

River Entertainment B.V.

Financial Statements

for the year ended December 31, 2023 and
for the period August 02, 2021 - December 31, 2022

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Statement of financial position

(All amounts in EUR)

		31-Dec	
	Note	2023	2022
Assets			
Current assets			
Prepaid expenses	4	24,094	-
Receivable from subsidiary	5	608,732	-
Total current assets		632,826	-
Non-current assets			
Investment in subsidiary	6	1,000	-
Total non-current assets		1,000	-
Total assets		633,826	-
Current liabilities			
Accounts payable		38,272	-
Accrued expenses	7	37,799	2,700
Payable to shareholders	8	41,682	18,902
Total current liabilities		117,753	21,602
Equity			
Issued capital	9	100	100
Retained earnings / (Accumulated losses)		515,973	-21,702
Total equity		516,073	-21,602
Total liabilities and equity		633,826	-

See accompanying notes.

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Statement of profit or loss

(All amounts in EUR)

	Note	2023	Aug 02, 2021 - Dec 31, 2022
Revenue (Net)	10	701,977	-
Direct cost	11	-142,848	-7,402
Gross profit / (loss)		559,129	-7,402
Administrative expenses	12	-21,454	-14,300
Profit / (loss) from operations		537,675	-21,702
Finance cost		-	-
Profit / (loss) before tax		537,675	-21,702
Profit tax expense	3	-	-
Profit / (loss) for the year		537,675	-21,702
Other comprehensive income		-	-
Total comprehensive income / (loss) for the year		537,675	-21,702
Attributable to the owners		537,675	-21,702

See accompanying notes.

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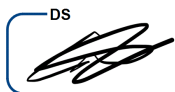
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Statement of changes in equity

(All amounts in EUR)

	Issued capital	Retained earnings / (Accumulated losses)	Total
Capital issued on August 02, 2021	100	-	100
Profit / (loss) for the period	-	-21,702	-21,702
Other comprehensive income	-	-	-
Total comprehensive income / (loss) for the period	-	-21,702	-21,702
Balance, December 31, 2022	100	-21,702	-21,602
Profit / (loss) for the year	-	537,675	537,675
Other comprehensive income	-	-	-
Total comprehensive income / (loss) for the year	-	537,675	537,675
Balance, December 31, 2023	100	515,973	516,073

See accompanying notes.

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Statement of cash flows

(All amounts in EUR)

	Note	2023	Aug 02, 2021 - Dec 31, 2022
Cash flow from operating activities			
Profit / (loss) for the year		537,675	-21,702
(Increase) / decrease in prepaid expenses		-24,094	-
(Increase) / decrease in receivable from subsidiary		-608,732	-
Increase / (decrease) in accounts payable		38,272	-
Increase / (decrease) in accrued expenses		35,099	2,700
Increase / (decrease) in payable to shareholders		22,780	18,902
Net cash generated from operating activities		1,000	-100
Cash flow from investing activities			
(Increase) / decrease in investment in subsidiary		-1,000	-
Net cash generated from investing activities		-1,000	-
Cash flow from financing activities			
Increase / (decrease) in issued capital		-	100
Net cash generated from financing activities		-	100
Net increase / (decrease) in cash		-	-
Cash at the beginning of the year		-	-
Cash at the end of the year		-	-

See accompanying notes.

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Notes to financial statements

1. General information

River Entertainment B.V. (the company) was established on August 02, 2021 in Curaçao as a private limited liability company. The address of its registered office is Korporaalweg, 10, Curaçao. The company was registered in the Commercial register of Curaçao Chamber of Commerce & Industry under the number 158146.

The main objectives of the company are -

1. to organize, market, promote, manage, support and operate all types of remote gaming activities, comprising of 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.
2. The corporation is authorized to perform everything requisite or profitable to the accomplishment of its purpose or incidental thereto or connected therewith in - the widest sense of the word.
3. The corporation has no authority to invoke the annulment of legal acts performed by the corporation, which exceeded the corporate objective.

The management of the company is borne by a board of directors. As of December 31, 2023, the management of the company is borne by a single statutory director:

- Executive Corporate Management B.V.

Statutory Director

2. Summary of material accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of presentation

The financial statements of the company have been prepared in accordance with International Financial Reporting Standards (IFRS). The financial statements have been prepared under the historical cost convention. The financial statements are presented in EUR and all values are presented in actual, unless otherwise stated.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the company's accounting policies.

The comparative financial statements are prepared for a period greater than one year, from August 02, 2021, being the date of incorporation to December 31, 2022, as per the Articles of Incorporation.

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Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts.

Investments

Investment in subsidiary is valued at cost, less impairment losses, if any.

Foreign currency transactions

The financial statements are presented in EUR, which is the company's functional and presentation currency. Transactions denominated in foreign currencies are translated at the exchange rate prevailing when the transaction is realized. The exchange results are recorded in the statement of profit or loss.

Monetary assets and liabilities denominated in foreign currencies are translated into EUR at the exchange rates prevailing at the end of the year.

Financial instruments

Financial assets

Initial recognition and measurement

Financial assets within the scope of IFRS 9 are classified as financial assets at fair value through profit or loss, loans and receivables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The company determines the classification of its financial assets at initial recognition.

All financial assets are recognized initially at fair value plus transaction costs, except in the case of financial assets recorded at fair value through profit or loss.

The company's financial assets include prepaid expenses and other assets.

Financial liabilities

Initial recognition and measurement

Financial liabilities within the scope of IFRS 9 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The company determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognized initially at fair value plus, in the case of loans and borrowings, directly attributable transaction costs.

The company's financial liabilities include accounts payable, accrued expenses and other payables.

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Subsequent measurement

The subsequent measurement of financial assets and liabilities depends on their classification.

Impairment of long-lived assets

Long-lived assets, other than goodwill, are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Recoverability of assets is measured by comparison of the carrying amount of the asset to the net undiscounted future cash flows expected to be generated from the asset. If the future undiscounted cash flows are not sufficient to recover the carrying value of the assets, the assets carrying value is adjusted to fair value. The company regularly evaluates its long-lived asset for indicators of possible impairment. To date no impairment has been recorded.

Concentration of credit risk and certain other risk

Credit risk represents the accounting loss that would be recognized at the reporting date if counter parties failed to perform as contracted. The company does not have significant exposure to any individual client or counter party. Management of credit risk involves a number of considerations, such as financial profile of the counter party, specific terms and duration of the contractual agreement. There exists a risk of non-performance, however management believes that the company's exposure to credit risk associated with non-performance of its counter party is minimum.

New standards, amendments and interpretations issued but not effective for the financial year beginning 01 January 2023 and not early adopted

There are no other standards, interpretations or amendments to existing standards that are not yet effective that would be expected to have a significant impact on the company.

3. Profit taxes

The company is subject to a territorial tax system, wherein the income earned in Curaçao is subject to 15% taxes on income up to 500,000 XCG and 22% above it and the foreign source of income is subject to 0% of profit taxes.

4. Prepaid expenses

	2023	2022
License and server fees	14,094	-
Annual compliance fees	5,400	-
Annual management fees	3,750	-
Rent expenses	500	-
Other expenses	350	-
	24,094	-

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5. Receivable from subsidiary

	2023	2022
ASG 360 Services Ltd	608,732	-
	608,732	-

The above receivable does not carry any interest and is repayable on demand.

6. Investment in subsidiary

As at December 31, 2023, the company holds 100% investment in ASG 360 Services Ltd, a company incorporated and domiciled in the Republic of Cyprus.

	2023	2022
ASG 360 Services Ltd	1,000	-
(1,000 Equity shares of EUR 1.00 each)	1,000	-

The company has elected not to present consolidated financial statements. Its owners have been informed and do not object to presenting separate financial statements.

7. Accrued expenses

	2023	2022
Payment processing fess	35,099	-
Annual compliance fees	2,700	2,700
	37,799	2,700

8. Payable to shareholders

Payable to shareholders represents expenses incurred by the shareholder on behalf of the company net of amount due from them. The payable does not carry any interest and is repayable on demand.

9. Issued capital

The issued capital of the company as on December 31, 2023 and December 31, 2022 consists of 100 common shares with a nominal value of EUR 1 each and subscribed for EUR 100.

No dividends were declared in 2023 and 2022.

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10. Revenue (Net)

	2023	2022
Gaming revenue	961,561	-
Merchant processing fees	-259,584	-
	701,977	-

11. Direct cost

	2023	2022
Payment processing fees	141,099	-
License and server fees	1,749	7,402
	142,848	7,402

12. Administrative expenses

	2023	2022
Professional fees	13,460	3,600
Annual compliance fees	5,450	2,700
Rent expenses	2,544	500
Compliance fees	-	4,050
Annual management fees	-	3,250
Other expenses	-	200
	21,454	14,300

13. Fair value

Fair value of financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to arrive at the fair value:

Prepaid expenses, other assets, accounts payable, accrued expenses and other payables approximate the carrying amount largely due to the short-term maturity.

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14. Contingencies, commitments and legal proceedings

The company has no contingent or future purchase liabilities and is not involved in any legal actions.

15. Subsequent events

In connection with the preparation of the financial statements, the company evaluated subsequent events after the balance sheet date of December 31, 2023. Based on their evaluation there are no subsequent events that have a significant effect on the financial statements as at December 31, 2023.

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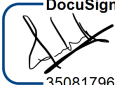

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16. Authorization for issue

These financial statements for the year ended December 31, 2023 were approved by the board of directors and authorized for issue on July 03, 2025.

Board of Directors:

<u>Name</u>	<u>Function</u>	<u>Signature</u>
Xecutive Corporate Management B.V.	Statutory Director	DocuSigned by:  3508179679034CB... Signed by:  E9C1A4A3F74E4ED...