AskGamblers Limited (formerly Catena Publishing Limited)

Annual Report and Financial Statements
31 December 2022

Company Registration Number: C 102247

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Directors' report

The directors present their report and the audited financial statements of AskGamblers Limited (formerly Catena Publishing Limited) (the "Company") for the period ended 31 December 2022. The Company was incorporated on 10 May 2022. These are the first financial statements of the Company, which reflect the period from incorporation to 31 December 2022, and therefore no comparatives are included.

Principal activities and developments

Acquisition of the casino segment from Catena Media P.L.C

The Company was incorporated by Catena Operations Limited, an unrelated third party, as the previous shareholder of the Company. On 1 October 2022, the Company entered into an agreement with Catena Operations Limited to transfer certain assets to the Company. The domains were transferred, and the amount was capital contributed.

In December 2022, an agreement was signed for Innovation Labs Limited, a subsidiary of Gentoo Media p.l.c. (formerly Gaming Innovation Group p.l.c.) (the 'Group' or 'Gentoo') to become the new sole shareholder of the Company. The Company owns casino affiliate websites such as Askgamblers.com, Johnslots.com, Newcasinos.com and several smaller domains. Closing was completed on 31 January 2023.

Principal activities

The Company's principal activity is providing lead generation and affiliation services for operators of online casino platforms. The Company owns and develops websites and media platforms that attract visitors through organic traffic and paid marketing, referring them to its partners. The Company's casino segment provides informed content, insight and offers that connect people interested in slots, poker, blackjack, and other casino games with selected platform operators.

Change in name

A resolution was passed to change the name of the Company from Catena Publishing Limited to AskGamblers Limited with effect from 23 March 2023.

Financial statements presentation

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU and in accordance with the Maltese Companies Act (Cap. 386).

Pledging of shares

In December 2023, Innovation Labs Limited, as the immediate parent company, pledged its 100% shareholding in the Company to Nordic Trustee AS as security agent and bond trustee. Nordic Trustee AS is registered in Oslo, Norway having a registration number of 963 342 624.

Events after the reporting period

Strategic review

In February 2023, the Board of the Company's ultimate parent had decided to initiate a strategic review with the intention to split the Group into two main business segments. The purpose of the split was to sharpen the focus for each business segment, optimise growth opportunities and ensure each business can benefit from the strategic and financial flexibility of their distinctive business models. The split which took place on 30 September 2024 resulted in two separate industry leading businesses with the potential to grow much faster.

Directors' report - continued

Overall Company performance

The Company generated revenue of EUR 3.9 million during the period ending 31 December 2022. Operating expenses amounted to EUR 4.2 million resulting in an operating loss of EUR 0.3 million. Within operating expenses are depreciation and amortisation costs of EUR 1.2 million, EUR 0.2 million of personnel expenses and other operating expenses amounting to EUR 2.7 million (including an intra-group service fee of EUR 1.2 million). Loss for the period amounted to EUR 0.5 million.

Legal environment

It is the Company's view that the responsibility for compliance with laws and regulations rests with the customer. Although gaming laws and regulations of many jurisdictions do not specifically apply to the supply of affiliation services, certain countries have sought to regulate or prohibit the supply of such services. The Company may therefore be subject to such laws, directly or indirectly. The Company mitigates this risk through monitoring of legal developments, contractual arrangements, and by seeking external advice to assist with the assessment of risk exposures as appropriate.

In addition to the above, the Company faces the risk that customers are not able to pay for the services rendered when these fall due. Also, the Company faces operational risks arising from Google's changes of its algorithm that could temporarily impact rankings, and hence also impact revenues.

Results and dividends

The financial results are set out on page 10. The directors did not declare a dividend.

Financial risk management

Information on the Company's financial risk management is disclosed in Note 2 of the financial statements.

Directors

The directors of the Company who held office during the period were:

- Mr Jonas Warrer (appointed on 27 October 2023)
- Mr Ryan Casaletto (appointed on 27 October 2023)
- Mr Justin Psaila (appointed on 31 January and resigned on 27 October 2023)
- Mr. Richard Brown (appointed on 31 January 2023 and resigned on 27 October 2023)
- Mr Julian Craig Bazley (resigned on 31 January 2023)
- Mr Michael John Daly (resigned on 31 January 2023)
- Mr Peter Messner (resigned on 31 January 2023)

The Company's Articles of Association do not require the directors to retire.

Directors' report - continued

Statement of directors' responsibilities for the financial statements

The directors are required by the Maltese Companies Act (Cap. 386) to prepare financial statements that give a true and fair view of the state of affairs of the Company as at the end of each reporting period and of the profit or loss for that period.

In preparing the financial statements, the directors are responsible for:

- ensuring that the financial statements have been drawn up in accordance with International Financial Reporting Standards as adopted by the EU;
- selecting and applying appropriate accounting policies;
- making accounting estimates that are reasonable in the circumstances;
- ensuring that the financial statements are prepared on the going concern basis unless it is inappropriate to presume that the Company will continue in business as a going concern.

The directors are also responsible for designing, implementing and maintaining internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and that comply with the Maltese Companies Act (Cap. 386). The directors are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Signatory: jonas warrer
Email of signatory: jonas.warrer@g2m.com
Timestamp: Monday, 16 December 2024 11:59 UTC

Mr Jonas Warrer
Director

Signatory: ryan casaletto
Email of signatory: ryan.casaletto@g2m.com
Timestamp: Monday, 16 December 2024 15:29 UTC

Mr Ryan Casaletto
Director

Registered office
@GIG Beach
Triq id-Dragunara
St. Julians
STJ 3148
Malta

16 December 2024

Independent auditor's report

To the Shareholder of AskGamblers Limited (formerly Catena Publishing Limited)

Report on the audit of the financial statements

Our opinion

In our opinion:

- The financial statements give a true and fair view of the financial position of AskGamblers Limited (formerly Catena Publishing Limited) (the "Company") as at 31 December 2022, and of the Company's financial performance and cash flows for the period then ended in accordance with International Financial Reporting Standards ('IFRSs') as adopted by the EU; and
- The financial statements have been prepared in accordance with the requirements of the Maltese Companies Act (Cap. 386).

What we have audited

AskGamblers Limited (formerly Catena Publishing Limited)'s financial statements, set out on pages 9 to 28, comprise:

- the statement of financial position as at 31 December 2022;
- the statement of comprehensive income for the period then ended;
- the statement of changes in equity for the period then ended;
- the statement of cash flows for the period then ended; and
- the notes to the financial statements, which include significant accounting policies and other explanatory information.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code) together with the ethical requirements of the Accountancy Profession (Code of Ethics for Warrant Holders) Directive issued in terms of the Accountancy Profession Act (Cap. 281) that are relevant to our audit of the financial statements in Malta. We have fulfilled our other ethical responsibilities in accordance with these Codes.

Independent auditor's report

To the Shareholder of AskGamblers Limited (formerly Catena Publishing Limited)

Other information

The directors are responsible for the other information. The other information comprises the *Directors' report* (but does not include the financial statements and our auditor's report thereon).

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon except as explicitly stated within the *Report on other legal and regulatory requirements*.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the financial statements

The directors are responsible for the preparation of financial statements that give a true and fair view in accordance with IFRSs as adopted by the EU and the requirements of the Maltese Companies Act (Cap. 386), and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on other legal and regulatory requirements

The *Annual Report and Financial Statements 2022* contains other areas required by legislation or regulation on which we are required to report. The Directors are responsible for these other areas.

The table below sets out these areas presented within the Annual Report, our related responsibilities and reporting, in addition to our responsibilities and reporting reflected in the *Other information* section of our report. Except as outlined in the table, we have not provided an audit opinion or any form of assurance.

Independent auditor's report

To the Shareholder of AskGamblers Limited (formerly Catena Publishing Limited)

Area of the *Annual Report and Financial Statements 2022* and the related Directors' responsibilities	Our responsibilities	Our reporting
Directors' report (on pages 1 to 3) The Maltese Companies Act (Cap. 386) requires the directors to prepare a Directors' report, which includes the contents required by Article 177 of the Act and the Sixth Schedule to the Act.	We are required to consider whether the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements. We are also required to express an opinion as to whether the Directors' report has been prepared in accordance with the applicable legal requirements. In addition, we are required to state whether, in the light of the knowledge and understanding of the Company and its environment obtained in the course of our audit, we have identified any material misstatements in the Directors' report, and if so to give an indication of the nature of any such misstatements.	In our opinion: • the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and • the Directors' report has been prepared in accordance with the Maltese Companies Act (Cap. 386). We have nothing to report to you in respect of the other responsibilities, as explicitly stated within the *Other information* section.
	Other matters on which we are required to report by exception We also have responsibilities under the Maltese Companies Act (Cap. 386) to report to you if, in our opinion: • adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us. • the financial statements are not in agreement with the accounting records and returns. • we have not received all the information and explanations which, to the best of our knowledge and belief, we require for our audit.	We have nothing to report to you in respect of these responsibilities.

Independent auditor's report

To the Shareholder of AskGamblers Limited (formerly Catena Publishing Limited)

Other matter – use of this report

Our report, including the opinions, has been prepared for and only for the Company's shareholder as a body in accordance with Article 179 of the Maltese Companies Act (Cap. 386) and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior written consent.

DocuSigned by:

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Ian Curmi
Principal

For and on behalf of
PricewaterhouseCoopers
78, Mill Street
Zone 5, Central Business District
Qormi
Malta

16 December 2024

Statement of financial position

	Notes	As at 31 December 2022 €
ASSETS		
Non-current assets		
Intangible assets	5	**26,248,492**
Total non-current assets		**26,248,492**
Current assets		
Trade and other receivables	6	**2,663,341**
Cash at bank and other intermediaries	7	**1,800,993**
Total current assets		**4,464,334**
Total assets		**30,712,826**
EQUITY AND LIABILITIES		
Equity		
Share capital	8	**1,500**
Capital reserves	9	**30,358,955**
Accumulated losses		**(9,819,353)**
Total equity		**20,541,102**
Non-current liabilities		
Deferred income tax liabilities	15	**8,888,356**
Total non-current liabilities		**8,888,356**
Current liabilities		
Trade and other payables	10	**831,501**
Current tax liability	14	**451,867**
Total current liabilities		**1,283,368**
Total liabilities		**10,171,724**
Total equity and liabilities		**30,712,826**

The notes on pages 13 to 28 are an integral part of these financial statements.

The financial statements on pages 9 to 28 were authorised for issue by the directors on 16 December 2024 and were signed on its behalf by:

Signatory: jonas warrer
Email of signatory: jonas.warrer@g2m.com
Timestamp: Monday, 16 December 2024 11:59 UTC

Signatory: ryan casaletto
Email of signatory: ryan.casaletto@g2m.com
Timestamp: Monday, 16 December 2024 15:29 UTC

Statement of comprehensive income

	Notes	Period from 10 May 2022 to 31 December 2022 €
Net revenue		**3,910,322**
Operating expenses		
Personnel expenses	12	**(227,682)**
Depreciation and amortisation	5	**(1,238,190)**
Other operating expenses	11	**(2,747,513)**
Total operating expenses		**(4,213,385)**
Operating loss		**(303,063)**
Finance costs	13	**(176,067)**
Loss before tax		**(479,130)**
Tax expense	14	**(9,340,223)**
Loss for the period - total comprehensive income		**(9,819,353)**

The notes on pages 13 to 28 are an integral part of these financial statements.

Statement of changes in equity

	Notes	Share capital €	Capital reserves €	Accumulated losses €	Total €
Balance as at 10 May 2022		**-**	**-**	**-**	**-**
Comprehensive income					
Loss for the period - total comprehensive income		**-**	**-**	**(9,819,353)**	**(9,819,353)**
Transactions with owners					
Issue of shares on incorporation	8	**1,500**	**-**	**-**	**1,500**
Capital contribution	9	**-**	**30,358,955**	**-**	**30,358,955**
Total transactions with owners		**1,500**	**30,358,955**	**-**	**30,360,455**
Balance as at 31 December 2022		**1,500**	**30,358,955**	**(9,819,353)**	**20,541,102**

The notes on pages 13 to 28 are an integral part of these financial statements.

Statement of cash flows

	Notes	Period from 10 May 2022 to 31 December 2022 €
Cash flows from operating activities		
Cash generated from operations	16	**1,519,702**
Cash generated from operations		**1,519,702**
Cash flows from investing activities		
Purchase of intangible assets	5	**(321,201)**
Net cash used in investing activities		**(321,201)**
Cash flows from financing activities		
Issue of share capital	8	**1,500**
Cash transferred by its former shareholder	5	**600,992**
Net cash generated from financing activities		**602,492**
Net movement in cash and cash equivalents		**1,800,993**
Cash and cash equivalents at beginning of year		**-**
Cash and cash equivalents at end of year	7	**1,800,993**

The notes on pages 13 to 28 are an integral part of these financial statements.

Notes to the financial statements

1. Summary of significant accounting policies

The principal accounting policies adopted in the preparation of the financial information are set out below. These policies have been consistently applied unless otherwise stated.

1.1 Incorporation

AskGamblers Limited (formerly Catena Publishing Limited) (the “Company”) was incorporated on 10 May 2022. These are the first financial statements of the Company, which reflect the period from incorporation to 31 December 2022, and therefore no comparatives are included.

1.2 Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS Accounting Standards) as adopted by the EU and with the requirements of the Maltese Companies Act (Cap. 386). They have been prepared under the historical cost convention.

The preparation of financial statements in conformity with IFRS Accounting Standards as adopted by the EU requires the use of certain accounting estimates. It also requires the directors to exercise their judgement in the process of applying the Company’s accounting policies (see Note 3 – Critical accounting estimates and judgements).

New standards and interpretations not yet adopted

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2022 reporting periods and have not been adopted by the Company. These standards are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

1.3. Foreign currency translation

(a) *Functional and presentation currency*

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates (the ‘functional currency’). The financial statements are presented in euro which is the Company’s functional and presentation currency.

(b) *Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss. The Company’s accounting policy is to present all exchange differences within finance income or finance costs including exchange differences arising on cash and cash equivalents and amounts due from payment providers.

1. Summary of significant accounting policies - continued

1.4 Intangible assets

(a) Domains

Domains comprise the value of domain names acquired by the Company as well as the value derived from the search engine optimisation activity embedded in the acquired portfolios. Separately acquired domains are shown at historical cost, which represents their acquisition price and certain domains are expected to have a useful life of 8 years. Amortisation is calculated using the straight-line method to allocate the cost of domains over their estimated useful lives.

(b) Affiliate contracts

Acquired affiliate contracts are shown at historical cost and are deemed to have a useful life of 3 years, determined by reference to the expected user churn rate. Amortisation is calculated using the straight-line method to allocate the cost of affiliate contracts over their estimated useful lives.

(c) Technology Platform

Acquired technology software and platforms are capitalised on the basis of the costs incurred to acquire and bring to use these assets. These costs are amortised over their estimated useful lives of 3 years.

Costs associated with maintaining these intangibles are recognised as an expense when incurred. Development costs that are directly attributable to the design of identifiable and unique software products controlled by the Company are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the intangible asset so that it will be available for use;
- management intends to complete the intangible asset and use or sell it;
- there is an ability to use or sell the intangible asset;
- it can be demonstrated how the intangible asset will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the intangible asset are available; and
- the expenditure attributable to the intangible asset during its development can be reliably measured.

Directly attributable costs that are capitalised as part of these intangible assets include the development employee costs.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

1. Summary of significant accounting policies - continued

1.5 Impairment of non-financial assets

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

1.6 Financial assets

1.6.1 Classification and measurement

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income (OCI) or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

With the exception of trade receivables that do not contain a significant financing component, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

For a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company reclassifies debt investments when and only when its business model for managing those assets changes. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

1.6.2 Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

1. Summary of significant accounting policies - continued

1.6 Financial assets - continued

1.6.2 Measurement - continued

(a) Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. The Company classifies its debt instruments using the amortised cost model. Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as a separate line item in the statement of profit or loss.

1.6.3 Derecognition

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

1.6.4 Impairment

The Company assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Company applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see note 2.1 for further details.

1.7 Trade and other receivables

Trade receivables are amounts due from customers for services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognised in profit or loss. When a receivable is uncollectible, it is written off against the allowance account for trade and other receivables. Subsequent recoveries of amounts previously written off are credited against profit or loss.

1.8 Cash and cash equivalents

Cash and cash equivalents are carried in the statement of financial position at face value. In the statement of cash flows, cash and cash equivalents includes cash in hand and deposits held at call with banks and e-wallets.

1. Summary of significant accounting policies - continued

1.9 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares are shown in equity as a deduction, net of tax, from the proceeds.

1.10 Financial liabilities

The Company recognises a financial liability in its statement of financial position when it becomes a party to the contractual provisions of the instrument. The Company's financial liabilities are classified as financial liabilities which are not at fair value through profit or loss (classified as 'Other liabilities') under IFRS 9. Financial liabilities not at fair value through profit or loss are recognised initially at fair value, being the fair value of consideration received, net of transaction costs that are directly attributable to the acquisition or the issue of the financial liability. These liabilities are subsequently measured at amortised cost. The Company derecognises a financial liability from its statement of financial position when the obligation specified in the contract or arrangement is discharged, is cancelled or expires.

1.11 Trade and other payables

Trade payables comprise obligations to pay for services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

1.12 Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity respectively.

The current tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the financial position date in the countries where the Company operate and generate taxable income. Management periodically evaluated positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation.

Deferred tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, the deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

1. Summary of significant accounting policies - continued

1.13 Revenue recognition

For a revenue share deal, the Company receives a share of the revenues that the gaming operator has generated as a result of a player playing on their iGaming site. Revenue is recognised in the month that it is earned by the respective gaming operator.

For a cost acquisition deal, a client pays a one-time fee for each player who deposits money on the client's site. Cost per acquisition contracts consist of a pre-agreed rate with the client. Revenue from such contracts is recognised in the month in which the deposits are made.

For a listing deal, a client pays a fixed fee to be listed and critically reviewed on the Company's websites. Such revenue is apportioned on an accrual basis over the term of the contract.

The Company's performance obligation in this respect can be viewed as a series of distinct performance obligations to stand ready to redirect players on a constant basis. Such contacts give rise to variable consideration from an IFRS 15 point of view since the revenues are not fixed at the outset. In view of the nature of the service provided as a monthly stand-ready obligation the Company recognises the income in the month in which it has a contractual right to bill the iGaming operators.

Other income is recognised as it accrues unless collectability is in doubt.

Interest income is recognised for all interest-bearing instruments using the effective interest method.

1.14 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Company's financial information in the period in which an obligation to pay a dividend is established.

1.15 Capital reserves

Contributions received from the shareholders for which the Company has no obligation to repay are recorded in equity and presented within the 'Capital reserves'.

2. Financial risk management

2.1 Financial risk factors

The Company's activities potentially expose it to a variety of financial risks: market risk (foreign exchange risk), credit risk and liquidity risk. The management of the Company's financial risk is based on a financial policy approved by the ultimate parent's Board of directors and exposes the Company to a low level of risk. Risk management is coordinated at a group level in respect of all companies of which Gentoo Media Inc (formerly Gaming Innovation Group Inc) is the ultimate parent. The Company did not make use of derivative financial instruments to hedge risk exposures during the current period.

(a) Market risk

(i) Foreign exchange risk

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities which are denominated in a currency that is not the entity's functional currency. The Company operates in various countries with various currency exposures, such as GBP pound, Japanese Yen and the United States Dollar.

2. Financial risk management - continued

2.1 Financial risk factors - continued

(a) *Market risk* - continued

(i) *Foreign exchange risk* - continued

The table below summarises the Company's main exposure to foreign currencies other than the functional currency:

	Liabilities
	€
As at 31 December 2022	
GBP	**12,179**
JPY	**1,046**
USD	**4,845**
	18,070

A sensitivity analysis for foreign exchange risk disclosing how profit or loss and equity would have been affected by changes in foreign exchange rates that were reasonably possible at the end of the reporting period is not deemed necessary since the exposure is not deemed to be significant.

(b) *Credit risk*

Credit risk mainly arises on cash and cash equivalents and trade and other receivables as follows:

	As at 31 December 2022
	€
Trade and other receivables (Note 6)	**2,653,946**
Cash at bank and other intermediaries (Note 7)	**1,800,993**
Exposure	**4,454,939**

The maximum exposure to credit risk at the end of the reporting period in respect of the financial assets mentioned above is equivalent to their carrying amount as disclosed in the respective notes to the financial statements. The Company does not hold any collateral as security in this respect.

The Company assesses the credit quality of its customers taking into account financial position, past experience and other factors. It has processes in place to ensure that sales of services are effected to customers with an appropriate credit history. The Company monitors the performance of these financial assets on a regular basis to identify incurred collection losses which are inherent in the Company's receivables taking into account historical experience in collection of accounts receivable.

The Company seeks to manage credit risk by only undertaking transactions with counterparties which include financial institutions or intermediaries and payment providers with quality standing. Control structures are in place to assess credit risk on similar lines.

2. Financial risk management - continued

2.1 Financial risk factors - continued

(b) Credit risk - continued

The following table provides information regarding the aggregated credit risk exposure, for deposits with bank and financial institutions or intermediaries with external credit ratings as at 31 December 2022.

	As at 31 December 2022 €
A+	**1,601,293**
B+	**59,953**
NA	**139,747**
	1,800,993

(i) Impairment of financial assets

The recognition of expected credit losses under IFRS 9 involves a forward-looking approach where entities are required to recognise expected credit losses at all times and update the amount of expected credit losses recognised at each reporting date to reflect changes in the credit risk of financial instruments. This approach differs from the previous 'incurred loss' model and aims to provide more timely information about expected credit losses.

At each reporting date, the Company measures the loss allowance for a trade receivables at an amount equal to the lifetime expected credit losses, even if the credit risk on that financial instrument has not increased significantly since initial recognition.

The Company applies the simplified approach to measure expected credit losses. This entails recognising a lifetime expected loss allowance for all trade receivables. Loss rates are determined based on grouping of trade receivables sharing the same credit risk characteristics and past due days.

The Company reported trade receivables of €3.2 million as at 31 December 2022, and a loss allowance of €0.6 million. There were no receivables written off as uncollectible during the period to 31 December 2022.

The Company’s receivables, which are not impaired financial assets, are principally in respect of transactions with partners for whom there is no recent history of default. Management does not expect any losses from non-performance by these partners. The directors consider that the Company was not exposed to significant credit risk as at the end of the current reporting period.

2. Financial risk management - continued

2.1 Financial risk factors - continued

(c) Liquidity risk

The Company is exposed to liquidity risk in relation to meeting future obligations associated with its financial liabilities which include amounts due to fellow subsidiaries of €0.7 million, accruals, indirect taxation and trade payables of €0.1 million as disclosed further in Note 10.

Liquidity risk is monitored at a group level by ensuring that sufficient funds are available to each subsidiary within the Gaming Innovation Group.

2.2 Capital risk management

The Company's equity, as disclosed in the statement of financial position, constitutes its capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Company's capital structure (including the additional paid-in capital) is monitored at a Group level with appropriate reference to subsidiaries' financial conditions and prospects.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

2.3 Fair values of financial instruments

At 31 December 2022 the carrying amounts of cash at bank, receivables, payables and accrued expenses, reflected in the financial statements are reasonable estimates of fair value in view of the nature of these instruments or the relatively short period of time between the origination of the instruments and their expected realisation.

3. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances.

In the opinion of the directors, the accounting estimates and judgements made in the course of preparing these financial statements are not difficult, subjective or complex to a degree which would warrant their description as critical in terms of the requirements of IAS 1.

4. Revenue

Revenue is split into categories as follows:

	Period from 10 May 2022 to 31 Decemeber 2022
	€
Revenue share deals	2,749,492
Advertising	33,840
Flat fee revenue	1,126,990
Total revenue from contracts with customers	**3,910,322**

5. Intangible assets

	Affiliate contracts	Domains	Licences	Technology Platform	Total
	€	€	€	€	€
Cost					
As at 10 May 2022	-	-	-	-	-
Additions on transfer	3,333,435	22,238,838	623	1,592,585	27,165,481
Additions	-	-	-	321,201	321,201
As at 31 December 2022	**3,333,435**	**22,238,838**	**623**	**1,913,786**	**27,486,682**
Accumulated amortisation					
As at 10 May 2022	-	-	-		-
Amortisation charge	277,786	694,964	623	264,817	1,238,190
As at 31 December 2022	**277,786**	**694,964**	**623**	**264,817**	**1,238,190**
Carrying amount					
As at 10 May 2022	-	-	-	-	-
As at 31 December 2022	**3,055,649**	**21,543,874**	**-**	**1,648,969**	**26,248,492**

On 1 October 2022, the Company entered into an agreement with its former shareholder Catena Operations Limited to transfer certain assets to the Company. The total consideration amounted to €30,182,888 out of which €27,165,481 is included within 'Additions on transfer' above, with the remainder balance being contributed in connection with working capital balances (including a cash and cash equivalents balance of €600,992). The amount due was subject to interest at 7% per annum, however, on 1 November 2022 the amount due including interest amounting to €176,067 was waived. Refer to Notes 9 and 16 for further detail.

Subsequent to the acquisition, these assets are now subject to amortisation in line with the Company’s accounting policy as disclosed in Note 1.4.

6. Trade and other receivables

	As at 31 December 2022 €
Current	
Trade receivables - gross	3,241,868
Less: loss allowance	(587,922)
Trade receivables	2,653,946
Prepayments	9,395
	2,663,341

7. Cash and cash equivalents

For the purposes of the statement of cash flows, cash and cash equivalents comprise the following:

	As at 31 December 2022 €
Cash at bank and other intermediaries	1,800,993

8. Share capital

	As at 31 December 2022 €
Authorised, issued and fully paid	
1,500 ordinary shares of €1 each	1,500
	1,500

9. Capital contribution reserve

	Period from 10 May 2022 to 31 December 2022 €
Opening balance	-
Capital contribution (Note 5)	30,358,955
Closing balance	30,358,955

On 1 November 2022, the previous shareholder of the Company, Catena Operations Limited, has waived the amounts due by way of a capital contribution for an amount of €30,358,955. The capital contribution reserve is a non-distributable reserve.

10. Trade and other payables

	Period from 10 May 2022 to 31 December 2022
	€
Current	
Trade payables	**27,102**
Amounts due to fellow subsidiaries	**728,433**
Accruals and deferred income	**48,029**
Indirect taxation and social security	**27,937**
	831,501

Amounts due to fellow subsidiaries are unsecured, interest free and repayable on demand.

11. Other operating expenses

	Period from 10 May 2022 to 31 December 2022
	€
Consultancy fees	**107,638**
Legal fees	**367**
IT expenses	**46,191**
Service fee-intra group	**1,217,092**
Other operating expenses	**1,376,225**
	2,747,513

The service fee intra-group amounting to €1.2 million relates to central costs incurred by a fellow subsidiary and recharged respectively throughout the period in a systematic manner.

Fees (exclusive of VAT) charged by the auditor for services rendered during the financial period ended 31 December 2022 are shown in the table below:

	€
Annual statutory audit	**11,000**
	11,000

12. Employee benefit expense

	Period from 10 May 2022 to 31 December 2022
	€
Gross wages and salaries	193,267
Social security costs	34,415
	227,682

The average number of persons employed during the period 10 May 2022 to 31 December 2022 were:

Administrative	15

13. Finance costs

	Period from 10 May 2022 to 31 December 2022
	€
Other interest expense	176,067

14. Tax expense

	Period from 10 May 2022 to 31 December 2022
	€
Deferred tax (Note 15)	8,888,356
Current tax expense	451,867
	9,340,223

14. Tax expense - continued

The tax on the Company's loss before tax differs from the theoretical amount that would arise using the basic tax rate as follows:

	Period from 10 May 2022 to 31 December 2022 €
Loss before tax	(479,130)
Tax at 35%	(167,696)
Tax effect of:	
Intangible assets acquired via Art. 5(9) transfer	9,507,700
Depreciation on ineligible assets	218
	9,340,223

15. Deferred taxation

Deferred taxes are calculated on all temporary differences under the liability method and are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates (and tax law) that have been enacted by the end of the reporting period. The principal tax rate used is 35%.

The movement on the deferred income tax account is as follows:

	Period from 10 May 2022 to 31 December 2022 €
As at 10 May 2022	-
Deferred tax liability to be settled after more than 12 months	8,888,356
As at 31 December 2022	8,888,356

The period-end balance comprises of temporary differences arising on the difference between the tax base and the carrying amount of intangible assets acquired by the Company during the period (Note 5) giving rise to a deferred tax liability of €9,186,972. Offsetting against this balance in the main is a deferred tax asset of €205,773 arising from provisions for doubtful debts. There are other immaterial contributors giving rise to a residual deferred tax asset of €92,843.

16. Cash flows from operations

Reconciliation of operating loss to cash generated from operations:

	Period from 10 May 2022 to 31 December 2022 €
Operating loss	**(303,063)**
Adjustments for:	
Amortisation of intangible assets (Note 5)	**1,238,190**
Movement in provision for doubtful debts (Note 7)	**587,922**
Changes in working capital:	
Trade and other receivables	**(1,028,509)**
Trade and other payables	**1,025,162**
Cash generated from operations	**1,519,702**

Non-cash transactions

As already disclosed in Note 5, on 1 October 2022, the Company entered into an agreement with its former shareholder Catena Operations Limited to transfer certain assets to the Company. The total initial consideration amounted to €30,182,888 out of which €27,165,481 related to the value of intangible assets transferred, with the remainder balance being contributed in connection with working capital balances. The only cash transfer as a result of this transaction relates to a cash and cash equivalents balance of €600,992 received by the Company. The amount due of €30,182,888 was subject to interest at 7% per annum, however, on 1 November 2022 the amount due (including interest amounting to €176,067) was waived (Note 9).

17. Related party transactions

All companies forming part of the Gentoo Media Group (formerly Gaming Innovation Group), the shareholders and other companies controlled or significantly influenced by the shareholders are considered by the directors to be related parties as these companies are also ultimately owned by Gentoo Media Inc (formerly Gaming Innovation Group Inc.).

Period-end balances owed to fellow subsidiaries are disclosed in note 10.

	Period from 10 May 2022 to 31 December 2022 €
Recharges from fellow subsidiary:	
Other operating expenses (Note 11)	**1,217,092**

Remuneration to key management personnel is disclosed in Note 12.

18. Legal environment

It is the Company's view that the responsibility for compliance with laws and regulations rests with the customer. Although gaming laws and regulations of many jurisdictions do not specifically apply to the supply of affiliation services, certain countries have sought to regulate or prohibit the supply of such services. The Company may therefore be subject to such laws, directly or indirectly. The company mitigates this risk through monitoring of legal developments, contractual arrangements, and by seeking external advice to assist with the assessment of risk exposures as appropriate.

In addition to the above, the Company faces the risk that customers are not able to pay for the services rendered when these fall due. Also, the Company faces operational risks arising from Google's changes of its algorithm that could temporarily impact rankings, and hence also impact revenues.

19. Events after reporting period

Strategic review

In February 2023, the Board of the Company's ultimate parent had decided to initiate a strategic review with the intention to split the Group into two main business segments. The purpose of the split was to sharpen the focus for each business segment, optimise growth opportunities and ensure each business can benefit from the strategic and financial flexibility of their distinctive business models. The split which took place on 30 September 2024 resulted in two separate industry leading businesses with the potential to grow much faster.

20. Statutory information

AskGamblers Limited (formerly Catena Publishing Limited) is a limited liability company and is incorporated in Malta.

The Company's immediate parent company is Innovation Labs Limited, a company registered in Malta, with its registered address at @GIG Beach, Triq id- Dragunara, St. Julians, STJ 3148 Malta. Gentoo Media Inc (formerly Gaming Innovation Group Inc) is the ultimate parent company whose registered office is 10700 Stringfellow Rd, Suite 10, Bookeelia, FL 33922, USA.