

WhiteBox B.V.
(Formerly known as BlackBox Group B.V.)

Financial Statements
for the years ended December 31, 2024 and December 31, 2023

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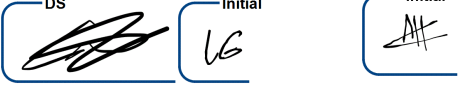


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Statement of financial position

(All amounts in EUR)

		31-Dec	
	Note	2024	2023
Assets			
Current assets			
Cash and cash equivalents	4	61,401	-
Prepaid expenses		16,144	18,694
Receivable from subsidiary	5	61,232	2,400
Total current assets		138,777	21,094
Non-current assets			
Intangible asset	6	238,095	-
Investment in subsidiary	7	1,000	1,000
Total non-current assets		239,095	1,000
Total assets		377,872	22,094
Equity and liabilities			
Current liabilities			
Accounts payable		288,832	21,444
Accrued expenses	8	21,989	-
Payable to shareholders	9	-	57,786
Payable to players		20,026	-
Total current liabilities		330,847	79,230
Equity			
Issued capital	10	100	100
Additional capital		114,403	-
Retained earnings / (Accumulated losses)		-67,478	-57,236
Total equity		47,025	-57,136
Total equity and liabilities		377,872	22,094

See accompanying notes.

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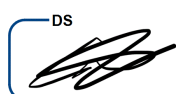

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Statement of profit or loss

(All amounts in EUR)

	Note	2024	2023
Revenue (Net)	11	115,490	-
Direct cost	12	-50,463	-15,260
Gross profit / (loss)		65,027	-15,260
Amortization	6	-11,905	-
Administrative expenses	13	-31,426	-12,080
Selling and distribution expenses		-31,386	-
Profit / (loss) from operations		-9,690	-27,340
Finance cost	14	-552	-
Profit / (loss) before tax		-10,242	-27,340
Profit tax expense	3	-	-
Profit / (loss) for the year		-10,242	-27,340
Other comprehensive income		-	-
Total comprehensive income / (loss) for the year		-10,242	-27,340
Attributable to the owners		-10,242	-27,340

See accompanying notes.

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Statement of changes in equity

(All amounts in EUR)

	Issued capital	Additional capital	Retained earnings / (Accumulated losses)	Total
Balance, December 31, 2022	100	-	-29,896	-29,796
Profit / (loss) for the year	-	-	-27,340	-27,340
Other comprehensive income	-	-	-	-
Total comprehensive income / (loss) for the year	-	-	-27,340	-27,340
Balance, December 31, 2023	100	-	-57,236	-57,136
Profit / (loss) for the year	-	-	-10,242	-10,242
Other comprehensive income	-	-	-	-
Total comprehensive income / (loss) for the year	-	-	-10,242	-10,242
Additional capital	-	114,403	-	114,403
Balance, December 31, 2024	100	114,403	-67,478	47,025

See accompanying notes.

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Statement of cash flows

(All amounts in EUR)

	Note	2024	2023
Cash flow from operating activities			
Profit / (loss) for the year		-10,242	-27,340
Add: Amortization		11,905	-
(Increase) / decrease in prepaid expenses		2,550	1,016
(Increase) / decrease in receivable from subsidiary		-58,832	-
Increase / (decrease) in accounts payable		267,388	-2,816
Increase / (decrease) in accrued expenses		21,989	-
Increase / (decrease) in payable to shareholders		-57,786	29,140
Increase / (decrease) in payable to players		20,026	-
Net cash generated from operating activities		196,998	-
Cash flow from investing activities			
(Increase) / decrease in intangible assets		-250,000	-
Net cash generated from investing activities		-250,000	-
Cash flow from financing activities			
Additional capital		114,403	-
Net cash generated from financing activities		114,403	-
Net increase / (decrease) in cash		61,401	-
Cash at the beginning of the year		-	-
Cash at the end of the year	4	61,401	-

See accompanying notes.

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Notes to financial statements

1. General information

WhiteBox B.V. (Formerly known as BlackBox Group B.V.) (the company) was established on October 07, 2020 in Curaçao as a private limited liability company. The address of its registered office is Korpuraalweg 10, Curaçao. The company was registered in the Commercial Register of the Curaçao Chamber of Commerce & Industry under number 155412.

The name of the company was changed from BlackBox Group B.V. to WhiteBox B.V. with effect from September 09, 2024.

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, 2024, the management of the company is borne by a single statutory director:

- Executive Corporate Management B.V.	Statutory Director
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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.

		
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Intangible assets

Intangible assets are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortization and any accumulated impairment loss.

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognized in the statement of profit or loss.

The intangible assets with a finite life are amortized using the straight-line method and the intangible assets with an infinite life are tested for impairment on an annual basis.

Intangible assets is accounted for on the straight-line method based on estimated useful lives, and rate of amortization as follows-

Software – useful life of 7 years and amortization rate of 14.3%.

The residual values, useful lives and method of amortization of intangible assets are reviewed at each financial year end and adjusted if appropriate.

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.

Investment

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.

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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 or through comprehensive income 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 cash and cash equivalents, 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.

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.

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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 2024 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. Cash and cash equivalents

	2024	2023
Balance at bank		
UAB Guru Pay Bank	48,399	-
SatchelPay UAB	1,991	-
Balance with PSPs		
Transactworld Limited	11,011	-
	61,401	-

5. Receivable from subsidiary

	2024	2023
C/A T&C WhiteBox CY Ltd	61,232	2,400
	61,232	2,400

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

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6. Intangible assets

	Software	Total
Balance at December 31, 2023		
Original cost	-	-
Accumulated amortization	-	-
Book value	-	-
Movements during the year		
Additions	250,000	250,000
Amortization	-11,905	-11,905
Net movement	238,095	238,095
Balance at December 31, 2024		
Original cost	250,000	250,000
Accumulated amortization	-11,905	-11,905
Book value	238,095	238,095

7. Investment in subsidiary

As at December 31, 2024 and 2023, the company holds 100% investment in T&C WhiteBox CY Ltd (Formerly T&S BlackBox CY Ltd), a company incorporated and domiciled in the Republic of Cyprus.

	2024	2023
T&C WhiteBox CY Ltd (Formerly T&S BlackBox CY Ltd) (1,000 Equity shares of EUR 1.00 each)	1,000	1,000
	1,000	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.

8. Accrued expenses

	2024	2023
Marketing expenses	10,056	-
License and server fees	10,000	-
Commission expenses	1,933	-
	21,989	-

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9. Payable to shareholders

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

10. Issued capital

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

No dividend was declared in 2024 and 2023.

11. Revenue (Net)

	2024	2023
Gross gaming revenue	116,703	-
Less: Payouts	-1,213	-
	115,490	-

12. Direct cost

	2024	2023
License and server fees	24,094	15,260
Payment processing fees	15,736	-
Merchant processing fees	6,331	-
Commission expenses	4,302	-
	50,463	15,260

13. Administrative expenses

	2024	2023
Professional fees	15,870	4,880
Annual compliance fees	5,600	2,750
Rent expenses	5,588	500
Annual management fees	3,750	3,750
Other expenses	618	200
	31,426	12,080

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14. Finance cost

	2024	2023
Bank charges	552	-
	552	-

15. 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:

Cash and cash equivalents, prepaid expenses, accounts payable, accrued expenses, other assets and other payables have been disclosed which approximate the carrying amount largely due to the short-term maturity.

16. Contingencies, commitments and legal proceedings

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

17. Subsequent events

In connection with the preparation of the financial statements, the company evaluated subsequent events after the balance sheet date of December 31, 2024. Based on their evaluation there are no subsequent events that have a significant effect on the financial statements as at December 31, 2024.

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18. Authorization for issue

These financial statements for the year ended December 31, 2024 were approved by the board of directors and authorized for issue on November 11, 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...
		Signed by:  8737E2B30CF043F...