

Rapture B.V.
Curaçao

Annual report 2022



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1. Report

1.1 General

Rapture B.V. (hereinafter: "the Company") was incorporated on December 9th, 2020 and is established in Curaçao.

Reporting period

These annual accounts have been prepared for the financial year ended on 31 December 2022.

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.

To the board of directors and the shareholders of
Rapture B.V.
Curaçao

ACCOUNTANT'S COMPILATION REPORT

The financial statements of Rapture B.V. based in Curaçao have been compiled by us using the information provided by you. The financial statements comprise the balance sheet as at 31 December 2022 and the profit and loss account for the year 2022 with the accompanying explanatory notes. These notes include a summary of the accounting policies which have been applied.

This compilation engagement has been performed by us in accordance with Curaçao law, including the Dutch Standard 4410, 'Compilation engagements', which is applicable to accountants. The standard requires us to assist you in the preparation and presentation of the financial statements in accordance with Part 9 of Book 2 of the Curaçao Civil Code. To this end we have applied our professional expertise in accounting and financial reporting.

In a compilation engagement, you are responsible for ensuring that you provide us with all relevant information and that this information is correct. Therefore, we have conducted our work, in accordance with the applicable regulations, on the assumption that you have fulfilled your responsibility. To conclude our work, we have read the financial statements as a whole to consider whether the financial statements as presented correspond with our understanding Rapture B.V. We have not performed any audit or review procedures which would enable us to express an opinion or a conclusion as to the fair presentation of the financial statements.

During this engagement we have complied with the relevant ethical requirements prescribed by the 'Verordening Gedrags- en Beroepsregels Accountants' (VGBA, Dutch Code of Ethics). You and other users of these financial statements may therefore assume that we have conducted the engagement in a professional, competent and objective manner and with due care and integrity and that we will treat all information provided to us as confidential.

Willemstad, October 31, 2023
ICAS B.V.
namens deze



Magdi Shaker M.Sc R.A
Reference: 231031/S22/MS/RB

2. Financial statements

2.1 Balance sheet as at 31 December 2022*(After proposal result)*

Assets		31-Dec-22	31-Dec-21
		EUR	EUR
Financial assets			
Investment in subsidiaries	1	700	1,000
Current assets			
CEG Retainer		75,000	-
Prepaid tax retainer		1,000	-
Cash and cash equivalents	2	111,203	-
		187,203	-
Total assets		187,903	1,000
Liabilities			
		31-Dec-22	31-Dec-21
		EUR	EUR
Shareholders equity			
Share capital	3	100	100
Retained earnings		(13,766)	-
Result for the year		(28,199)	(13,766)
		(41,865)	(13,666)
Current liabilities			
Accounts payable		66,101	2,746
Loan Playdom		150,000	-
Accrued expenses		2,050	1,700
Related parties	4	11,617	10,220
		229,768	14,666
Total equity & liabilities		187,903	1,000

2.2 Statement of income and expenses for the year 2022

		<u>2022</u>	<u>2021</u>
		<u>EUR</u>	<u>EUR</u>
Turnover	5	249,526	-
Direct costs	6	265,054	397
Gross margin		(15,528)	(397)
IT and other operating expenses	7	19,255	750
Administrative and general expenses	8	81,675	12,619
		(100,930)	(13,369)
Operating result		(116,458)	(13,766)
Financial result	9	88,259	-
Result before tax		(28,199)	(13,766)
Tax		-	-
Net result for the period		<u>(28,199)</u>	<u>(13,766)</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 concerns 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.

List of capital interests

Rapture B.V has capital interests in the following companies:

<u>Name:</u>	<u>Statutory seat</u>	<u>Issued share capital</u>
Goldrapture Processing Ltd	Cyprus	100%

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.

Accruals and deferred income

Upon initial recognition, accruals and deferred income are stated at fair value and then valued at amortized costs.

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

1. Investment in subsidiaries

The Company is holder of 1,000 ordinary shares of nominal value EUR 1 each in the share capital of Goldrapture Processing Ltd. incorporated on February 9th 2021, registered at Boumpoulinas, 1-3 Bouboulina Building, Flat/Office 42 1060, nicosia, Cyprus.

	31-Dec-22 EUR	31-Dec-21 EUR
Opening balance	1,000	1,000
Adjustment subsidiary	(427)	-
Result for the year	127	-
	<u>700</u>	<u>1,000</u>

	31-Dec-22 EUR	31-Dec-21 EUR
2. Cash and cash equivalents		
Dream Finance ou	54,104	-
Kingdom bank	1,840	-
Guru pay bank	410	-
Muvon bank	25,188	-
Paydo bank	776	-
Violet bank	346	-
Muchbetter	2,861	-
ECOM	144	-
Paper Inc.	(205)	-
Force Soft DMCC	25,739	-
	<u>111,203</u>	<u>-</u>

3. Shareholders equity

The capital of the company consists of 100 shares with a nominal value of EUR 1 each.

Movements in equity were as follows:

	Issued Share capital	Retained earnings	Total
	EUR	EUR	EUR
Balance as at January 1 st	100	(13,766)	(13,666)
Movement	-	(28,199)	(28,199)
			-
Balance as at December 31 st	<u>100</u>	<u>(41,965)</u>	<u>(41,865)</u>

	31-Dec-22 EUR	31-Dec-21 EUR
4. Related parties		
C/A Playdom B.V.	9,320	9,320
C/A Goldrapture Processing Ltd.	1,000	-
C/A shareholder	1,297	900
	<u>11,617</u>	<u>10,220</u>

2.5 Notes to the statement of income and expenses

	<u>2022</u>	<u>2021</u>
	EUR	EUR
5. Turnover		
Revenue	339,056	-
Payouts to players	(89,530)	-
	<u>249,526</u>	<u>-</u>
6. Direct costs		
Merchant fees	39,955	-
Agent billing fees	8,000	-
Software fees	32,801	-
Set up license fees	36,372	-
Web fees	14,247	397
Domain fees	12,448	-
Advertising expenses	120,353	-
Commission affiliates	878	-
	<u>265,054</u>	<u>397</u>
7. IT and other operating expenses		
IP licensing and compliance	12,500	-
ICT maintaining & compliance	6,755	750
	<u>19,255</u>	<u>750</u>
8. Administrative and general expenses		
Corporate services	45,815	680
Consultancy expenses	2,480	
Notary expenses	3,240	1,630
Accountancy fees	1,748	950
Tax services	925	750
Bank charges	15,582	-
Professional services	7,757	6,420
Other general expenses	1,068	56
Chamber of Commerce	135	-
Standard incorporation fees	-	-
Standard management fees	2,500	1,708
License fees National Bank	75	75
Domiciliation fees	350	350
	<u>81,675</u>	<u>12,619</u>
9. Financial result (expenses)		
Unrealized exchange difference	88,559	-
Result subsidiary	127	-
Adjustment subsidiary	(427)	-
	<u>88,259</u>	<u>-</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 2022 in the amount of EUR 28,199 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 2022 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

