

BUSINESS PLAN

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FOR

Spinola Ventures B.V.

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1. Confidentiality Statement

The information contained herein is confidential between Spinola Ventures B.V. and Gaming Curacao Board (hereinafter 'GCB'). This document contains private information that may not be divulged or discussed with anyone outside the organizations without written consent from Spinola Ventures Group. The information contained herein shall limitedly and exclusively be used for the purpose it is being provided, that is, the issuance of a remote gaming B2C license from the Gaming Control Board, Curacao.

2. Brief Overview

The Business Plan indicates Spinola Ventures B.V. Ltd (the "Company") current overview of the Business Services, Company Management Structure, Business Forecasts, and the overall strategy.

The Company's intention is to offer a full Casino B2C product, including Slots, Table Games and Live Casino and a Sportsbook. The eligible registered users are individuals over the age of 18 who are in jurisdictions where online gambling on websites operated by a Curacao licensed entities is not prohibited by law.

3. Description of the Company

3.1. Type of License

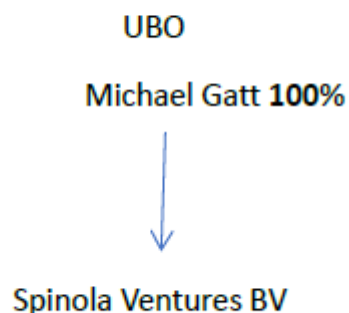
The license requested by the Company is a B2C License.

3.2. Products

The games offered are segmented into Casino Games, Live Casino Games and Sportsbook.

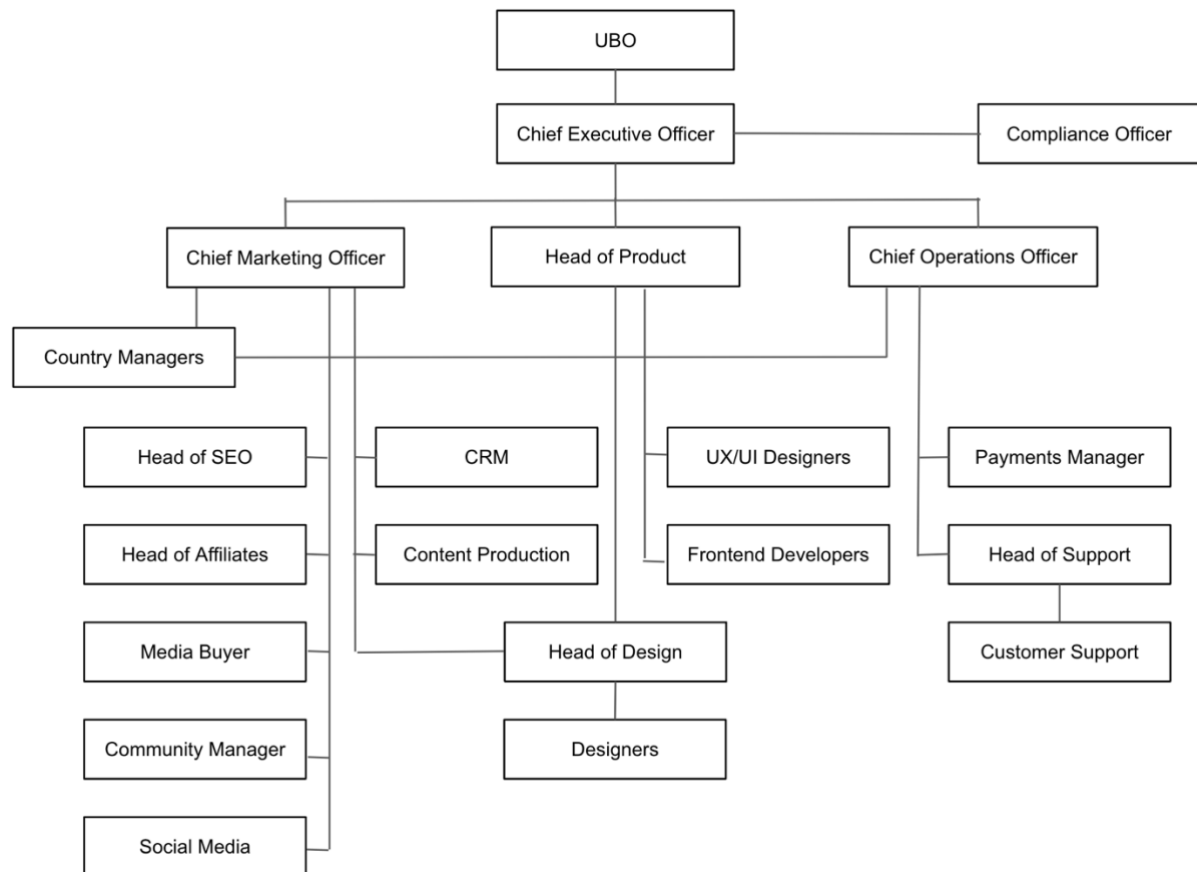
4. Group Structure

Spinola Ventures BV Group Structure



5. The Management Team & Controls

The team behind the Company has been operating in the respective industries for several years with leading operators in the market and brings a wealth of experience and expertise to this venture.



Basic management and financial control can be summarized by the points below:

1. Maintain all relevant back-up documents or receipts in both digital copy and hard copy for all transactions. – **CFO**
2. Monthly/Annual Financial Reports and Audit Responsibility - **CFO**
3. Ensure that all funds intended for the Company are received, promptly deposited, properly recorded, reconciled, and kept under adequate security. **CFO**
4. Support files are maintained in a secured area and restricted to appropriate personnel. **CCO**
5. Drive revenue by developing sales through marketing activities / Structure of Marketing Department / Negotiation of Marketing contracts / Overall strategy – **CEO**

6. AML procedures, Terms and Conditions, Self-Exclusion Policy, Dispute Resolution, KYC Policies, Bonus Policies, Overall compliance with GCB regulations, monthly fee contributions and other general compliance will all be done in house – **CCO, CMO**
7. Customer support, Fraud Policy and Procedures, PSP management, Responsible Gambling, Other day to day issues – **CPO, CCO, CEO**
8. Tax filing, Audit of Financial Statements, Tax payable will all be the responsibility of G-Force Corporate Services B.V. G-Force will ensure compliance with legal and local regulatory requirements, including the GCB. They will also provide us with expert guidance and support Spinola Ventures's B.V. operations. We understand that corporate governance is crucial for the success and sustainability of Spinola Ventures BV.

6. Overview of the Software

Spinola Ventures B.V. currently uses the Playtech Software, through a Software License & Services Agreement that it has with Sunflower. The Playtech Software is considered to be a robust back-office system to manage and Spinola Ventures N.V.

Playtech's award-winning player management platform, the Information Management Solution (IMS), allows operators full visibility and control of the entire player lifecycle from one centralised point for all operational needs. A single account overview gives operators the capabilities and flexibility to tailor data-driven communication to player segments or even individual players, increasing the relevance of marketing activity to streamline costs and resources. IMS delivers an enhanced player experience through the unique omni-channel capabilities, allowing players to seamlessly transition across games and platforms via a single account and wallet.

Player engagement and CRM toolset includes the real-time Player Journey canvas, Campaign Planner for scheduled marketing and communication, and real-time clustering engine, which allows to build data-driven player clusters with dynamic auto-selection.

IMS works in conjunction with Playtech Protect which brings together Playtech's safer and responsible gambling and compliance technology, tools and services, allowing operators to combine the power of BetBuddy's sophisticated machine learning-driven insights with the personalised communication capabilities of IMS. Tools such as in-game and onsite messaging, proactive chat, push messaging, plus direct email and SMS communication offer a vital way to proactively address player risk, helping to build a safer environment for all. Access to services from TruNarrative, our preferred partner for player onboarding, compliance and risk management services, is available through IMS via our SAAS program.

The back office software provides full management tools; from accessing all the players info, tools to manage all the communication, fraud & risk tools to

manage all the fraud aspects including money laundering, processing tools to manage and optimize all the different payment providers and payment methods, CRM managements including the control of all communication to the members including emails, pop up messages, chat and text and all the gaming providers.

6.1. Payment Service Providers (PSPs)

We are already using all the necessary PSPs for our target markets. As we will be using the same platform, as <https://www.888casino-gcc.com/en/home> one would be able to see all the Deposits and Payout Methods.

6.2. Know Your Customer and User Due Diligence

Know your customer (KYC) and anti-money laundering (AML) are not only just regulatory obligations that online casinos are required to implement, but such processes also safeguard the Company against account takeover attacks and money laundering efforts. The KYC process involves the players uploading the necessary documentation to verify their personal information, and in some cases, the source of the funds being deposited to their player accounts. The Company's structured KYC process will be used for:

- **Identity Verification:** As per the basic requirement of the CDD, it is imperative to identify and verify the player's identity, all while keeping personal data secure.
- **Age Verification:** It is important to verify the age of the onboarded players to comply with the geographically varying minimum age requirements.
- **Ongoing Monitoring:** Continuous AML monitoring for high-risk clients and identification of suspicious gaming and gambling patterns such as re-checking of early withdrawals.
- **Risk-Based CDD:** For optimum resource allocation, it is imperative to apply different levels of Customer Due Diligence on a Risk sensitive basis.
- **Transaction Monitoring:** The Playtech monitoring software as a service tool allows for easy-to-use case to track and manage alerts and notifications. Moreover, our advanced machine learning and network analytics-based Risk Rating Engine considers hundreds of attributes, behaviors, relationships, and adverse media intelligence to assess the customer risk on an ongoing and dynamic basis and alert you of trends.

6.3. Anti Money Laundering & Counter Terrorist Financing

Online gaming may be used as a means of laundering funds that have been generated from criminal activities which often involve cross-border organized crimes. Criminals abuse the system by obscuring the link between the funds that have been generated and the original criminal

activity. Having a comprehensive compliance program in place, particularly for anti-money laundering, is not only a legal requirement in most jurisdictions but good business practice to protect the company as best possible from being an accomplice in any potential criminal activity.

Additionally, cyber criminals are constantly looking for new ways to target online businesses to facilitate money laundering and the online gaming sector is an attractive one for such crimes. Games such as online poker and instances whereby possessing multiple accounts with the same operator would be possible, are all ways how money can be laundered. One of the most common occurrences is where funds are deposited into one account and then withdrawn from a legitimate account to mask the original source of the money.

Different online gambling licenses require different measures to combat money laundering. Although the levels of requirements vary from one jurisdiction to another, it is always considered as good practice to have the necessary AML tools and processes in place to perform all the adequate checks on the identity of the customer and the source of funds deposited to their player account.

The Company shall apply for a Curacao Sub License; thus, it shall ensure its compliance with the following AML legislative documents:

- National Ordinance on Identification when rendering Services (Landsverordening identificatie bij dienstverlening, N.G. 2010, no. 40 as last amended by N.G. 2015, no. 69);
- National Ordinance on the Reporting of Unusual Transactions (Landsverordening Melding Ongebruikelijke Transacties, N.G. 2010, no. 41 as last amended by N.G. 2015, no. 68);
- Regulations for Anti-Money Laundering and Combating the Financing of Terrorism (AML/CFT) issued by the Gaming Control Board.

In essence, the Company shall establish and maintain an AML compliance program and shall have clear policies and procedures which shall *inter alia* include:

- Business Risk Assessment.
- AML Policy establishing the rules that the Company shall follow in relation to: organizational structure, onboarding of the players, levels of applicable CDD requests depending on the risk level of each individual player; ongoing monitoring of CDD and transactions; sanction screening; roles and responsibilities of all stakeholders; reposting of unusual and suspicious transactions, record keeping and employee screening and training.
- AML Procedure – step by step procedures for execution on the rules established by the AML Policy.

6.4. Performing KYC and AML checks

Today's technology allows operators to integrate specific specialized tools to their platforms to ensure that AML and KYC (Know Your Customer) processes such as the ones required by regulated jurisdictions. The KYC and AML processes are streamlined and automated for the players to go through whilst using the online casino or sports betting products. Such processes include:

- Real person checks with facial verification,
- Automated documents verification checks,
- Document validation and counterchecking.

All the tools needed to process transfer of funds in line with regulations and adhering the business to the several requirements by specific jurisdictions are built by integrating various tools to the platform that will automate most of these procedures. This provides a solid and substantial process to ensure that all deposited player funds are legitimate.

7. Marketing Research and Plan

The following key targets will be achieved by Spinola Ventures of operation:

- Become one of the top Emerging markets brands
- Excellence in our affiliate and distribution channels

7.1. Industry Analysis

While revenues of brick-and-mortar casinos plummeted during the COVID-19 pandemic, online gambling continued to thrive, and has been continuing to do so since. The Global online gambling market size was valued at USD 57 billion in 2021. It is estimated to reach USD 153 billion by 2030, growing at a CAGR of 11.7% during the forecast period (2022–2030). Europe accounts for the largest market share and is estimated to grow at a CAGR of 12% over the forecast period.

The widespread availability of low-cost mobile applications for online gaming and betting is anticipated to drive market expansion throughout the forecast period. In addition, increasing internet penetration is expected to increase the use of online gaming platforms worldwide. This is leading to a rise in global investments in online gambling platforms and the number of live casinos. In addition, the growing popularity of the freemium business model is anticipated to fuel market expansion throughout the forecast period.

Additionally, the success of the online casino industry depends on using modern technologies. The number of sites that work and use cryptocurrency as a payment method is growing. This is due to higher level of security, transparency, transaction convenience, speed and cost efficiency, privacy and many more benefits that cryptocurrencies bring to the table.

Gamification and personalization capabilities, based on AI, are also gaining momentum.

7.2. Swot Analysis

Strengths

- Strong record in successful product innovation related to relevant fields – software development, marketing, growth, customer care.
- State-of-the-art functionality and user experience with Playtech platform
- Legacy-free technology and tools.
- Experienced team (founders and core team members) having several years of experience in the industry.
- Strong distribution and affiliate network.

Weaknesses

- New games are continuously being launched on the market.
- New markets which we may not know too well

Opportunities

- Both iGaming and Crypto markets are rising with high projected market sizes in years to come.
- The company is focusing on further innovation due to rapid changing trends and technology development.
- State of the art platform provider, regarded as one of the best in the industry
- Implementation of additional gaming verticals, such as sports betting, social gaming, poker, bingo, and more.
- The technology, the platform, and the processes are built to adapt to change and jurisdictional regulation needs.

Threats

- Strong and well-established competition.
- Competitors
- Major changes in regulatory regimes.

7.3. Marketing Strategy

The marketing for the brand and the product will be prudently planned to reach the targeted audiences in the specific target markets. The target markets will include selected emerging markets, mostly the middle east. The brand will be featured across trusted publishers to gain the trust from audiences in target markets by creating a granular approach from a language and content perspective. The Company's marketing team will

focus on creating informative content and target its communication across every language that the product caters for.

Marketing Plan by Channel:

The marketing channels in the marketing mix are predominately digital advertising channels through which online gambling brands and products can be promoted according to the laws of the targeted geographical region. The main channels in the marketing mix are:

7.3.1. Search Engine Optimization

The behavior of most internet users when looking for anything online is to open a search engine app or browser and type their search in the search field. This behavior is done even if the user knows the website which he/she wants to visit. The results presented by the Search Engine are the most likely the links that the users chose to click to find what they are looking for. Thus, Search Engine Optimization is the most crucial and first step where online marketing forces should be focused. Brand Protection is also an additional benefit from an early focus and investment in SEO. When new brands launch, it is easy for affiliates to rank for the brand keyword before the brand itself. A good SEO plan will limit the affiliate forces to rank for the brand name keyword.

7.3.2. Affiliates

In our key markets, Affiliation is the main driver to reach target audiences and gain for short term profitability. Affiliates benefit from being able to rank for search keywords before operators and can hence direct large volumes of traffic to the operators which give them the best deal. Most Affiliate Marketing publishers offer comparison sites for online gambling brands and products to inform their audiences about the most adequate gambling site for their likes and needs. We consider partnering up with affiliates who publish trusted and reliable information on online gambling brands and products towards our target audiences. Affiliate Marketing would be managed by dedicated Affiliate Managers.

7.3.3. Influencers and Live Streaming

Influencers and Live Streamers who have a vast following from target audiences can be engaged across Community platforms, Social Media platforms, and Content platforms. Engaging with such influencers to promote the white label brands enables targeting specific audiences in specific markets who associate themselves with the influencers and would be exposed to the brand. Influencer marketing campaigns would be managed by Community Managers or the relevant Area Managers.

7.3.4. Public Relations

As a new player in a very competitive industry, it is essential to be visible across industry-related media publishers both for external stakeholders and potential clients to increase the public's trust in the company. This entails

continuously having up to date news to share about the Company and utilizing the contacts with industry media publishers to feature this news.

7.3.5. Branding Guidelines

The Company believes in establishing a strong and trusted position in the market and has an excellent history in this regard, with respect to the marketing team together with the product designers, identify and clarify a brand book which specifies how any visual presence of the corporate identity is communicated and published across all channels. A brand book will be created as a guideline to represent the brand in the best way possible and to clarify the:

- Corporate logo variations
- Colors palette.
- Consistent fonts.
- Brand content language.
- UI that includes a Logo, headline and content positioning, length, and language.

All the above should be streamlined and follow the pre-determined rules to create harmony across all published media and set the company perception for the audiences.

8. Market Locations

The company aims to welcome a global audience to enjoy the games offered through its gaming platform. The product will initially be offered in Kuwait, United Arab Emirates, Oman, Jordan, Egypt, LATAM, and jurisdictions that do not fall within the list of restricted territories.

The list of restricted territories includes but will not be limited to: Afghanistan, Aruba, Australia, Belarus, Belgium, Bonaire, China, Côte d'Ivoire, Curaçao, Democratic Republic of the Congo, France, Germany, Iran, Iraq, Italy, Israel, Liberia, Malta, Netherlands, North Korea, Sudan, Syria, Trinidad and Tobago, United Kingdom, United States and its dependencies, military bases and territories, Yemen, and Zimbabwe.

9. Financial Forecast

The company plans to invest a decent sum over three years to build the product, run the operation and promote the company's brand/s. The focus will

be on recruiting top talent to the company and investing in and partnering with the most appropriate marketing sources.

USD	2024	2025	2026
NGR	14,739,777	42,192,743	50,157,466
Marketing Costs	7,223,131	25,721,549	26,629,197
Processing Costs	1,258,680	2,340,107	2,525,322
Royalties	1,284,886	3,612,203	5,457,271
Operational & Other Expenses	4,788,287	9,999,590	14,280,179
CAPEX	80,000	-	-
Net Profit	104,785	519,294	1,265,497