

OMG Business Plan

OMG (website: <https://omg.fun>) is an innovative cryptocurrency-based online casino platform with the slogan "Just One More Game." Our platform offers a wide range of casino games, including slots and live dealer games, all integrated with cryptocurrency payment options for enhanced security and speed.

Unique Features:

- **Cryptocurrency Integration:** Supports multiple cryptocurrencies, including Bitcoin, Ethereum, and Litecoin, providing secure and private transactions.
- **Provably Fair Games:** Utilises blockchain technology to ensure the fairness and transparency of games.
- **User Experience:** Offers a seamless and engaging user interface optimised for both desktop and mobile devices.

OMG aims to attract and capture the rise of cryptocurrencies as a form of payment and the rapidly growing iGaming industry.

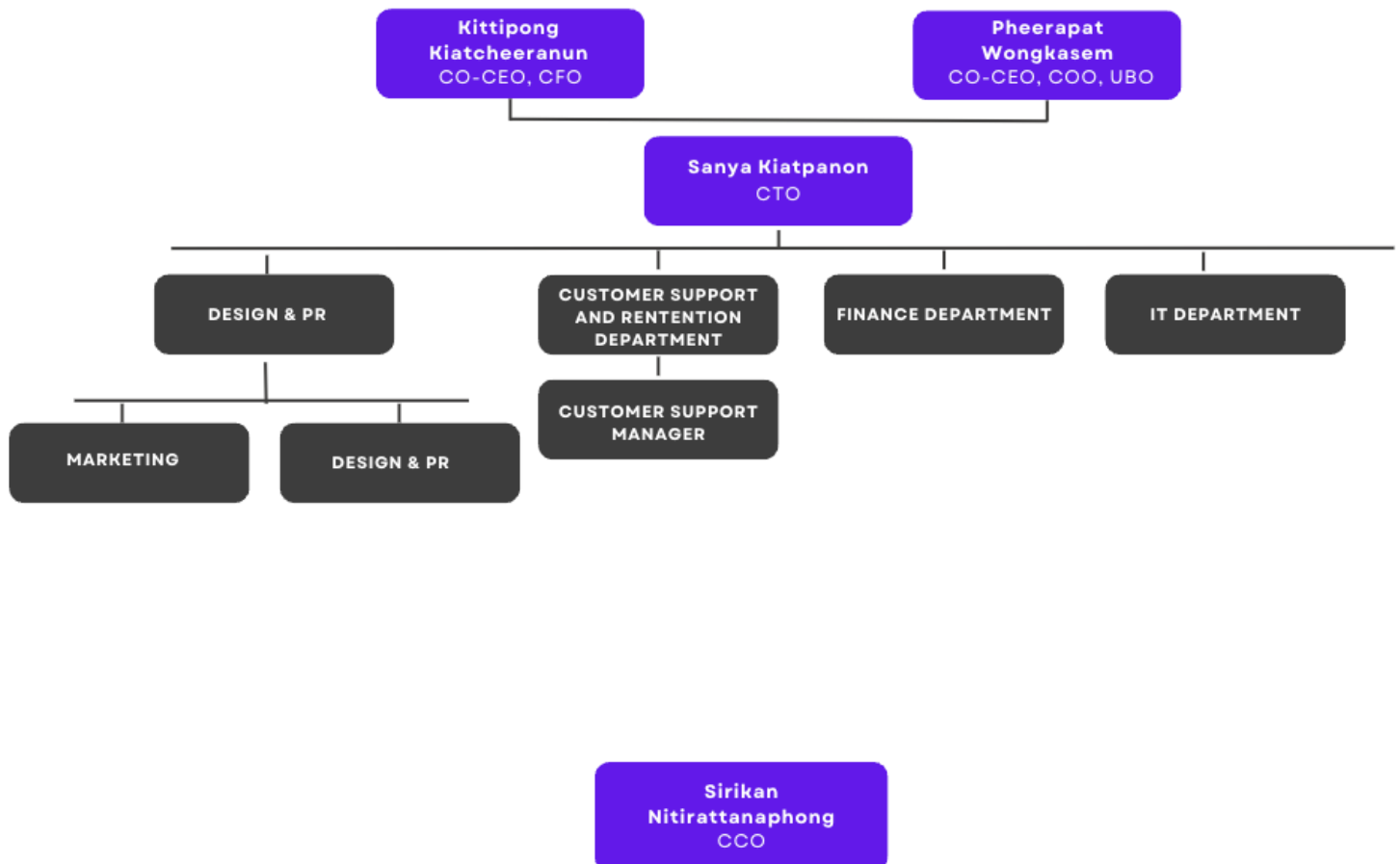
Company Background

Boar Lane Marketing N.V ("OMG") currently holds sublicense (GLH-OCCHKTW0703032022) under Gaming Services Provider N.V. Holder of Master Licence #365/JAZ. Gaming Services Provider N.V. master licence will expire on August 18th, 2024 which is the main reason why we are applying for the new licence. Since obtaining the licence, our team has been signing commercial agreements and integrating with gaming providers, finalising our website design and conducting penetration tests.

We acquired Boar Lane Marketing N.V. on 26 March 2024, and we have documents from Simon & Steenbaar, Notarissen, certifying that the company has never been declared bankrupt and that it has the power to transact any business within the limits of the corporate purposes as set forth in its articles of incorporation as attached in Appendix I "[BOAR LANE N.V DD.pdf](#)". Our current version of OMG.fun is a demo version and we are not currently serving any customers or holding any players funds.

Company Management Structure

OMG Organizational Chart



Team Overview and Background

Co-CEO & CFO: Mr. Kittipong Kiatcheeranun: a serial entrepreneur, former CTO of [Velo](#) and advisor & angel investor to multiple blockchain and fintech startups. Kittipong joined the blockchain industry in 2017 and from 2018-2021, helped build and shepherd Velo into one of the largest cryptocurrencies projects in South East Asia (current [fully diluted value of \\$1.2 billion](#)). He plans to bring his deep understanding of the blockchain industry and financial resources to help build OMG alongside his long time friend and colleague, Mr. Pheerapat Wongkasem. Given his established career and financial status, Mr. Kittipong wants to leave a legacy and have extended a personal loan to OMG as a credit line. Responsible:

- Making major corporate decisions, driving the direction of the company, supervising other executives, and overseeing growth plans.
- Work with senior managers to efficiently develop budget proposals, provide access to project finance information, and ensure contract/grant compliance and reporting.
- Perform risk management through analysis of company liabilities and investments, and evaluate and manage capital structure and fundraising initiatives
- Monitor business performance with tracking tools, establish corrective measures as needed, and prepare detailed reports for earnings calls, management team, and rest of company
- Manage finance personnel and oversee financial IT systems, ensuring compliance with relevant regulatory entities (ex: Financial - Accounting Standards Board, Internal Revenue Service, state attorneys general)

Co-CEO, UBO & COO: Mr. Peeraphat Wongkasem brings over 20 years of experience in marketing, sales, and customer management, having successfully managed large enterprise accounts at IBM and FireEye. His expertise in driving business growth, optimising operations, and delivering exceptional customer experiences makes him exceptionally well-suited to lead OMG's VIP user management and operational strategies, ensuring the platform's success in the competitive crypto online casino industry.

Responsible:

- Making major corporate decisions, driving the direction of the company, supervising other executives, and overseeing growth plans.
- Oversee the company's operational activities and ensure they align with the overall strategy and goals.
- Build a strong organisational culture focused on teamwork, accountability, and excellence.
- Identify and evaluate new business opportunities and areas for growth.
- Oversees the overall marketing strategy and ensures alignment with business goals.

CTO: Mr. Sanya Kiatpanon: worked at a Fortune 500 company helping them build their tech stack and infrastructure. His experience dealing with backup systems and cyber security will allow OMG to rapidly scale and grow alongside its user base.

Responsible:

- Develop and implement the company's technology strategy
- Manage the company's technology team
- Oversee the development and launch of new products and services
- Ensure that the company's technology is aligned with its business goals
- Manage the company's technology infrastructure

CCO: Ms. Sirikan Nitirattanaphong is a seasoned compliance professional with a strong background in legal oversight. She was the Compliance Manager during her time at Lion Cave, a licensed iGaming operator in Curacao, under the previous National Ordinance on Offshore Games of Hazard (NOOGH) regulations.

As a former Legal Manager at SPV Biz Accounting Company, a leading firm specialising in professional accounting services, she has a proven track record of ensuring regulatory compliance and upholding legal integrity for over 100 companies. In her role as Chief Compliance Officer for One More Game (OMG), Ms. Sirikan is responsible for ensuring that the platform's player funds management system, accounting records, and treasury processes adhere to the highest standards of legal compliance. She will oversee regular internal audits to ensure all operations are conducted in accordance with applicable laws and industry best practices, safeguarding the company's legal and regulatory standing.

Responsible:

- Build a strong organisational culture focused on teamwork, accountability, and excellence.
- Stay informed about relevant laws and regulations. Monitor changes in regulatory requirements and assess their impact on the organisation.
- Conduct training programs to educate employees on compliance policies, legal requirements, and ethical standards. Ensure that staff are aware of their compliance responsibilities.
- Enforce compliance policies and procedures, and address violations in accordance with organisational protocols.
- Perform regular audits and monitoring activities to ensure compliance with policies and regulations. Investigate compliance issues and take corrective actions as needed.

Lion Cave B.V.

Many OMG team members worked at Lion Cave B.V., a iGaming platform also based in Curacao from 2021- 2023. Even though Lucky Lion platform did not find much traction and success, some team members including Mr. Peerapat Wongkasem and Mr. Kittipong Kiatcheeranun believes that the rise in cryptocurrency adoption from the masses, significantly improved tech infrastructure and their lessons/insights from Lucky Lion will allow them to make OMG a success.

Some of the biggest lessons we learned and plan to focus and invest our resources into:

1. Integrate and work with a gaming aggregator (Softswiss in our case) rather than working and signing agreements with individual gaming provider
2. Spend more resources on marketing, design and reward systems. With Lucky Lion, we tried to do most of the design work including branding and foundational design assets internally and learnt that first impressions and credibility markers

Some of the significant innovation, development and shift in the industry since Lucky Lion are:

1. Infrastructure including Layer 2 blockchains including Arbitrum and Optimism are now widely adopted with over \$1 billion in TVL. Layer 2 blockchains reduced the transaction fee by over 95% compared to Ethereum Mainnet which was the most widely adopted chain in 2020-2022
2. Faster deposit and withdrawal due to better blockchain consensus mechanism, Layer 2 blockchains and monitoring/detection system and tools. Users can now expect their deposit and withdrawals to confirm within 30 - 120 seconds

Business Plan and Strategy

Market Opportunities

The online casino market has seen significant growth with the integration of cryptocurrencies, driven by the demand for secure, private, and fast transactions. This segment of the market is evolving rapidly, attracting both players and investors who are enthusiastic about blockchain technology and its applications in gambling as it solves some key industry pain points including lower cost of transactions (deposit and withdrawals), speed and security.

Market Size and Growth

- **Global Casino Market Size:** The global casino market was valued at approximately \$263.3 billion by the end of 2023, with online casinos contributing significantly to this figure.
- **Crypto Gambling Growth:** The number of global cryptocurrency users more than doubled in 2021, with a 178% increase, reflecting the growing adoption of digital currencies in various sectors, including online gambling.
- **Cryptocurrencies in iGaming:** The number of cryptocurrencies usage in gambling increased by 2.2 times between Q1 and Q2 of 2022, indicating a surge in the use of cryptocurrencies for gambling.

OMG's Unique Value Proposition

1. **Security and Privacy:** Cryptocurrencies offer enhanced privacy and security for transactions, which is a significant draw for players who value these features.
2. **Speed of Transactions:** Cryptocurrencies enable faster deposits and withdrawals compared to traditional banking methods, improving the overall user experience.
3. **Lower Fees:** Many cryptocurrencies have lower transaction fees, making them cost-effective for both players and operators.

OMG Accepted Currencies and Compatible Chain

Network	Accepted Currencies	Est. OMG.fun Settlement Time	Average Cost of Deposit and Withdrawals Fees
Ethereum Mainnet	USDT, USDC, ETH	48 seconds	\$1.04
Optimism	USDT, USDC, ETH	6 seconds	\$0.05
Arbitrum	USDT, USDC, ETH	4 seconds	\$0.35

Target Markets

As a “startup”, we want to focus our resources and effort toward targeting users who are residents of the countries listed above due to their user behaviour, cryptocurrency adoption and friendly iGaming regulatory framework.

The residents of these 6 countries make up 26.4% of the global population with 2,117,294,329 people so even though it might seem quite limiting to only focus on 6 target markets, their markets are actually huge and will allow us to tailor and personalise our platform and products to cater these markets.

<u>Country</u>	<u>Population</u>	<u>Crypto Adoption</u>	<u>Crypto Adoption</u>	<u>iGaming/Online Casino Market</u>	<u>Player Behavior</u>
<u>Brazil</u>	217 mln	7.8% of pop. (ranked 2nd globally)	• 16.6 million crypto owners (2023) • Ranked 9th globally in crypto adoption	• Online casino market CAGR: 10.04% (2024-2028) • Total gambling revenue: \$1.6 billion (2023)	• Highest ARPU in Latin America with \$889 per person • Mobile gaming on the rise
<u>India</u>	1,441 mln	7.3% of pop. (ranked 9th globally)	• 115 million crypto owners (2023) • Ranked 2nd globally in crypto adoption	• Online gambling market: \$2.90 billion (2024) • CAGR of 6.00% (2024-2029)	• Growing interest in live dealer games
<u>Indonesia</u>	279 mln	3.9% of pop. (ranked 20th globally)	• 11 million crypto owners (2023) • Ranked 20th globally in crypto adoption	• Online gambling market size: \$806 million (2023) • CAGR of 8.94% (2023-2028)	• Popular games: slots, poker, sports betting • High mobile usage for gambling
<u>Mexico</u>	129 mln	12% of pop.	• 13% of population owns crypto (2022) • Ranked 36th globally in crypto adoption	• Online gambling market: \$1.2 billion (2023) • CAGR of 17% (2023-2028)	• Strong interest in sports betting • Growing popularity of casino games
<u>Argentina</u>	46 mln	21% of pop. (ranked 13th globally)	• 21% of population owns crypto (2022) • Ranked 13th globally in crypto adoption	• Online gambling market: \$2.4 billion (2022) • CAGR of 12.5% (2022-2027)	• High engagement in sports betting • Increasing interest in online poker
<u>Lithuania</u>	2.6 mln	11.8% of pop.	• 11.8% of population owns crypto (2023) • Ranked 62nd globally in crypto adoption	• Online gambling revenue: €89.3 million in 2023 • 22% YoY growth in 2023	• Preference for sports betting and casino games • 18-34 age group most active

Financial and Marketing Overview

Cash Flow

Month	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18
iGaming Operations																		
# of New Users	300	510	816	1,224	1,714	2,228	2,673	3,208	3,849	4,619	5,543	6,652	7,982	8,780	9,658	10,624	11,687	12,855
# of New Users Growth Rate		70.0%	60.0%	50.0%	40.0%	30.0%	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	20.0%	10.0%	10.0%	10.0%	10.0%	10.0%
Avg Retention Rate	100.0%	40.0%	40.0%	40.0%	40.0%	40.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%
Monthly Active Users (DAUs)	300	630	1,068	1,651	2,374	3,177	4,262	5,339	6,519	7,879	9,483	11,393	13,679	15,620	17,468	19,358	21,366	23,538
Avg. Return to Player (RTP)	4.00%																	
Average Revenue Per User (ARPU)	\$650																	
Gross Gaming Revenue (GGR)	\$195,000	\$409,500	\$694,200	\$1,073,280	\$1,543,152	\$2,065,253	\$2,770,217	\$3,470,217	\$4,237,239	\$5,121,176	\$6,163,655	\$7,405,509	\$8,891,171	\$10,152,845	\$11,354,407	\$12,582,987	\$13,887,855	\$15,299,925
Bonuses & Promotions (% of GGR)	30.00%																	
Total Bonus & Promotions	\$58,500	\$122,850	\$208,260	\$321,984	\$462,946	\$619,576	\$831,065	\$1,041,065	\$1,271,172	\$1,536,353	\$1,849,097	\$2,221,653	\$2,667,351	\$3,045,853	\$3,406,322	\$3,774,896	\$4,166,356	\$4,589,978
Avg Gaming Provider Fee (%)	12.00%																	
Total Gaming Provider Fee (\$)	\$23,400	\$49,140	\$83,304	\$128,794	\$185,178	\$247,830	\$332,426	\$416,426	\$508,469	\$614,541	\$739,639	\$888,661	\$1,066,941	\$1,218,341	\$1,362,529	\$1,509,958	\$1,666,543	\$1,835,991
Referral Payout	\$3,900	\$8,190	\$13,884	\$21,466	\$30,863	\$41,305	\$55,404	\$69,404	\$84,745	\$102,424	\$123,273	\$148,110	\$177,823	\$203,057	\$227,088	\$251,660	\$277,757	\$305,999
Total Gaming related cost	\$85,800	\$180,180	\$305,448	\$472,243	\$678,987	\$908,711	\$1,218,895	\$1,526,895	\$1,864,385	\$2,253,317	\$2,712,008	\$3,258,424	\$3,912,115	\$4,467,252	\$4,995,939	\$5,536,514	\$6,110,656	\$6,731,967
Net Gaming Revenue (NGR)	\$109,200	\$229,320	\$388,752	\$601,037	\$864,165	\$1,156,542	\$1,551,321	\$1,943,321	\$2,372,854	\$2,867,858	\$3,451,647	\$4,147,085	\$4,979,056	\$5,685,593	\$6,358,468	\$7,046,473	\$7,777,199	\$8,567,958
Expenses																		
Variable Cost																		
Monthly Curacao license cost	\$2,050	\$2,050	\$2,050	\$2,050	\$2,050	\$2,050	\$2,050	\$2,050	\$2,050	\$2,050	\$2,050	\$2,050	\$2,050	\$2,050	\$2,050	\$2,050	\$2,050	\$2,050
Server	\$300	\$300	\$300	\$300	\$300	\$300	\$300	\$300	\$300	\$300	\$300	\$300	\$300	\$300	\$300	\$300	\$300	\$300
Customer support related cost	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000
Blockchain Infrastructure Cost	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500
Design & PR	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000
Influencers marketing	\$5,460	\$11,466	\$19,438	\$15,026	\$21,604	\$28,914	\$38,783	\$48,583	\$59,321	\$71,696	\$86,291	\$103,677	\$124,476	\$142,140	\$158,962	\$176,162	\$194,430	\$214,199
Ads	\$2,184	\$2,184	\$2,184	\$4,368	\$4,368	\$4,368	\$4,368	\$4,368	\$4,368	\$4,368	\$4,368	\$4,368	\$4,368	\$4,368	\$4,368	\$4,368	\$4,368	\$4,368
SEO	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500
Other Operating Costs (% of rev)	3.00%																	
Other Operating Costs (\$)	\$5,850	\$12,285	\$20,826	\$32,198	\$46,295	\$61,958	\$83,107	\$104,107	\$127,117	\$153,635	\$184,910	\$222,165	\$266,735	\$304,585	\$340,632	\$377,490	\$416,636	\$458,998
Total Variable Cost	\$18,994	\$25,000	\$32,972	\$30,744	\$37,322	\$44,632	\$54,501	\$64,301	\$75,039	\$87,414	\$102,009	\$119,395	\$140,194	\$157,858	\$174,680	\$191,880	\$210,148	\$229,917
Salary																		
Executives	\$6,500	\$6,500	\$6,500	\$15,000	\$15,000	\$15,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$20,000	\$35,565	\$40,611	\$45,418	\$50,332	\$55,551
Operational Team	\$20,000	\$20,000	\$20,000	\$30,000	\$30,000	\$30,000	\$60,000	\$60,000	\$60,000	\$60,000	\$60,000	\$60,000	\$60,000	\$60,000	\$60,000	\$60,000	\$60,000	\$60,000
Admin Manager	\$1,240	\$1,240	\$1,240	\$1,240	\$1,240	\$1,240	\$1,240	\$1,240	\$1,240	\$1,240	\$1,240	\$1,240	\$1,240	\$1,240	\$1,240	\$1,240	\$1,240	\$1,240
Admin Team	\$992	\$992	\$992	\$992	\$992	\$992	\$992	\$992	\$992	\$992	\$992	\$992	\$992	\$992	\$992	\$992	\$992	\$992
Legal Team	\$3,000	\$3,000	\$3,000	\$6,000	\$6,000	\$6,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000
Total Salary	\$31,732	\$28,732	\$28,732	\$47,232	\$47,232	\$47,232	\$82,232	\$82,232	\$82,232	\$82,232	\$82,232	\$82,232	\$82,232	\$97,797	\$102,843	\$107,650	\$112,564	\$117,783
Non Recurring Expenses																		
Brand design	\$14,085																	
Mascot design	\$2,817																	
License application & lawyer fee	\$29,450																	
Set up fee gaming aggregator (softswiss)	\$6,027																	
Other cost related to legal entity	\$12,084																	
Sponsorships & Partnerships				\$30,000					\$50,000				\$200,000					\$500,000
Total Non Recurring Expenses	\$64,462	\$0	\$0	\$30,000	\$0	\$0	\$0	\$0	\$50,000	\$0	\$0	\$0	\$200,000	\$0	\$0	\$0	\$0	\$500,000
Net Profit (Losses)	-\$11,838	\$163,303	\$306,222	\$460,862	\$733,316	\$1,002,720	\$1,331,482	\$1,692,682	\$2,038,465	\$2,544,577	\$3,082,496	\$3,723,292	\$4,274,330	\$5,120,306	\$5,735,506	\$6,364,539	\$7,032,632	\$7,239,112

Month	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36
iGaming Operations																		
# of New Users	14,141	14,848	15,590	16,370	17,188	18,048	18,950	19,898	20,893	21,937	23,034	24,186	25,395	26,665	27,998	29,398	30,868	32,411
# of New Users Growth Rate	10.0%	5.0%	5.0%	5.0%	5.0%	5.0%	5.0%	5.0%	5.0%	5.0%	5.0%	5.0%	5.0%	5.0%	5.0%	5.0%	5.0%	5.0%
Avg Retention Rate	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%	50.0%
Monthly Active Users (DAUs)	25,910	27,803	29,492	31,116	32,746	34,421	36,161	37,978	39,882	41,878	43,973	46,172	48,481	50,905	53,451	56,123	58,930	61,876
Avg. Return to Player (RTP)																		
Average Revenue Per User (ARPU)																		
Gross Gaming Revenue (GGR)	\$16,841,560	\$18,071,957	\$19,169,715	\$20,225,280	\$21,285,084	\$22,373,609	\$23,504,424	\$24,685,713	\$25,923,032	\$27,220,700	\$28,582,494	\$30,011,998	\$31,512,787	\$33,088,522	\$34,742,995	\$36,480,168	\$38,304,189	\$40,219,404
Bonuses & Promotions (% of GGR)																		
Total Bonus & Promotions	\$5,052,468	\$5,421,587	\$5,750,914	\$6,067,584	\$6,385,525	\$6,712,083	\$7,051,327	\$7,405,714	\$7,776,910	\$8,166,210	\$8,574,748	\$9,003,599	\$9,453,836	\$9,926,556	\$10,422,898	\$10,944,051	\$11,491,257	\$12,065,821
Avg Gaming Provider Fee (%)																		
Total Gaming Provider Fee (\$)	\$2,020,987	\$2,168,635	\$2,300,366	\$2,427,034	\$2,554,210	\$2,684,833	\$2,820,531	\$2,962,286	\$3,110,764	\$3,266,484	\$3,429,899	\$3,601,440	\$3,781,534	\$3,970,623	\$4,169,159	\$4,377,620	\$4,596,503	\$4,826,328
Referral Payout	\$336,831	\$361,439	\$383,394	\$404,506	\$425,702	\$447,472	\$470,088	\$493,714	\$518,461	\$544,414	\$571,650	\$600,240	\$630,256	\$661,770	\$694,860	\$729,603	\$766,084	\$804,388
Total Gaming related cost	\$7,410,286	\$7,951,661	\$8,434,675	\$8,899,123	\$9,365,437	\$9,844,388	\$10,341,947	\$10,861,714	\$11,406,134	\$11,977,108	\$12,576,297	\$13,205,279	\$13,865,626	\$14,558,949	\$15,286,918	\$16,051,274	\$16,853,843	\$17,696,538
Net Gaming Revenue (NGR)	\$9,431,274	\$10,120,296	\$10,735,040	\$11,326,157	\$11,919,647	\$12,529,221	\$13,162,477	\$13,823,999	\$14,516,898	\$15,243,592	\$16,006,197	\$16,806,719	\$17,647,161	\$18,529,572	\$19,456,077	\$20,428,894	\$21,450,346	\$22,522,866
Expenses																		
Variable Cost																		
Monthly Curacao license cost	\$2,050	\$2,050	\$2,050	\$2,050	\$2,050	\$2,050	\$2,050	\$2,050	\$2,050	\$2,050	\$2,050	\$2,050	\$2,050	\$2,050	\$2,050	\$2,050	\$2,050	\$2,050
Server	\$300	\$300	\$300	\$300	\$300	\$300	\$300	\$300	\$300	\$300	\$300	\$300	\$300	\$300	\$300	\$300	\$300	\$300
Customer support related cost	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000
Blockchain Infrastructure Cost	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500
Design & PR	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000	\$6,000
Influencers marketing	\$235,782	\$253,007	\$268,376	\$283,154	\$297,991	\$313,231	\$329,062	\$345,600	\$362,922	\$381,090	\$400,155	\$420,168	\$441,179	\$463,239	\$486,402	\$510,722	\$536,259	\$563,072
Ads	\$4,368	\$4,368	\$4,368	\$4,368	\$4,368	\$4,368	\$4,368	\$4,368	\$4,368	\$4,368	\$4,368	\$4,368	\$4,368	\$4,368	\$4,368	\$4,368	\$4,368	\$4,368
SEO	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500	\$1,500
Other Operating Costs (% of rev)																		
Other Operating Costs (\$)	\$505,247	\$542,159	\$575,091	\$606,758	\$638,553	\$671,208	\$705,133	\$740,571	\$777,691	\$816,621	\$857,475	\$900,360	\$945,384	\$992,656	\$1,042,290	\$1,094,405	\$1,149,126	\$1,206,582
Total Variable Cost	\$251,500	\$268,725	\$284,094	\$298,872	\$313,709	\$328,949	\$344,780	\$361,318	\$378,640	\$396,808	\$415,873	\$435,886	\$456,897	\$478,957	\$502,120	\$526,440	\$551,977	\$578,790
Salary																		
Executives	\$67,366	\$72,288	\$76,679	\$80,901	\$85,140	\$89,494	\$94,018	\$98,743	\$103,692	\$108,883	\$114,330	\$120,048	\$126,051	\$132,354	\$138,972	\$145,921	\$153,217	\$160,878
Operational Team	\$84,208	\$90,360	\$95,849	\$101,126	\$106,425	\$111,868	\$117,522	\$123,429	\$129,615	\$136,104	\$142,912	\$150,060	\$157,564	\$165,443	\$173,715	\$182,401	\$191,521	\$201,097
Admin Manager	\$1,240	\$1,240	\$1,240	\$1,240	\$1,240	\$1,240	\$1,240	\$1,240	\$1,240	\$1,240	\$1,240	\$1,240	\$1,240	\$1,240	\$1,240	\$1,240	\$1,240	\$1,240
Admin Team	\$992	\$992	\$992	\$992	\$992	\$992	\$992	\$992	\$992	\$992	\$992	\$992	\$992	\$992	\$992	\$992	\$992	\$992
Legal Team	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000	\$9,000
Total Salary	\$153,806	\$164,880	\$174,759	\$184,260	\$193,798	\$203,594	\$213,772	\$224,403	\$235,539	\$247,218	\$259,474	\$272,340	\$285,847	\$300,029	\$314,919	\$330,554	\$346,970	\$364,207
Non Recurring Expenses																		
Brand design																		
Mascot design																		
License application & lawyer fee																		
Set up fee gaming aggregator (softswiss)																		
Other cost related to legal entity																		
Sponsorships & Partnerships							\$2,000,000					\$4,000,000						
Total Non Recurring Expenses	\$0	\$0	\$0	\$0	\$0	\$0	\$2,000,000	\$0	\$0	\$0	\$0	\$4,000,000	\$0	\$0	\$0	\$0	\$0	\$0
Net Profit (Losses)	\$8,520,721	\$9,144,532	\$9,701,095	\$10,236,267	\$10,773,588	\$11,325,470	\$9,898,793	\$12,497,706	\$13,125,027	\$13,782,945	\$14,473,374	\$11,198,133	\$15,959,033	\$16,757,930	\$17,596,748	\$18,477,495	\$19,402,274	\$20,373,288

Key Performance Indicators (KPIs)

- Monthly Active Users (MAU): Target 11,500 MAU by Year 2.
- Customer Retention Rate: Aim for minimum 50% retention rate.
- Conversion Rate: Improve the conversion rate of visitors to registered users by 20% within the first year.
- Average Deposit and Withdrawal Time: Under 2 minutes for deposits and under 3 minutes for withdrawals that do not required manual approval or further review

Marketing

OMG.fun aims to establish a strong presence in the crypto-based online casino market by leveraging innovative marketing strategies tailored to the crypto community and tools. Twitter, Telegram, Discord and platforms like Galxe are cryptocurrency native platforms and where cryptocurrency users often engage with their friends and communities. Crypto native contents will also be key to attracting and communicating with potential users about our platform/brand identity and relatability. It is also important to clearly convey how the team is knowledgeable and passionate about cryptocurrencies and understand the market, customers current pain points and wants.

Key Marketing Strategies

1. Design and branding by [Farm Group](#), a leading Brand and PR firm, and [Vishnu Menon](#), an award winning designer and artist
2. Social Media Marketing focused on Twitter and Telegram including Telegram ads targeted at relevant Telegram Channels
3. Crypto-based reward campaigns with no rollover requirement
4. Campaigns on cryptocurrency native platforms starting with Galxe
5. Content marketing blog and articles

To better illustrate how our marketing content and strategy will be quite different than traditional iGaming platforms, we can use our 1st campaign on Galxe Campaign <https://app.galxe.com/quest/JustOneMoreGame>

Key Suppliers and Material Dependencies

Suppliers:

- Game Providers: Softswiss (<https://www.softswiss.com/>), one of the largest gaming providers and aggregators
- Security: Inspex (<https://inspex.co/>), one of the top three Web3 security firms in Thailand, conducted penetration testing.

Technology Infrastructure:

- Gnosis Safe Multisig (<https://safe.global/>): Used for secure management of funds.
- Multiple Domain Environment: Includes staging and production environments to develop and test products
- Hosting Services: AWS server located in Frankfurt, Germany, ensuring platform uptime and performance.

Technology Risk Management:

- Quarterly review and audit supplier performance and contracts.
- Penetration test currently ongoing with a leading Thai cybersecurity firm, incorporating simulated DDOS attacks, spam prevention strategies, cross-site scripting prevention, vulnerability assessments, and robust firewall testing, adhering to industry standards to ensure comprehensive system security and protect players' funds.

Player Funds Management Platform Overview

The Player Funds Management Platform is meticulously crafted to streamline secure and efficient deposit and withdrawal processes for users. This overview underscores the essential components of the system, emphasizing user deposits, the function of the OMG Deposit and Withdrawal Wallet, and user withdrawals. We tightly control how user funds are managed and separated from the Company Accounts.

Deposit Process

1. **User Deposit:** Users deposit funds into their designated user wallet.
2. **Dedicated User Wallets:** Our system generates a unique wallet for each user to ensure meticulous tracking, privacy, and security.
3. **System Transfer:** Automatically, the system transfers the deposited funds to the OMG Deposit Wallet.
4. **Currency Swap:** The OMG Deposit Wallet converts any non-stablecoin (e.g., ETH) into USDC or USDT.
5. **Secured Vault:** Subsequently, funds are moved from the OMG Deposit Wallet to the Secured Vault, a multi-signature wallet that mandates a minimum of 2

out of 3 signatures from the CFO, COO, & CCO for transactions exceeding \$50,000.

6. **Reserve for Immediate Withdrawals:** The Secured Vault consistently replenishes the OMG Withdrawal Wallet to ensure prompt processing of user withdrawal requests.

Withdrawal Process

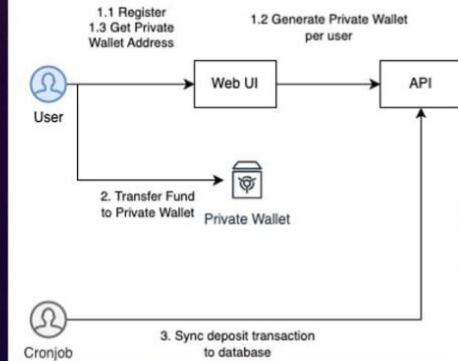
1. **Withdrawal Request:** Users initiate withdrawal requests within the platform.
2. **Secured Vault to OMG Withdrawal Wallet:** The requested funds are transferred from the OMG Secured Vault to the OMG Withdrawal Wallet.
3. **Currency Swap:** When necessary, the OMG Withdrawal Wallet converts the funds into the user's preferred currency.
 - a. Small deposit and withdrawal less than \$10,000, we convert crypto into stables onchain via Uniswap or 1inch (Decentralized Exchanges)
 - b. Large deposit and withdrawals over \$10,001, we convert crypto into stables via Binance and OKX (Centralized Exchanges)
4. **Review, Approval, & Withdrawal Transfer:**
 - In cases of suspicious user behavior or transactions requiring further scrutiny, the customer support and monitoring team conducts manual assessment and approval.
 - If no manual approval is needed, the OMG Withdrawal Wallet promptly transfers the withdrawal amount to the user's wallet.

Daily platform balance audit and transfer

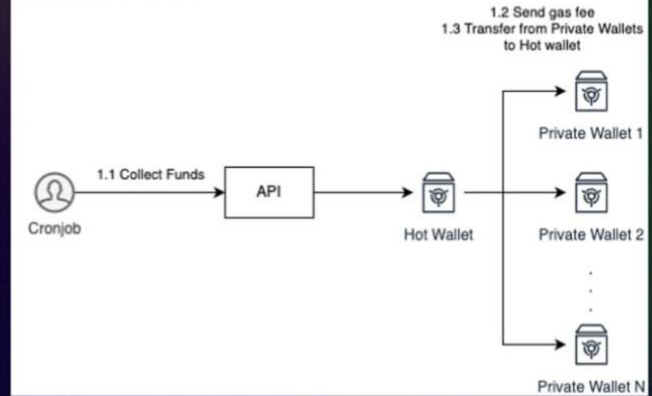
1. Our accounting and user balance system automatically summarise and generate a platform financial statement at 12.00AM UTC
2. If there is left over profit in the Secured Vault, we will transfer it to the Company Account in order to pay for operational expenses
3. If the balance in Secured Vault become too low and requires capital injection due to players wins or jackpots, Company Account will make the necessary transfer to meet withdrawal requests. If that still doesn't meet the total requested amount, then OMG will immediately draw capital from Kittipong's personal loan and credit facility

WORKFLOW - DEPOSIT & COLLECT FUND

Deposit

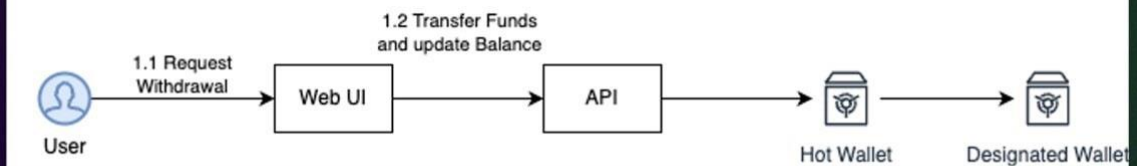


Collect Funds



WORKFLOW - WITHDRAW

Withdraw Funds



Legal and Governance Framework

Meeting:

At this moment, Mr. Peeraphat Wongkasem is the Managing Director, Secretary, and UBO of the company. As such, he leads the general meetings of shareholders and the board of managing directors. Being responsible for managing the company, he has established the Executive and Financial Committee to support him. This committee consists of the Co-CEO, CTO, CFO, COO and CCO all of whom bring diverse backgrounds in finance, legal affairs, gaming industry expertise, and corporate governance. This diversity ensures a balanced approach to decision-making and strategic planning. The committee shall meet at least quarterly, unless one of the members requests more frequent meetings, as deemed necessary.

Certain critical matters are reserved for this committee meeting, including:

- Discuss business performance and strategic initiatives
- Approval of (i) the annual budget; and (ii) the annual, medium and long term business plans of the company, and any amendments thereto;
- Approval of quarterly strategic plans and budgets
- The incurrence of any financial indebtedness exceeding USD 50,000 or its equivalent in other currency, either in a single transaction or a series of transactions;

Each committee shall cast one vote. The resolution of the meeting shall be passed by an absolute majority of the votes cast, except in those cases where a greater majority is required by the articles of association of the company or by the law. In the event of a deadlock, the chairman of the meeting has the deciding vote.

The General Meetings of Shareholders and the Board of Managing Directors

The company shall hold an annual internal general meeting of shareholders within a period not exceeding nine months from the end of the company's financial year. The matters discussed during that meeting shall comply with Article 21, as specified in the company's articles of association.

Additionally, the company will convene general meetings of shareholders or board of managing directors' meetings as needed, to resolve matters in accordance with the articles of association and applicable laws. The process of organising and conducting the meetings shall align with articles of association and applicable laws, including the issuance of meeting notices, the appointment of chairperson, and the passing of resolutions.

Legal Support and Advice:

With 20 years of extensive experience in compliance and legal management, Ms. Sirikan Nitirattanaphong provides expert legal support and advice on regulatory compliance, contract negotiation, and corporate governance matters. Her expertise ensures that the company complies with all legal requirements and articles of association of the company. She has extensive experience dealing with GCB's and Curacao's iGaming regulations through her experience with Lion Cave where she was the main person in charge of applying for a licence and ensuring the platform stayed compliant with legal requirements.

Moreover, the company will be looking to expand our legal team in addition to the legal law firm we are already working with as we scale our operations and user base.

Policies and Procedures

Internal Policies

Policies and procedures are developed internally, ensuring they align with industry standards and regulatory or legal requirements.

- Continues to monitor norm setting parameters promulgated by the Financial Action Task Force (“FATF”) and certain gaming trade groups in addition to the Curaçao Gaming Control Board and will take necessary action as it deems appropriate to reflect changes in law.
- OMG’s Central Policy Hub so all employees and executives can instantly access, assess and review guidelines and regulations to ensure our platform stays compliant.
- Providing appropriate education and training to relevant personnel.
- Each platform update will include a comprehensive report and clearly state changes in policies and procedures. Monthly review with CCO to ensure we stay compliant.
- Continuously monitor evolving GCB regulations and adapt our practices accordingly. This proactive approach involves staying informed about compliance requirements and integrating responsible gaming practices into our operations.
- The Executive and Finance Committee regularly review and ensure that the team responsible for policy development and implementation is qualified and experienced in regulatory compliance within the global and Curacao iGaming industry.

Timelines and Commitment

Regular updates to the Gaming Control Board (GCB) on policy implementation and adherence.

- Review reports and changelogs and submit any significant changes that impact our operations, policies or entity to GCB every quarter. Our submission highlights key metrics and measures that demonstrate compliance with regulatory requirements.
- Keep an open communication channel with the GCB and have a designated personnel to address any regulatory concerns and changes.

Appendix I

Curaçao Commercial Register

Excerpt from the Commercial Register

Registration number: 158942 (0)

Date: January 7, 2024 Time: 4:22:38 AM

In the Commercial Register of the Curaçao Chamber of Commerce & Industry is registered under number **158942: Boar Lane Marketing N.V.**

Trade name	Boar Lane Marketing N.V.
Legal form	Limited liability company
Official name	Boar Lane Marketing N.V.
Statutory seat	Curaçao
Date of incorporation	October 22, 2021
Date established	October 22, 2021
Nominal Capital	500 share(s) with a nominal value of U.S.A. Dollar 10
Fiscal year	The fiscal year is equal to the calendar year
Address	Abraham de Veerstraat 9
Country	Curaçao
Mailing address	P.O. Box 3421
Country	Curaçao
Description English	1. To organize, market, promote, manage, support and operate all types of remote gaming activities, comprising all types of games, betting and other operations of betting exchange, interactive casinos, bingos, lotteries and other interactive games for clients established or residing outside of Curaçao. 2. The company has the power to perform every act and thing profitable or requisite to the accomplishment of its purposes or connected therewith or incidental thereto in the widest sense of the word.

Official(s)

1

Function	Statutory director
Title description	Managing Director
Name	Adrian Ancuta
Date of birth	March 28, 1990
Place of birth	Iasi
Country of birth	Romania
Nationality	Romanian

2

Function	Proxy holder
Title description	Local Representative
Name	Dutch Antilles Management N.V.
Registration number official	10692

Source: Registry-information Internet. This document is not an excerpt in accordance with article 11 paragraph 2 of the Trade Ordinance (O.G. 2009 no. 51)



License no 365/JAZ Sub-License GLH-OCCHKTW0703032022

Dutch Antilles Management N.V. ,a limited liability company, established in Curaçao, having its offices at 7 Abraham de Veerstraat, registered in the commercial register in Curaçao under number 10692, which company acts as managing director of and legally represents the limited liability company **Gaming Services Provider N.V.** Holder of Master License #365/JAZ established in Curaçao, having its offices at 9 Abraham de Veerstraat, registered in the commercial register in Curaçao under number 77207, and under the laws of Curaçao entitled to issue sublicenses: certifies that;

Boar Lane Marketing N.V.

Hold a sublicense with our company under License no 365/JAZ Sub-License

GLH-OCCHKTW0703032022 as of 03rd day of August 2023 with their URL:

<https://www.royalspin.com>

The agreement has originally been granted for a period of five months unless canceled earlier in writing by either party.

Additional details:

- Official Decree of the Central Government of Curaçao (formerly the Netherlands Antilles) No 365/JAZ dated August 18, 1998 No 14 signed by the Minister of Justice laying down the Master License granted to Gaming Services Provider allowing the operation of Games of Chance on the International market via service lines.
- The Master License has been extended for an additional one year by the Governor of Curaçao on August 2023 (no 2018/024046) and valid till August 18th 2024. The Government of Curacao can decide that the Master Licenses are revoked before that date, in which case the sub-license will automatically be null and void upon expiration.

This Certificate is valid till January 03rd, 2024

Willemstad, Curaçao

Dutch Antilles Management N.V.

as Managing Director of Gaming Services Provider N.V.



SIMON & STEENBAAR

NOTARISSEN

dhr. mr. H.Th.G. Simon
mw. mr. E. Steenbaar
mw. mr. V.S. Mohan
mw. mr. R.S. Ramada-Constancia

CERTIFICATE OF LEGAL EXISTENCE

The undersigned:

Hady Thaddeus Gerardus Simon, LL.M., a civil law notary,
practicing in Curaçao, herewith certifies:

that **BOAR LANE MARKETING N.V.**, a limited liability
company established in Curaçao, hereinafter also referred
to as the "Company", has been duly incorporated by
notarial deed, executed on October 22nd, 2021;

that the Company has been duly incorporated, is legally
existing under the laws of Curaçao, has never been
declared bankrupt, and that the Company has the power to
transact any business within the limits of the corporate
purposes as set forth in article 2 of its articles of
incorporation;

that an official copy of the deed of incorporation is
attached hereunto;

that a copy of the stock register of the Company is
attached hereunto;

that as appears from the attached excerpt from the
Commercial Register at the Chamber of Commerce and
Industry in Curaçao:

(i) the registered office of the Company is at:
Abraham de Veerstraat 9, Curaçao;

(ii) the Mailing address of the Company is: P.O. Box
3421, Curaçao, and

(iii) the sole managing director of the Company is:
Adrian Ancuta, born on March 28th, 1990 in Romania;

(iv) that the proxy holder of the Company is:
Dutch Antilles Management N.V., established in Curaçao,
with the title of Local Representative.

In witness whereof the undersigned has set his hand
hereunto after having affixed his official seal of office
on this ninth day of November of the year two thousand
and twenty-one.



A stylized handwritten signature in blue ink, consisting of several loops and a long, sweeping horizontal stroke extending to the right.

HS/cf



Curaçao Commercial Register

Excerpt from the Commercial Register

Registration number: 158942 (0)
Date: November 5, 2021 Time: 2:28:22 PM

In the Commercial Register of the Curaçao Chamber of Commerce & Industry is registered under number 158942: Boar Lane Marketing N.V.

Trade name	Boar Lane Marketing N.V.
Legal form	Limited Liability Company
Official name	Boar Lane Marketing N.V.
Statutory seat	Curaçao
Date of incorporation	October 22, 2021
Date established	October 22, 2021
Nominal Capital	500 share(s) with a nominal value of U.S.A. Dollar 10
Fiscal year	The fiscal year is equal to the calendar year
Address	Abraham de Veerstraat 9
Country	Curaçao
Mailing address	P.O. Box 3421
Country	Curaçao
Description English	1. To organize, market, promote, manage, support and operate all types of remote gaming activities, comprising all types of games, betting and other operations of betting exchange, interactive casinos, bingos, lotteries and other interactive games for clients established or residing outside of Curaçao. 2. The company has the power to perform every act and thing profitable or requisite to the accomplishment of its purposes or connected therewith or incidental thereto in the widest sense of the word.

Official(s)	
1	
Function	Statutory director
Title description	Managing Director
Name	Adrian Ancuta
Date of birth	March 28, 1990
Place of birth	Iasi
Country of birth	Romania
Nationality	Rumanian
2	
Function	Proxy holder
Title description	Local Representative
Name	Dutch Antilles Management N.V.
Registration number official	10692

Only valid if sealed and signed by the Chamber of Commerce.



Curacao, November 5, 2021
For Excerpt

I.N.M. Janga
Head Commercial Register



NAME: BOAR LANE MARKETING N.V.

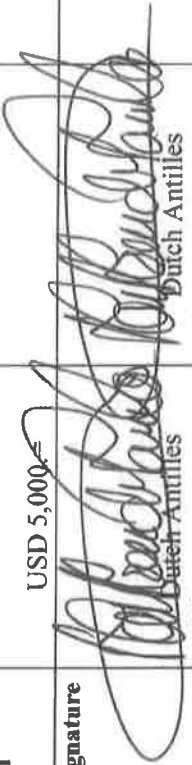
Established in: Curaçao

Incorporated: October 22, 2021

STOCK REGISTER

Issued Capital: USD 5,000.=

Par Value Shares: USD 10=
Registered Shares

COLUMN NUMBER	1	2	3	4	5	6
1. Stockholder's name	Dutch Antilles Management N.V.	Adrian Ancuță				
2. Stockholder's address	Abraham de Veerstraat 7 Willemstad, Curaçao	Str Castlul Grecilor Nr.8 707041, Vișan Jud. Iași				
3. Stock's quantity	**500**	**500**				
4. Stock's No.	*1 w/i 500*	Certificate 1 *1 w/i 500*				
5a. Date of issue	October 22, 2021					
5b. Date of transfer	October 22, 2021					
6. Payment date	October 22, 2021					
7. Amount paid	USD 5,000.=					
8. Director's signature	 Dutch Antilles Management N.V.	Dutch Antilles Management N.V.				
9. Name new Stockholder	See stockholder in column 2					
10. Stock's quantity	*500*					
11. Stock's No.	*1 w/i 500*					
12. Remaining stock's quantity and number	NIL					

TRUE COPY

On this twenty-second day of October of the year two thousand and twenty-one, appeared before me Hady Thaddeus Gerardus Simon, LL.M., a civil -- law notary, officiating in Curaçao: -----
Mrs. VARSHA SIMRAN MOHAN, LL.M., a deputy civil law notary, holder of a passport with number R1544137, issued on December thirtieth, two ----- thousand and nineteen, residing in Curaçao, with office address Schout Bij - Nacht Doornmanweg 65, employed at the office of Simon & Steenbaar, Civil Law Notaries in Curaçao, born in Paramaribo, Suriname, on April twelfth, --- nineteen hundred and eighty-two, and acting as proxy in writing of the limited liability company **Dutch Antilles Management N.V.**, established in Curaçao and holding its office at Abraham de Veerstraat 7, registered at the ----- Commercial Register of the Curaçao Chamber of Commerce & Industry ----- under number 10692, and as such legally representing said company. -----
Said proxy appears from a document that is attached to a deed executed --- before me, civil law notary, on June third, two thousand and twenty, and ---- which proxy has been evidenced sufficiently to me, civil law notary. -----
The appearer, acting as aforementioned, stated that Dutch Antilles ----- Management N.V. by these presents incorporates a limited liability ----- company, which company shall be governed by the following articles of ----- association: -----

Name, domicile and duration -----

Article 1 -----

1. The company is a limited liability company and shall be named: -----
 "Boar Lane Marketing N.V." and is established in Curaçao. -----
 In foreign trade it may, instead of using the abbreviation "N.V." use the -- abbreviation "LLC.", "Ltd." or "Inc." in English and "S.A." in Spanish and French. -----
2. The company is domiciled in Curaçao. -----
3. The company has been incorporated for an indefinite period of time. ----

Object -----

Article 2 -----

1. The object of the company is to organize, market, promote, manage, --- support and operate all types of remote gaming activities, comprising all types of games, betting and other operations of betting exchange, ----- interactive casinos, bingos, lotteries and other interactive games for ----- clients established or residing outside of Curaçao. -----
2. The company has the power to perform every act and thing profitable or requisite to the accomplishment of its purposes or connected therewith -- or incidental thereto in the widest sense of the word. -----

Capital and Shares -----

Article 3 -----

The capital of the company consists of shares with a nominal value of ten -- United States Dollars (USD 10.00) each. -----

Article 4 -----

1. All shares shall be registered by name and shall be numbered in the ---- manner determined by the board of managing directors. -----
2. Share certificates may be issued on request of a shareholder. -----

Article 5 -----

1. a. Shares (including the granting of rights to acquire shares) shall be --- issued pursuant to a resolution of the general meeting of ----- shareholders, hereafter referred to in these articles as the "general -- meeting", by a deed executed by the company and the acquiring ---- shareholder or else by means of a statement of issue on behalf of --- the corporation to the subscriber and a statement of acceptance ---- thereof sent by the subscriber to the corporation, either or not in ---- advance. -----
- b. Shares are issued no sooner than after the identity of the subscriber has been determined and this identity has been verified by the ----- corporation based on documents, data or information from a reliable and independent source. Copies of the documents will be kept in the register referred to in article 7. -----
- c. The general meeting shall determine both the issue price and the ---- conditions for issue in accordance with these articles. -----
2. Each shareholder shall have a preferential right of subscription to any --- issue of shares pro rata to the total amount of his shares. A preferential right of subscription shall not be assignable. -----

Article 6 -----

Each share shall be issued only against immediate full payment of the ----- nominal value of such share. -----

Register of Shares -----

Article 7 -----

1. The board of managing directors shall keep a register of shares in which the name and address of every shareholder, together with the date on -- which the holder's shares were acquired and the date of ----- acknowledgement or service, the paid up value of each share and any -- payment obligation yet to be fulfilled including a notification pointing out whether this concerns an obligation of additional payment, if any, and if so, the methods of payment, the date and the methods of the ----- acquisition, if any, as well whether or not a share certificate has been --- issued, shall be entered. The register shall be regularly maintained. -----
2. The register shall also contain the name and address of every person --- who possesses a usufructuary right in respect of shares or a pledge of -- shares, together with the date on which the such right or pledge was ---- acquired and the date of acknowledgement or service; -----
The name and the address of the usufructuary and pledgee are stated in the register. Similar information is stated concerning those entitled to --- attend meetings, who are no shareholder, pledgee or usufructuary. -----
3. In respect of any person entered in the register as possessing a ----- usufructuary right in respect of shares or a pledge of shares, the register shall specify which person is entitled to vote on the shares. -----
4. Each grant of release from liability in respect of a current shortfall on the full payment of shares as well as, in respect of the grant of a release ---- from liability for a call for payment of shares, the date of the release, ---- shall be entered in the register of shares. -----
5. Every person entered in the register of shares is obliged to ensure that -- the company is in possession of his address. -----

6. The board of managing directors shall issue upon request to every ----- person entered in the register of shares a share certificate or an extract from the register of shares pertaining to that person's rights in respect of shares. If a usufructuary right in respect of shares or pledge exists the --- extract shall specify the information referred to in paragraph 3 above. ----
7. The board of managing directors shall keep the register of shares at the office of the company for inspection by shareholders. -----

Right of use/pledge -----

Article 8 -----

A usufructuary right or a pledge may be established on shares. -----

Joint property -----

Article 9 -----

Where shares, including restricted rights thereto, are held jointly the ----- partners may choose to be represented in dealings with the company by not more than one person communicated to the company in writing. -----

Acquisition of own shares -----

Article 10 -----

1. The acquisition by the company of shares in its capital that have not ---- been fully paid up shall be void. -----
2. Fully paid up shares in the company may be acquired by the company -- only where all the following provisions have been met: -----
 - a. the resolution to acquire fully paid up shares in the company shall be taken by the general meeting; -----
 - b. the equity of the company, less the acquisition price, is at least equal to or more than the total nominal capital; -----
 - c. after the acquisition of the shares by the company at least one share shall remain outstanding with others than the company itself. -----
3. In deviation from the provisions referred to in paragraph 2 sub b, in the -- event that the shares are cancelled immediately following payment of the purchase price, the equity may be less than the nominal capital. After the aforementioned cancellation, the equity of the corporation must at least -- be equal to the nominal capital. -----
4. The general meeting has the power to resolve to cancel one or more ---- shares of the company held in its own capital. -----
5. The general meeting has the power to resolve to wholly or partially pay -- back to the shareholders the amount of the paid in capital surplus or to -- exempt the shareholders from their obligation to pay a capital surplus, --- provided that after such repayment or exemption the equity of the ----- company is at least equal to or more than the total nominal value of the - issued capital. -----

Transfer of Shares -----

Article 11 -----

1. A transfer of shares or of a restricted right thereto requires a deed of ---- transfer, which transfer shall be recognised by the company or served by a bailiff on the company. -----
2. In case a share certificate has been issued, the transfer may be ----- endorsed on the share certificate and shall be recognised by the ----- company on the same certificate or by written recognition of the transfer to the acquirer of the shares. The managing board may decide that the --

share certificate be handed over to the company and to issue new share certificate(s) to the acquirer(s). -----

Restrictions of transfer/general duty of notification -----

Article 12 -----

1. A transfer of shares is contingent on the shares first having been offered for sale to the shareholders in the manner prescribed in the following ---- paragraphs. -----
2. The shareholder, hereinafter referred to as "offeror", shall notify the ----- board of managing directors of the shares he wishes to transfer. -----
3. Such notification shall constitute an offer to the co-shareholders to sell -- the shares. Where the company holds shares in the company's capital it shall be understood as being a co-shareholder only if the offeror in his --- offer has agreed thereto. -----
The share price shall, unless the shareholders unanimously agree ----- otherwise, be determined by one or more independent experts to be ----- appointed by the shareholders by mutual agreement. If the shareholders fail to reach agreement on this matter within six weeks of receipt of ----- notice of the offer referred to in paragraph 5 below, a petition to appoint three independent experts shall be brought by either party before the --- Court of First Instance in Curaçao. -----
4. The experts referred to in the preceding paragraph shall be empowered to inspect the books and documents of the company and to obtain any -- information assisting the task of valuation. -----
5. The board of managing directors shall within fourteen days of receipt of - the notification referred to in paragraph 2 notify the co-shareholders of --- the offer made by the offeror and shall notify each shareholder of the --- share price within fourteen days of the share price being established by the experts or agreed by the shareholders. -----
6. Notwithstanding what is provided in paragraph 8, the board of managing directors, if notified by each co-shareholder within the period stipulated -- in that paragraph, shall without delay notify the offeror that the offer has not or not fully been taken up. -----
7. Shareholders who intend to purchase the shares offered for sale shall --- notify the board of managing directors of that intention within thirty days of receiving notification of the share price in accordance with paragraph 5. -----
8. The board of managing directors shall allot the offered shares to the ---- applicants and shall notify the offeror and each shareholder of the ----- allocation within fourteen days of expiry of the period specified in ----- paragraph 7. -----
To the extent that the shares have not been allotted the board of ----- managing directors shall notify the offeror and each shareholder of that - fact within the period referred to in this paragraph. -----
9. The shares shall be allotted by the board of managing directors as ----- follows: -----
 - a. pro rata to the nominal value of the shares held by the applicants; ----
 - b. shares may be allotted to the company only if no application for such shares has been made by the other co-shareholders; -----

- c. to the extent that shares cannot be allotted on the basis of -----
proportionality the allotment shall be determined by the drawing of ---
lots; -----
on the understanding in all matters that no-one may be allotted a -----
greater number of shares than that applicant has applied for. -----
10. The offeror may withdraw his offer at any time provided he does so -----
within one month after he has been notified of the shareholders to whom
and at what price he may sell the shares offered. -----
11. The shares sold shall, against immediate payment of the purchase price,
be transferred within eight days of expiration of the period during which -
the offer may be withdrawn. -----
12. The offeror may freely transfer the offered shares within a period of three
months following the notification referred to in paragraph 8 has been ----
given that the offer has not or not fully been taken up. -----
13. The experts referred to in paragraph 3 shall determine fairly who shall ---
bear the costs of valuation. They may determine that the company shall
bear the costs wholly or in part. -----
14. The provisions of this Article shall, as far as possible, apply mutatis -----
mutandis to the disposal of shares purchased or otherwise acquired by
the company. -----
15. The provisions of this Article shall not apply to transfers to which every -
shareholder has notified the company that observance of the provisions
may be waived. -----
Transfers of shares may then take place only within the succeeding -----
period of three months. -----

Special duty of notification -----

Article 13 -----

1. In the event of the death, grant of suspension of payment, bankruptcy, --
guardianship or dissolution of the matrimonial property regime of a -----
shareholder otherwise than upon death, as well as upon the dissolution
of a legal person being a shareholder and where a legal person being a
shareholder ceases to exist in consequence of a legal merger, the -----
shares shall be offered to the company in accordance with the following
paragraphs. -----
2. If an obligation exists to offer shares for sale the provisions of Article 12
shall apply mutatis mutandis except that the offeror: -----
 - a. shall not have the right to withdraw the offer in accordance with -----
paragraph 10 of that Article; -----
 - b. may retain the shares where the offer has not or not fully been taken
up. -----
3. The person under an obligation to offer for sale one or more shares shall
within thirty days of the obligation arising - in the case referred to in -----
paragraph 6 under b, upon expiration of the period of time referred to in -
that paragraph - notify the board of managing directors of the offer to ---
sell. In the absence of notification the board of managing directors shall
inform the person under the obligation to offer shares for sale of such ----
failure to notify and bring the terms of the preceding sentence to his -----
attention. -----

If that person still fails to notify the company within eight days the -----
company shall offer the shares for sale on behalf of the shareholder -----
concerned and if all of the shares offered for sale are taken up shall -----
transfer the shares to the purchaser(s) upon payment of the purchase ---
price. The company possesses an irrevocable power so to act.-----

4. The company shall, in the event of a transfer of shares pursuant to the --
preceding paragraph, pay to the person or persons on whose behalf the
offer was made the net balance of the purchase price after deduction of
any costs attaching to the transaction. -----
5. In consequence of the obligation to offer shares for sale pursuant to the
provisions of this Article and while that obligation exists, the rights -----
attaching to a share, in so far as the shareholder is entitled to such -----
rights, cannot be exercised while and for as long as the shareholder fails
to fulfil that obligation. -----
6. The provisions of paragraph 1 shall not apply: -----
 - a. where all the remaining shareholders have given notice of waiver of -
the obligation to satisfy those provisions; -----
 - b. where, in the event of the dissolution of the matrimonial property -----
regime otherwise than upon the death of a shareholder, the shares --
are transferred within a period of twenty-four months of the -----
dissolution to the spouse to whose share of the matrimonial property
the shares attach; -----

Management of the Company -----

Article 14 -----

1. The company shall be managed by a board of managing directors, -----
consisting of one or more managing directors, under the supervision of --
the board of supervisory directors, if instituted in accordance with article
16 of these articles of incorporation. -----
Legal entities may also be appointed managing directors. -----
2. The managing directors and supervisory directors shall be appointed by
the general meeting and may at any time be suspended or removed -----
from office by the meeting. The board of managing directors is -----
authorized to grant personal titles such as president, vice-president, -----
treasurer and secretary to the managing directors. -----
3. Without prejudice to its responsibility the board of managing directors ----
has the power to appoint attorneys in fact, to determine their powers and
the manner in which they are to represent the company and sign on its --
behalf. -----
4. Every managing director has the power to authorize a co-director to -----
represent him in his capacity of a managing director at meetings of the --
managing directors, with due observance of the terms set forth in the ----
power of attorney. -----
5. Each managing director may in his capacity of managing director appoint
by telegram, telex or other writing a natural or legal person as his proxy -
to represent him in his said capacity, such proxy to be specific and not --
general. When issuing such a proxy the managing director may not -----
exceed the authority vested in him pursuant to these articles of -----
association. -----

6. When one or more managing directors are absent or otherwise -----
precluded from acting, the remaining managing director(s) shall be fully -
responsible for the management of the company . When all the -----
managing directors are absent or otherwise precluded from acting, the --
company shall be managed temporarily by a person appointed for that -
purpose by the general meeting. The person so appointed shall call a ---
general meeting as soon as possible in order to provide for a definitive -
management. As long as this has not been accomplished the acts of ----
management of the person so appointed shall be limited to those which
cannot be delayed. -----

Representation -----

Article 15 -----

1. Each managing director is authorized to represent the company. -----
2. In case of legal actions with or legal procedures against a managing ----
director of the company, and in case of a conflict of interests between ---
the company and a managing director, this managing director is under --
the obligation to inform the general meeting about the intended action or
procedure in order to enable the general meeting to designate a person
(who may be the managing director concerned) to represent the -----
company with regard to the intended action or procedure. -----

Supervisory Board -----

Article 16 -----

1. The general meeting may institute a supervisory board, consisting of one
or more natural persons. The supervisory board is entrusted with the ----
supervision over the management of the board of managing directors. It
designates from among its members one person, who shall act as -----
president of the supervisory board. -----
Once the supervisory board has been instituted, the general meeting is -
authorized to abolish the supervisory board. -----
2. The supervisory directors are always entitled, both jointly as separately,
to enter the buildings and other properties of the company, to inspect ----
and to make copies of any documents, accounts and evidences, to -----
check the cash accounts and to require that the funds and the assets are
shown to them. -----
3. The supervisory directors are entitled to a remuneration to be -----
established by the general meeting of shareholders annually and they ---
are entitled to a compensation of their travelling and hotel expenses, ----
made when executing their function with the company . -----
4. In case, for whatever reason, one or more supervisory directors are -----
failing, the remaining supervisory director(s) as long as one supervisory
director is in function, form(s) a valid board of supervisory directors until
new board member(s) are appointed by the general meeting of -----
shareholders. -----
5. The board of supervisory directors shall hold its meetings at such places,
within or outside Curaçao, as the supervisory board shall decide. -----
6. Any resolution of the board of supervisory directors may be evidenced to
third parties by a written statement signed by one supervisory director. --

7. The board of supervisory directors may appoint an auditor or other ----- expert in order to audit the annual accounts of the company and may at all times replace such person by another auditor or expert. -----

Annual accounts -----

Article 17 -----

1. The financial year for the company shall be the calendar year. -----
2. The board of managing directors shall prepare annually, within a period of eight months from the end of the company's financial year, save ----- where such period is extended by a maximum period of six months by -- the general meeting by reason of special circumstances, annual ----- accounts, which shall be made available for inspection by the ----- shareholders at the office of the company. The annual accounts consist of a balance sheet, profit and loss account and an explanatory statement to these documents. -----
The annual accounts shall be signed by each managing director and by - each supervisory director, if any. -----
If one or more signatures is absent that fact shall be stated together with the reason therefore. -----
3. The company shall ensure that the annual accounts drawn up, the ----- annual report are available at its registered office from the day of the ---- notice convening the general meeting convened to consider those ----- documents. Shareholders may there inspect the documents and obtain a copy free of charge. -----

Approval of the annual accounts -----

Article 18 -----

1. The annual accounts shall be approved by the general meeting. -----
2. Approval of the annual accounts without reservation by the general ----- meeting operates to discharge the board of managing directors for its ---- management and the supervisory board, if any, for its supervision during the preceding financial year. -----

Disposal of profits -----

Article 19 -----

1. Profits shall be at the unfettered disposal of the general meeting. Each -- share is equally entitled to the profits to be distributed. -----
2. The company may distribute the profits available for distribution to the --- shareholders and other persons with a claim to such profits only to the -- extent that the amount of the equity of the company after such ----- distribution is at least equal to or more than the total nominal amount of - the issued shares. -----
3. Any distribution of profits shall be made after approval of the annual ----- accounts from which it appears that any such distribution is permitted. ---
4. Shares held by the company in its own capital shall not be included in --- computing the distribution of profits, unless such shares are subject to a right of user or registered depository receipts for such shares have been issued. -----
5. The board of managing directors shall not make an interim distribution of profits unless the provision of paragraph 2 has been satisfied. -----

Dividends -----

Article 20 -----

The dividends paid on shares may be claimed by the shareholder one ----- month after approval of the annual accounts unless the general meeting ----- determines another period. Such claims shall become prescribed upon ----- expiry of a period of five years. -----

A dividend not claimed within a period of five years from the moment such -- claim may be entered shall vest in the company. -----

The General Meeting of Shareholders -----

Article 21 -----

1. General meetings of shareholders shall be held in Curaçao. -----
2. A general meeting shall be held annually within a period not exceeding -- nine months from the end of the company's financial year. -----

The following shall be treated during that meeting: -----

- a. the annual accounts; -----
 - b. proposals placed on the agenda by the board of managing directors or by one or more shareholders. Proposals by shareholders or other persons with the right to vote on shares must be submitted in writing, with an explanatory note, to the board of managing directors before - the notice convening the meeting is sent; -----
 - c. the designation of a person meant in paragraph 6 of article 14 of ---- these articles of incorporation; -----
 - d. any other business, on the understanding that no legally valid ----- resolutions may be passed in respect of business not specified in the notice convening the meeting as being on the agenda, or in any ----- supplementary convening notice sent within the period set for giving notice convening the meeting, unless the resolution is passed ----- unanimously at a meeting attended by every shareholder and any ---- other person who has a right to vote on shares, or at which such ----- persons are represented. -----
3. In respect of a decision establishing a period of extension within the ---- meaning of Article 17 paragraph 2 above the annual accounts and ----- annual report shall be treated in conformity with that decision. -----
 4. General meetings shall be held as frequently as the board of managing directors or the supervisory board, if any, convene them. The board of - managing directors shall be obliged to convene a general meeting when requested in writing with a detailed explanation of the business to be --- considered by one or more shareholders. -----

Convening the General Meeting -----

Article 22 -----

1. Each shareholder and each managing and supervisory director is ----- entitled to attend, either in person or by written proxy, the general ----- meeting and to address the meeting. -----
Shares for which no votes may be cast shall not be taken into account in determining to what extent a shareholder is present or represented. -----
2. The managing and supervisory directors and shareholders and the ----- persons who have a right to vote on shares shall be summoned to a ---- general meeting by written notice specifying a period of summons of at - least five days, excluding the day of dispatch and the day of receipt. The convening notice shall be sent to the addresses of the shareholders and the persons who have a right to vote on shares entered in the register of

shareholders. In case the address of one or more shareholders is not --- known, the convocation must be published in the official gazette of ----- Curaçao. -----

3. Without prejudice to the statutory provisions or the law relating to special decisions such as those in respect of legal merger and amendment of --- the articles of association, the convening notice shall state the business to be considered. -----
4. Each managing director and each supervisory director, if any, is ----- authorised to be present at the general meeting and as such he has a --- consultative voice. -----

Chairing the General Meeting -----

Article 23 -----

1. The general meeting shall be chaired by a person designated as ----- chairman by the general meeting. The minutes of the business ----- transacted at the general meeting shall be kept by the secretary ----- appointed by the general meeting. -----
2. The board of managing directors shall be empowered to order that a ----- notarial report of the business transacted at the general meeting shall be executed, the costs thereof to be borne by the company. -----
3. If a notarial report is not executed, the minutes of the business ----- transacted at the general meeting shall be signed by the chairman and - by the secretary who took the minutes during that meeting as complete and final. -----
4. The board of managing directors shall keep the minutes of the general -- meeting for a period of at least ten years at the office of the company for inspection by any shareholder or any other person who has a right of --- pledge or a usufructuary right on shares, at whose request a copy of ---- such minutes shall be issued at not more than cost price. -----

Passing of resolutions -----

Article 24 -----

1. Each share shall entitle the shareholder to cast one vote. -----
2. The resolutions of the general meeting shall be passed by an absolute -- majority of the votes cast, except in those cases where a greater ----- majority is required by these articles or by the law. -----
3. Votes shall be cast verbally in respect of business other than persons; --- votes cast in respect of persons shall be in writing and unsigned. If a ---- ballot in respect of persons fails to secure an absolute majority a second ballot shall be held between the two persons for whom the most votes --- were cast at the first ballot. -----
4. If a vote in respect of business other than persons results in a tie the ---- board of managing directors shall have the decisive vote. -----
If a vote in respect of persons results in a tie the proposal shall be ----- determined by the drawing of lots. -----
5. Blank votes shall be deemed not to have been cast. -----
6. No vote may be cast at the general meeting for a share held by the ----- company. -----

Shares which by virtue of the above possess no voting rights shall not be taken into account in determining to what extent capital is represented at the general meeting. -----

Passing of resolutions other than in a general meeting

Article 25

Any resolution that may be passed in a general meeting may also be taken outside such meeting provided every person entitled to attend the meeting has agreed in writing to this way of adopting resolutions without a meeting being held.

Special resolutions

Article 26

1. A resolution to amend these articles or to wind up the company shall be passed only in a general meeting at which not less than a minimum of two thirds of the issued capital is represented and by a majority of not less than three quarters of the votes cast.

A resolution to merge may only be taken unanimously at a general meeting of shareholders at which two thirds of the issued capital is represented.

2. If the capital referred to in the preceding paragraph is not represented another meeting shall be convened and shall be held within one month but not earlier than fifteen days of the first meeting at which and without reference to the capital there represented the resolution to amend the articles of incorporation or to dissolve the company may be passed by a majority of not less than three quarters of the votes cast, while the resolutions to merge shall be taken with unanimous vote.

The notice convening this meeting shall state that it is a second meeting.

Convening notices and other notices

Article 27

1. Convening notices and other notices sent by or to the company shall be in writing sent by mail, whether or not recorded, telefax or by e-mail. Messages intended for shareholders shall be sent to the address known to the company.
2. Notices that by virtue of law or the articles of association must be sent to the general meeting may be effected by inclusion in the notice convening the general meeting.

Dissolution

Article 28

1. Liquidation of the company upon its winding up shall be done by the board of managing directors, unless the general meeting determines otherwise.
2. These articles shall, as far as possible, remain in force during the liquidation. The provisions relating to managing directors shall apply to the liquidators.
3. Any credit balance in the liquidation account remaining after satisfaction of creditors shall be distributed to the shareholders pro rata to the shares held by each shareholder.
4. The company shall continue to exist after winding up to the extent that such continued existence shall be required for the purposes of liquidating the assets of the company only.

Final Provision

Article 29

Any powers not conferred on other persons shall, within the limits set by law and these articles, be vested in the general meeting. -----

Final Declaration -----

The appearer, acting as aforementioned, declared finally: -----

1. to hereby appoint the limited liability company **Dutch Antilles Management N.V.**, aforementioned, as managing director of the ----- company for the first time; -----
2. that the first financial year of the company starts today and shall end on December thirty-first, two thousand and twenty-two; -----
3. that hereby five hundred (500) shares, numbered 1 through 500, ----- representing a nominal capital of five thousand United States Dollars ---- (USD 5.000,00), are issued upon incorporation to the incorporator, which shares are hereby accepted in ownership by the appearer, acting as ---- aforementioned, under the obligation for the incorporator to pay at least five thousand United States Dollars (USD 5.000,00) to the company; ----
4. that according to the incorporator the equity of the company is at least --- equal to the nominal capital. -----

The appearer is known to me, civil law notary. -----

WHEREUPON THIS DEED is drawn up in one original in Curaçao on the --- date specified in the head of this deed. -----

The substantive contents of this deed having been communicated to the --- appearer, she has agreed to have been informed of the contents of this ---- deed and declined a full reading thereof. -----

Following an abridged reading, this deed is without further delay signed by - the appearer and by me, civil law notary. -----

Was signed: V.S. Mohan; H. Simon, not. -----



ISSUED AS A TRUE COPY!

A large, stylized handwritten signature in blue ink, consisting of a series of loops and a long, sweeping horizontal stroke extending to the right.

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: Curaçao

This public document

2. has been signed by Hady Thaddeus Gerardus Simon, LL.M.

3. acting in the capacity of civil law notary

4. bears the seal/stamp of said civil law notary

Mr. H. Th.G. Simon

Certified

5. at Curaçao

6. the

NOV 10 2021

7. Head Civil Status Register, Division

Ministry of Public Administration, Planning and Services

8. No.

7208

9. Seal/stamp:



10. Signature:

C.E. Liberia-Schoop
Head of Data Processing Department
Public Affairs



HE 429862

HE 44

THE COMPANIES LAW, CAP. 113
Section 15(1)

CERTIFICATE OF INCORPORATION

IT IS HEREBY CERTIFIED that,

O.R. PRIMETECH SERVICES LTD

has this day been incorporated under the Companies Law, Cap. 113 as a Limited Liability Company.

Given under my hand in Nicosia on the 31st of December, 2021

.....
Registrar of Companies

TRANSLATED TRUE COPY


for Registrar of Companies

13 January, 2022

ΚΥΠΡΙΑΚΗ
REPUBLIC



ΔΗΜΟΚΡΑΤΙΑ
OF CYPRUS

HE 429862

MINISTRY OF ENERGY, COMMERCE AND INDUSTRY
DEPARTMENT OF REGISTRAR OF
COMPANIES AND INTELLECTUAL PROPERTY
NICOSIA

13 January, 2022

CERTIFICATE

O.R. PRIMETECH SERVICES LTD

It is hereby certified that, in accordance with the records kept by this Department
the following are the Shareholders of the above Company :

Names and Addresses

Class (value)

No. of Shares

BOAR LANE MARKETING N.V.

Abraham De Veerstraat, 9

P.O.Box 3421, Curacao, Curacao

ORDINARY (EUR 1.00)

1000


for Registrar of Companies

Certificate No. 1

SHARE CERTIFICATE

1.000 Ordinary Shares

O.R. PRIMETECH SERVICES LTD

Incorporated under the Laws of the Republic of Cyprus, Cap. 113

AUTHORISED CAPITAL €1.000,00

Divided into 1.000 Ordinary shares of €1,00 each

This is to Certify that BOAR LANE MARKETING N.V. of ABRAHAM DE VEER STRAAT 9,
CURACAO, P.O. BOX 3421, CURACAO,
is the Registered Proprietor of **One Thousand Fully Paid Ordinary shares** of €1,00 each, in the above named
Company,
numbered **0001 - 1000** inclusive, subject to the Memorandum and Articles of Association of the Company,
Given under the Common Seal of the above Company, this 31st day of December 2021

Director:

ADRIAN ANCUTA

Secretary:

ADRIAN ANCUTA

No transfer of any of the above-mentioned Shares can be registered until the Certificate has been deposited at the Company's Registered Office.