	2,450,036
Cash flow from investing activities			
(Increase) / decrease in intangible assets		-117,863	-28,700
(Increase) / decrease in investment in subsidiary		-1000	-
(Increase) / decrease in loans receivable		-353,095	-
Net cash generated from investing activities		-471,958	-28,700
Cash flow from financing activities			
Increase / (decrease) in issued capital		-16	-
Increase / (decrease) in loans payable		207,727	1,822,844
Net cash generated from financing activities		207,711	1,822,844
Net increase / (decrease) in cash		-7,084,715	4,244,180
Cash at the beginning of the year		7,386,486	3,142,306
Cash at the end of the year	4	301,771	7,386,486

See accompanying notes.

DS
Initial
LGInitial


Purple Bay B.V.

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

Purple Bay B.V. (the company) was established on July 12, 2021 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 157944.

The main objectives of the company are:

1. To organize, market, promote, manage, support and operate all types of remote gaming activities, comprising of 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 exceed the corporate objective.

The management of the company is borne by a board of directors. As of December 31, 2024, the management of the company is borne by a single statutory director:

- Executive Corporate Management B.V.

Statutory Director

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 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.

DS


Initial
LG

Initial
AK

Purple Bay B.V.

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.

Intangible assets

Intangible assets are initially recognized at cost and amortized over the useful life of the assets.

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.

Investment

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

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 statement of profit or loss.

The financial assets include cash and cash equivalents, accounts receivable, prepaid expenses, loan receivable, deposits 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.

DS


Initial


Initial


Purple Bay B.V.

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

The financial liabilities include accounts payable, accrued expenses, loans payable and other payables.

Subsequent measurement

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

Revenue recognition

Gaming revenue is represented by 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 January 01, 2024 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 XCG and 22% above it and the foreign source of income is subject to 0% of profit taxes.

DS


Initial


Initial


Purple Bay B.V.

4. Cash and cash equivalents (Net)

	2024	2023
Balances at PSP	5,309,552	3,143,057
Balances at bank	3,785,261	1,490,179
Cash in transit	-8,793,042	2,753,250
	301,771	7,386,486

5. Intangible assets

	2024	2023
Brands	167,863	50,000
Less: Amortization	-15,000	-10,000
	152,863	40,000
Computer software	28,700	28,700
Less: Amortization	-14,350	-7,175
	14,350	21,525
	167,213	61,525

6. Receivable from subsidiary

	2024	2023
Torstar Limited	2,207,221	-
	2,207,221	-

7. Investment in subsidiary

As at December 31, 2024, the company owns 100% of shares of the following company incorporated and domiciled in Republic of Cyprus:

	2024	2023
Torstar Limited	1,000	-
(1,000 Equity shares of EUR 1.00 each)		
	1,000	-

8. Receivable from shareholders

Receivable from shareholders represents amount due from them net of expenses incurred by the shareholders on behalf of the company. The receivable does not carry any interest and is repayable on demand.

DS


Initial
LG

Initial


Purple Bay B.V.

9. Loan receivable

	2024	2023
Loan interest receivable - Elite Cyber Services Limited	353,095	-
	353,095	-

In accordance with the loan agreement dated February 1, 2024, an unsecured loan of EUR 100,000 was granted at an annual interest rate of 4%. The loan is repayable within three years, with interest accruing annually. Late payments will incur penalties, while early repayment is permitted without any penalty.

Additionally, as per the agreement dated July 2, 2024, an additional unsecured loan of EUR 250,000 was sanctioned.

10. Payable to group companies

	2024	2023
North Point Holding N.V.	7,810	7,810
	7,810	7,810

The above payable does not carry any interest and is repayable on demand.

11. Loans payable

	2024	2023
Loans from North Point Holding N.V.	5,212,754	5,005,027
	5,212,754	5,005,027

The interest on the loan is at a rate of four percent (4%) per annum and the loan is repayable on demand.

12. Issued capital

The issued capital of the company as at December 31, 2024 and December 31, 2023 consists of 100 common shares with a nominal value of USD 1 each and subscribed for EUR 84 and EUR 100 respectively.

No dividends were declared in 2024 and 2023.

DS


Initial
LG

Initial


Purple Bay B.V.

13. Revenue (Net)

	2024	2023
Gaming revenue - Casino (RNG)	26,328,658	19,530,973
Other adjustments	277,363	241,550
Bonus wagered	-3,220,234	-3,249,607
	23,385,787	16,522,916

14. Direct cost

	2024	2023
Joint venture costs	6,742,129	-
Payment wallet charges	6,174,216	3,932,773
Game provider fees	4,021,835	1,629,250
Gaming platform fees	1,583,334	856,276
Software expenses	1,037,709	444,513
Service fee	202,340	61,307
Chargebacks	31,868	2,749
License and server fees	22,167	12,996
	19,815,598	6,939,864

15. Administrative expenses

	2024	2023
Professional fees	866,271	261,579
Rent expenses	5,588	5,588
Annual compliance fees	5,400	2,750
Provision for bad debts	-	203,552
Compliance fees	-	9,000
Annual management fees	-	3,750
Other expenses	212,430	480
	1,089,689	486,699

DS


Initial


Initial


Purple Bay B.V.

16. Finance cost (Net)

	2024	2023
Bank charges	209,149	119,488
Interest expenses	207,728	122,843
Exchange loss	98,630	9,048
Interest income	-6,720	-
	508,787	251,379

17. 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:

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

Loan receivable and loans payable has been disclosed at a value which fairly approximates the value which is expected to be repaid.

18. Contingencies, commitments and legal proceedings

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

19. Subsequent events

In connection with the preparation of the financial statements, the company evaluated subsequent events after the balance sheet date of December 31, 2024. Based on their evaluation there are no subsequent events that have a significant effect on the financial statements as at December 31, 2024.

DS


Initial
LG

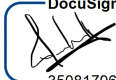
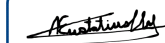
Initial


Purple Bay B.V.

20. Authorization for issue

These financial statements for the year ended December 31, 2024 were approved by the board of directors and authorized for issue on August 08, 2025.

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...
		Signed by:  8737E2B30CF043F...