

iGaming Cloud N.V.
Curaçao

Annual report 2019



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1. Report

1.1 General

iGaming Cloud N.V. (hereinafter: "the Company") was incorporated on December 30th, 2014 and is established in Curaçao.

Reporting period

These annual accounts have been compiled based on a reporting period of a calendar year.

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
iGaming Cloud N.V.
Curaçao

COMPILATION REPORT

Introduction

On the basis of information provided by the company's management, we have compiled the financial statements of iGaming Cloud N.V. at Curaçao, for the year 2019. The accuracy and completeness of the information provided, and the financial statements based thereon are the responsibility of the company's management. Our responsibility is to issue a compilation report on these financial statements.

Scope

We have compiled the financial statements in accordance with Auditing and additional standards generally accepted in the Netherlands, including Standard 4410 'Engagements to compile financial statements. Our procedures were limited primarily to gathering, processing, classifying and summarising financial information. These procedures do not provide the same level of assurance about whether the financial statements are free of material misstatement as that provided by an audit or a review.

Confirmation

Based on the information provided to us, we have compiled the financial statements in accordance with Part 9 of Book 2 of Curaçao Civil Code and accounting principles generally accepted in the Netherlands.

Willemstad, November 24, 2021

ICAS B.V.
namens deze



Magdi Shaker M.Sc RA
Ref.: S19:211124/MS/DvP

2. Financial statements

2.1 Balance sheet as at 31 December 2019*(After proposal result)*

Assets		31-Dec-19 EUR	31-Dec-18 EUR
Current assets			
Amounts Receivable		60,001	151,857
Other receivables	1	40,544,905	82,479,505
Cash and cash equivalents	2	<u>-</u>	<u>149,065</u>
		40,604,906	82,780,428
Total assets		<u><u>40,604,906</u></u>	<u><u>82,780,428</u></u>
Liabilities		31-Dec-19 EUR	31-Dec-18 EUR
Shareholders equity			
Sharecapital	3	6,000	6,000
Retained earnings		1,112,749	637,924
Result for the year		<u>(20,054)</u>	<u>474,825</u>
		1,098,695	1,118,749
Current liabilities			
Accounts payable		7,327	(2,245)
Other Liabilities	4	39,496,335	81,319,770
Profit tax payable		-	10,533
Accrued expenses		<u>2,550</u>	<u>333,621</u>
		39,506,211	81,661,679
Total equity & liabilities		<u><u>40,604,906</u></u>	<u><u>82,780,428</u></u>

2.2 Statement of income and expenses for the year 2019

		31-Dec-19 EUR	31-Dec-18 EUR
Turnover	5	-	17,557,550
Direct costs	6	<u>36,190</u>	<u>17,045,578</u>
Gross margin		(36,190)	511,972
Administrative expenses	7	<u>11,454</u>	<u>16,264</u>
		(11,454)	(16,264)
Operating result		<u>(47,644)</u>	<u>495,708</u>
Financial result (loss)	8	27,590	346
Result before tax		<u>(20,054)</u>	<u>496,054</u>
Tax		-	(21,229)
Net result for the period		<u><u>(20,054)</u></u>	<u><u>474,825</u></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 Netherlands Civil Code. These financial statements are presented in EUR, the Company's functional currency.

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 concern 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.

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.

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

	31-Dec-19 EUR	31-Dec-18 EUR
1. Other receivables		
C/A Innovation Labs ltd.	5,503,680	-
C/A Mavrix Services Ltd.	3,729,435	-
C/A Guts Services Ltd.	1,627	-
C/A Kaboo Services Ltd.	1,627	-
C/A Highroller Services Ltd.	1,627	-
C/A Thrills Services ltd.	1,627	-
C/A Nordbet Gmbh	16,018	-
C/A Rebel Penguin Aps	709,883	-
C/A Gig Properties Ltd.	728,556	-
C/A Mavrix holding ltd.	120,689	-
C/A Mavrix 5x5 Ltd.	2,798	-
C/A iGaming Cloud Inc	208,054	-
C/A Downright Marketing (BVI)	9,560	-
C/A IGC NV	-	3
C/A Zecure Gaming	-	71,775
C/A MT secure trade	-	28,221,613
C/A NV Secure Trade	-	48,524,814
C/A Betit operations Ltd.	11,587,669	5,496,585
C/A Candid holding	-	139,715
C/A iGaming Malta	17,922,055	-
Deferred income	-	0.06
Prepaid expenses	-	0.11
Accrued income	-	25,000
	<u>40,544,905</u>	<u>82,479,505</u>
2. Cash and cash equivalents		
Mediterranen bank Bank PLC- EURO	-	99,065
Suspense Account	-	50,000
	<u>-</u>	<u>149,065</u>
3. Shareholders equity		

The capital of the company consists of 6,000 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 1st	6,000	1,112,749	1,118,749
Result for the year	-	(20,054)	(20,054)
	<u>6,000</u>	<u>1,092,695</u>	<u>1,098,695</u>

iGaming Cloud N.V.

	31-Dec-19	31-Dec-18
	EUR	EUR
4. C/A Zecure Gaming	4,031,333	-
C/A Online perform. Market. Ltd.	1,816,231	1,723,407
C/A NV secure trade	1,458,322	-
C/A Gig Operations Ltd.	1,468,321	-
C/A Gig Central Services Ltd.	185,602	-
C/A Pronzo entertainment B.V.	30,939	-
C/A Mavrix Promotions ltd.	444,666	-
C/A iGaming Cloud Slu	718,475	-
C/A iGaming Cloud Gibraltar	4,799,572	-
C/A OddsModel	1,309,997	-
C/A MT Secure trade	23,232,787	-
C/A Mavrix Activities	91	-
Rolling reserve	-	2,266,736
C/A innovation Labs Ltd.	-	2,294,834
C/A Mavrix Services Ltd.	-	3,816
C/A Betting Cloud Ltd.	-	594,292
C/A iGaming Cloud Ltd.	-	36,278,034
C/A Betspin	-	409,479
C/A iGaming Malta	-	37,749,172
	<u>39,496,335</u>	<u>81,319,770</u>

2.5 Notes to the statement of income and expenses

	31-Dec-19 EUR	31-Dec-18 EUR
5. Turnover		
Game Provider Revenue Share	-	17,557,550
	<u>-</u>	<u>17,557,550</u>
6. Direct costs		
Rev. Share Joint Venture	-	(9,266,028)
Game Provider Fees	-	14,080,877
Rev. share SB	-	15,111,072
Set up fees	25,000	(162,500)
Platform fees	-	(1,705,140)
Affiliate Payments fees	-	(12,000)
Volume discount	-	13,363
Strongview	-	(3,562)
Wiraya	-	(509,434)
Selligent	-	(26,546)
Dedicated resources	11,190	(408,948)
IGC Insights	-	(9,090)
Fraud & confiscated money	-	(10,106)
Other fees	-	(46,380)
	<u>36,190</u>	<u>17,045,578</u>
7. Administrative expenses		
License fees	435	4,395
Professional services	-	1,105
Bankcharges	565	1,354
Legal charges	-	2,210
Accountancy	5,303	7,200
Tax services	1,500	-
Corporate services	330	-
Other General expenses	6	-
Chamber of commerce	90	-
Standard management disbursement	2,650	-
License fees National Bank	75	-
Domiciliation & Compliance fee	500	-
	<u>11,454</u>	<u>16,264</u>
8. Financial result (loss)		
Extraordinary result	(27,767)	-
Write off Balance	(3)	-
Exchange difference	180	(346)
	<u>(27,590)</u>	<u>(346)</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 2019 in the amount of EUR 20,054 will be deducted to the other reserves.

This proposal needs to be determined by the General Meeting and has therefore not yet been processed in the annual accounts 2019 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.

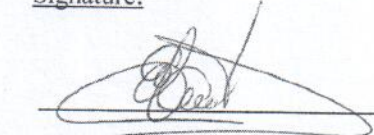
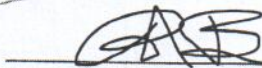
Name:

Position:

Signature:

Guardian Corporation Curaçao B.V.

Managing Director

Richard Alex brown

Managing Director