

iGaming Cloud N.V.
Curaçao

Annual report 2023

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1. Report

1.1 General

iGaming Cloud N.V. (hereinafter: "the Company") was incorporated on December 30th, 2014 and is established in Curaçao.

Reporting period

These annual accounts have been compiled based on a reporting period of a calendar year.

Activities

The activities of the Company, having its legal seat at Curaçao, primarily consist of:

Managing and supporting gaming platforms for remote gaming, including software and hardware components of such platforms, whether for casino, poker or other games, whether to be operated through internet, mobile or interactive media

1.2 COMPILATION REPORT

2. Financial statements

2.1 Balance sheet as at 31 December 2023*(After proposal result)*

		12/31/23		12/31/22	
Assets		EUR		EUR	
Current assets					
Other receivables	1	72,102,914		66,598,645	
Amounts receivable		550,814		581,218	
Cash and cash equivalents	2	<u>7,625</u>		<u>4,043</u>	
		72,661,353			67,183,906
Total assets		<u>72,661,353</u>			<u>67,183,906</u>
		12/31/23		12/31/22	
Liabilities		EUR		EUR	
Shareholders equity					
Share capital	3	6,000		6,000	
Dividend distribution		-		(13,381,383)	
Retained earnings		1,226,715		1,285,347	
Result for the year		<u>(267,449)</u>		<u>(58,632)</u>	
		965,266			(12,148,668)
Current liabilities					
Accounts payable		8,354		759	
Other Liabilities	4	<u>71,687,733</u>		<u>79,331,815</u>	
		71,696,087			79,332,574
Total equity & liabilities		<u>72,661,353</u>			<u>67,183,906</u>

2.2 Statement of income and expenses for the year 2023

		2023	2022
		EUR	EUR
Turnover	5	103,201	87,604
Direct costs	6	<u>111,177</u>	<u>(10,517)</u>
Gross margin		(7,976)	98,121
Administrative expenses	7	<u>25,199</u>	<u>31,027</u>
		(25,199)	(31,027)
Operating result		<u>(33,175)</u>	<u>67,094</u>
Financial result (loss)	8	(234,274)	(125,726)
Result before tax		<u>(267,449)</u>	<u>(58,632)</u>
Tax		-	-
Net result for the period		<u><u>(267,449)</u></u>	<u><u>(58,632)</u></u>

2.3 Notes to the financial statements

General

The financial statements are prepared according to the stipulations in chapter 9 Book 2 of the Curaçao Civil Code and accounting principles generally accepted in the Netherlands.

Income and expenses are accounted for on accrual basis. Profit is only included when realized on balance sheet date. Liabilities and any losses originating before the end of the financial year are taken into account if they have become known before preparation of the financial statements.

Continuity

These financial statements have been prepared based on going concern basis. The going concern basis of presentation assumes that the company will continue its operations for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

Management is of the opinion, that the company's shareholders or other group companies will give the necessary support in case the assumption above mentioned is not realized. Consequently the Company has applied accounting principles based on going concerns.

Translation of foreign currency

Receivables, liabilities and obligations denominated in foreign currency are translated at the exchange rates prevailing at balance sheet date.

Transactions in foreign currency during the financial year are recognized in the financial statements at the exchange rates prevailing at transaction date. The exchange differences resulting from the translation as at balance sheet date, taking into account possible hedge transactions, are recorded in the profit and loss account.

Accounting policies in respect of the valuation of assets and liabilities

General

Valuation of assets and liabilities and determination of the result takes place under the historical cost convention, unless presented otherwise at the relevant principle for the specific balance sheet item, assets and liabilities are valued according to the cost model.

Financial fixed assets

Where significant influence is exercised, associated companies are valued under the net asset value method, but not lower than a nil value. This net asset value is based on the same accounting principles as applied by the Company.

Associated companies with negative net equity value are valued at nil. If the Company fully or partly guarantees the liabilities of the associated company concerned, or has the effective obligation respectively to enable the associated company to pay its (share of the) liabilities, a provision formed. Upon determining this provision, provisions for doubtful debts already deducted from receivables from associated company are taken into account.

Where no significant influence is exercised associated companies are valued at cost and if applicable less impairments in value.

Accounts receivable

Upon initial recognition the receivables are valued at fair value and then valued at amortized cost. The fair value and amortized cost equal the face value. Provisions deemed necessary for possible bad debt losses are deducted. These provisions are determined by individual assessment of the receivables.

Equity

Financial instruments are classified as equity, if they have the substance of equity instruments; the legal form is of no consequence.

Current liabilities

Upon initial recognition, current liabilities are stated at fair value and then valued at amortized cost.

Accounting policies in respect of determination

Turnover

Turnover represents amounts invoiced for goods and services supplied during the financial year reported on, net of discounts and value added taxes. Revenues from services are recognized in proportion to the services rendered. The cost price of these services is allocated to the same period.

Other operating expenses

Costs are taken into account under the historical cost convention and allocated to the period concerned.

Net financial result

Interest income and expenses consist of interest received from or paid to third parties.

Taxation

Corporate income tax is calculated at the applicable rate on the result for the financial year, taking into account permanent differences between profit calculated according to the financial statements and profit calculated for taxation purposes, and with which deferred tax assets (if applicable) are only valued insofar as their realization is likely.

2.4 Notes to the balance sheet

	12/31/23 EUR	12/31/22 EUR
1. Other receivables		
C/A Silvereye Entertainment	2,858,073	2,444,821
C/A Gaming innovation group	6,029,809	5,870,809
C/A NV secure trade	-	0.18
C/A Rebel Penguin Aps	715,297	715,741
C/A Gig Properties Ltd.	-	148,985
C/A Betit operations Ltd.	11,587,669	11,587,669
C/A iGaming Malta	50,689,066	45,795,620
Loan Gig Inc.	168,000	-
Prepaid expenses	-	0.02
Accrued income	55,000	35,000
	<u>72,102,914</u>	<u>66,598,645</u>
	12/31/23 EUR	12/31/22 EUR
2. Cash and cash equivalents		
Andaria bank	6,784	99
Wester Union bank	841	3,944
	<u>7,625</u>	<u>4,043</u>

3. Shareholders equity

The capital of the company consists of 6,000 shares with a nominal value of EUR 1 each.

Movements in equity were as follows:

	Issued Share capital	Movements	Total
	EUR	EUR	EUR
Balance as at January 1 st	6,000	1,226,715	1,232,715
Result for the year	-	(267,449)	(267,449)
			-
Balance as at December 31 st	<u>6,000</u>	<u>959,266</u>	<u>965,266</u>

	12/31/23	12/31/22
	EUR	EUR
4. Other Liabilities		
C/A Innovation Labs ltd.	43,223,500	43,507,096
C/A Downright Marketing (BVI)	-	0.32
C/A IGC NV	3	3
Provision of bad debts	3	3
C/A Gig Central Services ltd.	7,691,529	7,992,182
C/A Pronzo entertainment B.V.	-	0.04
C/A iGaming Cloud Inc	264,034	343,501
C/A iGaming Cloud Slu	718,474	718,475
C/A iGaming Cloud Gibraltar	-	0.11
C/A OddsModel	1,035,847	1,145,384
C/A MT Secure trade	18,754,343	25,625,171
	<u>71,687,733</u>	<u>79,331,815</u>

2.5 Notes to the statement of income and expenses

	2023	2022
	EUR	EUR
5. Turnover		
IGC Revenue	3,439,988	2,978,609
Rev. share Joint Venture	(3,336,787)	(2,891,005)
	<u>103,201</u>	<u>87,604</u>
6. Direct costs		
Game provider fees	-	(10,517)
Software license fees	111,177	-
	<u>111,177</u>	<u>(10,517)</u>
7. Administrative expenses		
Bank charges	13,579	18,360
Notary expense	-	515
Accountancy	5,548	4,764
Tax services	1,115	1,950
Corporate services	1,168	1,634
Other General expenses	209	489
Chamber of commerce	105	90
Standard management disbursement	2,900	2,650
License fees National Bank	75	75
Domiciliation & Compliance fee	500	500
	<u>25,199</u>	<u>31,027</u>
8. Financial result (loss)		
Miscellaneous Gains/Losses	126,611	-
Other expenses	148,985	-
Provision of bad debts	60,000	160,000
Unrealized exchange difference	(101,322)	(34,274)
	<u>234,274</u>	<u>125,726</u>

3. Other Information

3.1 Statutory provision regarding appropriation of result

In the articles of incorporation it states that the profit shall be at free disposal of the general meeting. Any distribution of the profit shall be made after approval of the annual account. Consequently the following has been presented concerning the appropriation of the result.

3.2 Appropriation of result

The management of the company proposes to appropriate the result as follows:

The negative result for the year 2023 in the amount of EUR 267,449 will be deducted from the other reserves.

This proposal needs to be determined by the General Meeting and has therefore not yet been processed in the annual accounts 2023 for the company.

3.3 Subsequent events

There are no events after the balance sheet date that have significant impact on these financial statements, that require further disclosure.

Name:

Position:

Signature:

Guardian Corporation Curaçao B.V.

Statutory Director

Richard John Carter

Statutory Director
