

RIOTECH N.V.

FINANCIAL STATEMENTS

Year Ended December 31, 2023

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FINANCIAL STATEMENTS

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GENERAL INFORMATION

Director(s)
Odin Trust B.V.

Registered address
Dr. M.J. Hugenholtzweg 25, Unit 11
Willemstad
Curaçao

Company Registration Number
135400

Incorporation Date
March 18, 2015

Nominal Capital
1,000 share(s) with a nominal value of USD 1.00 each

RIOTECH N.V.
COMPILATION REPORT
for the financial year ended December 31, 2023

**To the Board of Directors of
Riotech N.V.**

Dr. M.J. Hugenholtzweg 25, Unit 11
Willemstad
Curaçao

We have compiled the accompanying balance sheet and income statement of Riotech N.V. for the year ended December 31, 2023, in accordance with applicable accounting standards generally accepted and the provisions of Book 2 Curaçao Civil Code.

The objective of a compilation is to assist management in presenting financial information in the form of financial statements without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements.

We have not audited or reviewed the accompanying financial statements of Riotech N.V. and accordingly, do not express an opinion or any other form of assurance on them.

Management is responsible for the preparation and fair presentation of the accompanying financial statements of Riotech N.V.

Willemstad, Curaçao



Aggregate Corporate Services B.V.

November 04, 2024

RIOTECH N.V.
DIRECTORS' REPORT
for the financial year ended December 31, 2023

The board of directors is pleased to present its report to the shareholder(s) together with the financial statements of Riotech N.V. for the financial year ended December 31, 2023.

Principal activities

Riotech N.V. is a company incorporated and domiciled in Curaçao, Dutch Caribbean, with registered office at Dr. M.J. Hugenholtzweg 25, Unit 11, Willemstad, Curaçao. The Company is engaged in organizing, marketing, promoting, managing, supporting and operating all types of remote gaming activities, comprising all types of games, betting and other operation of betting exchange, interactive casinos, bingos, lotteries, poker and other interactive games for clients established or residing outside of Curaçao.

Results and appropriations

The results of the Company for the year ended December 31, 2023 are set out in the Company's financial statements on page 4. No interim dividend has been issued during the financial year and the directors do not recommend distribution of a final dividend.

Fiscal position

The Company is subject to Profit Tax Ordinance 1940.

As of January 1, 2023, companies subject to the Profit Tax Ordinance 1940 are subject to a 15% profit tax on the first ANG 500,000 of taxable domestic profit, while a rate of 22% is applicable to any taxable domestic profit exceeding this amount. To determine whether income is considered domestic or non-domestic, the profit before indirect cost is allocated to either domestic or non-domestic based on causal (local/foreign) expenses excluding cost of materials.

Current and post balance sheet events

During 2023, the value of BTC increased by approximately 154%, resulting in a mayor exchange gain for the Company.

Statement by directors

Odin Trust B.V. in its capacity as sole director of the company, do hereby state that, in its opinion:

- (i) the financial statements and the notes to the financial statements are drawn up so as to give a true and fair view of the state of affairs of the Company as at December 31, 2023 and the results of the Company for the year ended on that date, and
- (ii) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

For and on behalf of the board of directors:



Odin Trust B.V.
Director
November 04, 2024

RIOTECH N.V.
BALANCE SHEET
As at: December 31, 2023
before allocation of the result of the year

	notes	EUR 12.31.2023	EUR 12.31.2022
ASSETS			
Non-current assets			
Financial assets	3	5,099	5,099
Total non-current assets		5,099	5,099
Current assets			
Trade accounts and other receivables	4	4,698,636	2,629,018
Prepayments		4,793	4,793
Total Current assets		4,703,429	2,633,811
TOTAL ASSETS		4,708,528	2,638,910
SHAREHOLDERS' EQUITY AND LIABILITIES			
Shareholders' Equity			
Nominal Capital	5	835	835
Retained earnings		2,523,022	3,845,344
Current year result		2,024,665	(1,322,322)
Total Shareholders' Equity		4,548,522	2,523,857
Current liabilities			
Trade accounts and other payables	6	160,006	115,053
Total current liabilities		160,006	115,053
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES		4,708,528	2,638,910

Approved by

Name: Odin Trust B.V.

Title: Director

The accompanying notes are an integral part of these financial statements.

RIOTECH N.V.
INCOME STATEMENT
For the period ending December 31, 2023

	notes	EUR 2023	EUR 2022
Income			
Wagering income		3,991,659	2,488,833
Direct costs	7	(3,537,678)	(2,324,451)
Gross Profit/ (Loss)		453,981	164,382
Other income		3,288	-
Income before Operating Expenses		457,269	164,382
Expenses			
Legal and professional services		8,008	18,034
Accounting and tax services		2,500	2,500
Marketing expenses		15,091	-
Other administrative expenses		1,050	7,170
		26,649	27,704
Operating Result		430,620	136,678
Foreign exchange gains/ (losses)		1,594,045	(1,459,000)
Result before Taxes		2,024,665	(1,322,322)
Income tax expense		-	-
Net Profit/(Loss)		2,024,665	(1,322,322)

Approved by

Name: Odin Trust B.V.
Title: Director

The accompanying notes are an integral part of these financial statements.

RIOTECH N.V.
NOTES TO THE FINANCIAL STATEMENTS
For the period January 1, 2023 through December 31, 2023

1 General Information

Riotech N.V. was incorporated on March 18, 2015. The Company is a limited liability company and domiciled in Curaçao, Dutch Caribbean.

The principal activities of the Company are that of organizing, marketing, promoting, managing, supporting and operating all types of remote gaming activities, comprising all types of games, betting and other operation of betting exchange, interactive casinos, bingos, lotteries, poker and other interactive games for clients established or residing outside of Curaçao.

The Company is registered with the Curacao Chamber of Commerce under number 135400.

2 General Accounting Principles

Basis of Preparation

The Financial Statements have been prepared in accordance with applicable accounting standards generally accepted and the provision of Book 2 Curaçao Civil Code. They have been prepared under the historical cost basis. Unless stated otherwise, all assets and liabilities are stated at their nominal value.

Accounting Method

The financial statements are prepared using the accrual method of accounting. In accordance with this method of accounting, revenue is recognized in the period in which it is earned and expenses are recognized in the period in which they are incurred.

Foreign Currencies

The financial statements are presented in Euros (EUR or €). Foreign currency transactions are translated into the functional currency using daily ECB exchange rates. Exchange differences arising on the settlement of monetary items are recognized as realized foreign exchange gains or losses on the income statement. Exchange differences arising on translating monetary items at the end of the reporting period are recognised as unrealized financial gains or losses.

Revenue

Revenue represents player losses (bets min wins) during the respective year.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand. All cash is directly available to the Company.

Taxes

Profit tax liabilities for the current and prior periods are measured at the amount expected to be paid to the taxation authorities. Current profit taxes are recognised in the income statement and are adjusted for any differences between the estimated and actual tax payable in prior years.

3 Financial assets

	EUR 2023	EUR 2022
Karoliana LP	99	99
Riofin Limited	5,000	5,000
	5,099	5,099

Represents 100% shareholding in the respective company.

RIOTECH N.V.
NOTES TO THE FINANCIAL STATEMENTS
For the period January 1, 2023 through December 31, 2023

	EUR 2023	EUR 2022
4 Trade accounts and other receivables		
Receivable related parties		
Karoliana LP	11,400	11,400
Riofin Limited	143,022	194,608
Riofin Limited - PSP merchant balances	465,066	510,642
	619,488	716,650
Other receivables		
PSP Merchant accounts	408,021	592,315
Cryptoholdings	3,671,127	1,320,053
	4,079,148	1,912,368
	4.698.636	2.629.018

5 Shareholders' Equity						EUR 2023	EUR 2022
	CAPITAL STOCK			Additional Paid-in Capital	Accum. Results	Total Shareholders' equity	Total Shareholders' equity
	Common Stock	Preferred Stock	Amount Paid up				
Balance at Jan 01	1000	0 €	835	€ -	€ 2,523,022	€ 2,523,857	€ 3,846,179
Issued capital	0	0 €	-	€ -	€ -	€ -	€ -
Paid-in Surplus	0	0 €	-	€ -	€ -	€ -	€ -
Net Result for the year	0	0 €	-	€ -	€ 2,024,665	€ 2,024,665	€ (1,322,322)
Balance at Dec 31	1000	0 €	835	€ -	€ 4,547,687	€ 4,548,522	€ 2,523,857

	EUR 2023	EUR 2022
6 Trade accounts and other payables		
Trade accounts		
Creditors	57,107	33,650
Player balances	23,215	4,219
	80,322	37,869
Payable related parties		
Shareholder	61,143	61,143
	61,143	61,143
Other receivables		
Profit tax due	1,158	1,158
Other payables	9,883	9,883
Accrued expenses	7,500	5,000
	18,541	16,041
	160,006	115,053

RIOTECH N.V.
NOTES TO THE FINANCIAL STATEMENTS
For the period January 1, 2023 through December 31, 2023

7 Direct costs	EUR 2023	EUR 2022
Domestic Direct costs		
Gaming License expenses	5,300	5,300
	5,300	5,300
Non-Domestic Direct costs		
Platform and game software license fees	831,141	673,214
Bonus and Promotions	1,903,383	1,303,794
Affiliate Marketing fees	710,574	276,686
Payment processing fees	41,603	10,459
ICT, Design and Hosting expenses	30,000	29,560
Agent commission	6,950	25,438
Other direct expenses	8,727	-
	3,532,378	2,319,151
Total Direct costs	3,537,678	2,324,451

Appropriation of result

The General Meeting shall determine how the result of the financial year will be appropriated.